

Panda Players Constitution

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Panda Players Constitution

September 2018

Adopted on the 06 September 2018

1. Name

- 1.1. The Society which was founded by the late Miss Betty Waddy in 1988 shall be called "PANDA PLAYERS".

2. Objects

- 2.1. The objects of the Society are:
 - 2.1.1. Such objects which are exclusively charitable according to the law of England and Wales as the Executive Committee shall from time to time think fit.
 - 2.1.2. Without prejudice to the generality of the foregoing 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

- 3.1. In furtherance of these objects, but not otherwise, the Society through its Executive Committee may exercise the following powers which shall in all respects be governed by the law of England and Wales:
 - 3.1.1. Promote plays, drama, comedies, operas, operettas, musicals and other dramatic and operatic works of educative value.
 - 3.1.2. Purchase, acquire and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works.
 - 3.1.3. Purchase or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery and all other necessary effects.
 - 3.1.4. 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.
 - 3.1.5. Subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Society.
 - 3.1.6. 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
 - 3.1.7. 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.
 - 3.1.8. 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.
 - 3.1.9. Establish or support any charitable trusts, association or institutions formed for all or any of the objects.
 - 3.1.10. Assist and further such charitable institutions and charitable purposes as the Executive Committee shall from time to time determine.
 - 3.1.11. Appoint and constitute such advisory committees as the Executive Committee may think fit.
 - 3.1.12. Do all such other lawful things as are necessary for the achievement of the objects of the Society.

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4. Membership

- 4.1. The Society shall consist of Members and may also include as Honorary Life Members such other persons as shall have rendered special services to the Society.

5. Eligibility for Membership

- 5.1. Membership shall be open to all those over the age of 18 years 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.
- 5.2. Junior Membership shall be open to all those under the age of 18 years 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. However Junior Members are not eligible:
 - 5.2.1. to vote on any resolution at any meeting of the Society
 - 5.2.2. to serve on the Executive Committee
 - 5.2.3. to act as Trustees of the Society.
- 5.3. Junior Members may address meetings of the Society if called upon to do so by the person presiding at the meeting. Junior Members will become full Members automatically on their 18th birthday, but will not be required to pay the adult fee until any fees become due on or after their 18th birthday.

6. Capabilities of Candidates for Membership

- 6.1. Prior to election all candidates for Membership as performers (Performing Members) shall satisfy the Executive Committee as to their histrionic and/or musical ability.

7. Expulsion of Members

- 7.1. 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

- 8.1. The annual subscription fee or subscription fees to the Society and all other fees which the Society wishes to levy shall be determined in the first instance and from time to time by the Executive Committee, but subject as hereinafter mentioned.
 - 8.1.1. All such fees shall be ratified retrospectively by the next following Annual General Meeting of the Society.
 - 8.1.2. If enough (a minimum of twelve) members object to all or any of the fees proposed by the Executive Committee they may summon, in accordance with clause 23, a Special General Meeting which shall determine any matters in dispute.
 - 8.1.3. If any changes in the level of fees are determined by the Annual General Meeting or a Special General Meeting the Executive Committee shall either reimburse to Members any excess fees or levy such further fees (as the case may be) as the Annual General Meeting or Special General Meeting shall have determined.

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9. Payment of Entrance Fees and Subscriptions

- 9.1. 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 the first day of September in each year and shall be paid to the Treasurer no later than the thirty-first day of October the same year and, if unpaid on that date, Membership will lapse.

10. Non-Payment of Subscriptions

- 10.1. The Executive Committee shall have power by bare majority to suspend any member whose subscription remains unpaid after the thirty-first day of October in any year from exercising all or any of the privileges of Membership until his or her subscription is paid.

11. Adjustment of Subscriptions

- 11.1. The Executive Committee shall have power to remit such portion of the subscription as they think right in the case of Members elected after the thirty-first day of March or Members leaving the neighbourhood and resigning their Membership before the end of any season and to re-admit to the Society without entrance fee any persons who have previously been Members when such persons have resigned owing to leaving the neighbourhood or for other good cause.

12. Resignations

- 12.1. Members wishing to resign must give written notice to the Secretary before the thirty-first day of October and in default of so doing will be liable for the subscription for the current year commencing on that date.

13. Honorary Life Members

- 13.1. 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.

