



## **THE RULES OF THE SWAN THEATRE COMPANY**

### **1. NAME**

The name of the Company is The Swan Theatre Company.

### **2. OBJECTIVES**

The objectives of the Company are: -

- a. to educate the public in the dramatic arts and to further the development of public appreciation and taste in the said arts in Yeovil and district, in particular by providing and maintaining a theatre to be known as The Swan Theatre.
- b. to further such charitable causes as the Committee shall from time to time decide.

### **3. INTERPRETATION OF RULES**

The Committee shall be the sole authority for the interpretation of these Rules and of the regulations made from time to time by the Committee. The decision of the Committee upon any question of interpretation or upon any matter affecting the Company not provided for by these Rules or by the regulations shall be final and binding on the Members.

Any reference in these Rules or the regulations to the male shall include the female and vice versa.

### **4. MEMBERSHIP**

Members shall be entitled to take part in all activities undertaken by the Swan Theatre Company.

#### **4.1 Admission of Members**

Application for Membership shall be: -

- a. in writing containing the full name and address of the Candidate;
- b. sent to the Membership Secretary

Applications for membership are encouraged and welcomed from all sections of the community. Each application for Membership shall be considered by the Committee who shall elect candidates at its sole discretion.

The Committee may reject an application if there is evidence that membership by that applicant may damage the interests of the Company. In such a case the applicant shall be informed of the Committee's reasons.



#### 4.2 Entrance Fee and Subscription

a. The Committee shall determine the amount of -

1. the entrance fee,
2. the annual subscription,
3. any part-annual subscription.

b. The entrance fee shall be a single payment, subject to sub-para 4.2d.

c. The annual subscription shall be due from each Member on 1 April each year. The under 18's shall be entitled to a reduced subscription, to be agreed by the Committee.

d. Membership subscriptions become due on the 1<sup>st</sup> April of each year. Providing payment of the subscription has been received by the Membership Secretary by 30<sup>th</sup> June of each year membership will have been deemed to be continuous. If the subscription has not been paid by 30<sup>th</sup> June the member will be suspended and may only re-join the Company upon payment of a re-joining fee in addition to the annual subscription. The committee will set the level of re-joining fee, and the committee retains the right to waive the re-joining fee in exceptional circumstances.

#### 4.3 Expulsion of Members

The Committee may expel any Member whose conduct in the opinion of the Committee renders him unfit for Membership of the Company. Before any Member is expelled, the Hon Secretary shall give him seven days written notice to attend a Committee meeting and shall inform him of the complaints made against him. No Member shall be expelled unless at least two-thirds of the Committee then present vote in favour of his expulsion.

#### 4.4 Guests

Any Member shall be entitled to introduce guests to the Company's premises, subject to such regulations made from time to time by the Committee, provided that no person whose application for Membership has been declined or who has been expelled from the Company shall be introduced as a guest.

#### 4.5 Honorary Life Members

The Committee may elect Honorary Life Members of the Company who shall benefit from all privileges of Membership without being required to pay the subscription.

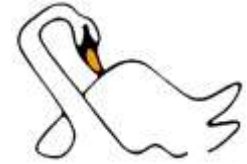
#### 4.6 Members' Addresses

Any Member of the Company shall communicate to the Membership Secretary any change of address or change of email address. All notices posted to their address, or sent to their email address, shall be considered as having been duly given on the day following the date of posting, or in the case of emails, date of sending.

#### 4.7 Patrons of the Swan Theatre Company

Any individual may become a Patron of the Company upon payment of an annual subscription to be determined by the Committee. Patrons shall not have voting rights. Patrons shall be entitled to:

- a. priority booking of Swan Theatre Company tickets;



- b. the use of the Swan Theatre's facilities for social events, at the discretion of the Committee;
- c. take part in all Swan Theatre Company activities on non-performance nights. With the exception of Front of House and Bar duties, Patrons shall not be allowed to assist during performances.
- d. any other benefits from time to time determined by the Committee.

An application to become a Patron of the Company shall be submitted in writing to the Membership Secretary, together with the annual subscription.

## **5. PRESIDENT**

The Committee shall annually invite an interested person to be the President of the Company who shall be treated as an Honorary Member without being required to pay any entrance fee or subscription. If the invited person is already a member of the Company, he shall retain voting rights, otherwise the President shall be without voting rights.

## **6. CO-ORDINATING COMMITTEE**

The management of the Company shall be entrusted to a Co-ordinating Committee ('the Committee') consisting of:

- The Chairman, Hon. Secretary and Hon. Treasurer, who shall be the Officers of the Company;
- The Facilities Manager, Artistic Manager, and Marketing Manager (the 'Team Managers');
- Three Ordinary Members.

The Committee may make regulations governing the Company's affairs and such regulations shall be posted in the Company's rooms.

### **6.1 Eligibility to stand as a Candidate for Election to the Committee**

The Chairman, Hon. Secretary and Hon. Treasurer shall be elected annually at the AGM. The Team Managers and Ordinary Members shall be elected at the AGM for a term of three years. No member can be a member of the Committee for more than six consecutive years, and they must have a break of one year before standing again. If, following an election, vacancies remain on the committee any member, including those disqualified by length of service, may be co-opted as outlined in paragraph 6.7

Any full member of the Company may stand for election as a member of the