14. President

- 14.1. There shall be a President of the Society.
- 14.1.1. The President shall preside at and act as Chair of the Annual General Meeting or any Special General Meeting which may be held during their term of office. If the President is unable to act then the Meeting in question shall, as its first item of business, appoint a person to act as Chair of that Meeting.
- 14.1.2. The President shall be elected at the Annual General Meeting for a term of five years. He or she shall serve from the close of business of the Annual General Meeting at which they are elected until the close of business of the Annual General Meeting five years later.
- 14.1.3. If the President shall die or resign during his or her period of office the post of President shall be filled as the first item of business at the next Annual General Meeting or Special General Meeting (whichever shall be the earlier).
- 14.1.4. The President shall be eligible for re-election. The nomination for this position shall be sent to the Secretary in writing at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

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15. Executive Committee

- 15.1. The Society shall be managed by an Executive Committee elected at the Annual General Meeting consisting of the following Officers, namely: Chair, Treasurer and Secretary and not less than three nor more than nine other Members.
- 15.2. A member of the Executive Committee shall cease to hold office if her or she:
 - 15.2.1. 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).
 - 15.2.2. Becomes incapable due to mental disorder, illness or injury of managing and administering his or her own affairs.
 - 15.2.3. 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
 - 15.2.4. 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).
- 15.3. 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.
- 15.4. 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.
- 15.5. The Members for the time being of the Executive Committee shall be the Trustees of the Society.

16. Executive Committee Members not be to be Personally Interested

- 16.1. Subject to the provisions of sub-clause 16.2. 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] in any contract entered into by the Executive Committee.
- 16.2. 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 Society: 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.

17. Meetings of the Executive Committee

- 17.1. The Executive Committee shall hold at least two ordinary meetings a year.
- 17.2. A special meeting may be called at any time by the Chair 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.
- 17.3. The Chair shall act as chair at meetings of the Executive Committee, but if the Chair is absent for whatever reason the Administration Manager shall act as substitute Chair for the meeting in question. If the Administration Manager is also absent from any meeting, the Members of the Executive Committee shall choose one of their number to chair the meeting before any other business is transacted.
- 17.4. There shall be a quorum when at least one third of the number of Members of the Executive Committee for the time being or three of the Executive Committee, whichever is greater, are present at a meeting.

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- 17.5. Every matter shall be determined by a majority vote of the Members of the Executive Committee present and voting on the question, but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- 17.6. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of meetings of the Executive Committee and any sub-committee.
- 17.7. 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.
- 17.7.1. The Executive Committee may appoint one or more sub-committees consisting of three or more Members of the Executive Committee for 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.
- 17.7.2. The Executive Committee may also appoint working parties of Members of the Society (whether such Members are Members of the Executive Committee or not) provided that all acts and proceedings of any such working party shall be subject in all respects to the approval of the Executive Committee.

18. Executive Committee's Powers

- 18.1. 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.

19. Finance

- 19.1. The funds of the Society shall be applied solely in furthering the objects of the Society.
- 19.2. 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 must be signed by at least two Members of the Executive Committee.
- 19.3. Subject to clause 16.2. 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.
- 19.4. No expenditure shall be incurred by any member of the Society without the authority in writing of the Treasurer and/or Secretary and all accounts shall be sanctioned by the Executive Committee.
- 19.5. The Society shall give an annual subscription to the National Operatic and Dramatic Association in accordance with the subscription scales published by the Association and shall abide by the Rules and Bye-Laws of that Association.

20. Financial Year

- 20.1. The financial year of the Society shall commence on the First day of July and an annual profit and loss account and balance sheet shall be prepared within two calendar months after the Thirtieth day of June 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) regarding the preparation of an annual report and annual return and their transmission to the Commission.

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21. Annual General Meeting

- 21.1. The Annual General Meeting of the Society shall be held in the month of September or as soon as practicable thereafter, when the Report of the Executive Committee and accounts for the past year, duly independently examined, shall be presented, the Officers, other Members of the Executive Committee and an Independent Examiner of accounts, for the ensuing year and the Honorary Life Members, if any, elected and all general business transacted.
- 21.2. 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 fully paid up Members of the Society (in accordance with clauses 5, 9 and 10) shall be entitled to attend and vote at the meeting.
- 21.2.1. Members who are unable to attend the Annual General Meeting shall be entitled to vote in one of the following ways;
- 21.2.1.1. by advising the Secretary in writing at least seven (7) days before the Annual General Meeting and indicating how they wish their vote to be cast on each of the published proposals.
- 21.2.1.2. voting by proxy (getting another member to vote on their behalf) and advising the Secretary in writing at least seven (7) days before the Annual General Meeting who they have appointed to be their proxy. They may instruct their proxy to vote in a specific way on the meeting's published proposals or they may instruct their proxy to vote as they see fit on their behalf.
- 21.2.1.3. If a member has not advised the Secretary in writing at least seven (7) days before the Annual General Meeting of their intention to vote in one the ways described in clauses 21.2.1.1. or 21.2.1.2., they will not be able to vote unless they attend in person.
- 21.2.1.4. A member may only hold a proxy vote on behalf of two (2) other members.
- 21.3. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- 21.4. Nominations for election to the Executive Committee must be made by Members of the Society in writing and must be in the hands of the Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

22. Retirement of Officers and Executive Committee

- 22.1. The Executive Committee (including the Officers) and the Independent Examiner of accounts shall retire annually, but shall be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing at least seven days before the Annual General Meeting and if more names are proposed than the number required to fill the vacancies and sufficient are not withdrawn at or before such Meeting, the election shall be by ballot. If all the before-mentioned positions shall not be filled at such Meeting or any casual vacancy shall thereafter occur the same shall be filled by the remaining Members of the Executive Committee.

23. Special General Meetings

- 23.1. 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 twelve 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.

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24. Procedure at General Meetings

24.1. 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.

25. Quorum at General Meetings

25.1. 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 the presence of the lower of fifteen (15), or twenty percent (20%) of those Members of the Society who are entitled to vote.

26. Resolution at General Meeting

26.1. 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 President or acting Chair of the Meeting shall have a second or casting vote.

27. Notice of General Meeting

27.1. A printed notice of every General Meeting, accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and particulars, if received, of nominations for the Executive Committee (including the Officers) and Independent Examiner of accounts and of any proposal to elect an Honorary Life Member shall be sent to each member at least 14 days prior to the day fixed for such Meeting.

28. Selection of Works

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

29. Selection of Cast

29.1. The cast for any production shall be selected by an Audition Sub-Committee appointed by the Committee and consisting of the Chair, Show Director, Musical Director and two non-Members of the Society, both being suitably experienced. Casting shall be from within the Society wherever possible, but the Executive Committee together with the Musical Director and the Director shall have the right to cast from outside if in their opinion it is necessary to do so.

29.2. If the Chair or any other member of the Audition Sub-Committee wishes to audition, the Chair shall appoint one or more substitutes to the Sub-Committee while the relevant audition is taking place.

29.3. Non-Members shall pay an Audition Fee of such sum as the Executive Committee may determine from time to time, to be refunded if they subsequently join the Society.

30. Revision of Cast

30.1. 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 Performing Member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part.

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31. Obligations of Performing Members

31.1. Performing Members shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

32. Control of Rehearsals

32.1. The Musical Director shall conduct and control all music rehearsals, the Show Director shall direct all production rehearsals, and the Stage Manager shall control all stage rehearsals.

33. Attendance at Rehearsals and Performances

33.1. A record of the attendance of Performing Members at rehearsals and performances shall be kept by the Secretary or by some other person or persons appointed by the Executive Committee. 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. Performing 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.

34. More Performing Members than required

34.1. 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.

35. Production Money

35.1. All monies due from Members in connection with the production and performance of any work shall be accounted for and paid to the Treasurer, as soon as possible, but, at the latest, within 21 days after the conclusion of the final performance.

36. Production Account

36.1. 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.

37. Recovery of Money due to the Society

37.1. 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.

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38. Dissolution of Society

38.1. 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. [A copy of the statement of accounts, or account or statement, for the final accounting period of the Society must be sent to the Charity Commission.]

39. Alteration to the Rules

39.1. No alteration 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.

39.2. [No amendment may be made to clauses 1, 2, 16, 38, or this clause without the prior consent of the Charity Commission.]

40. Interpretation of these Rules

40.1. 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 those which can only be dealt with by the Society in General Meetings).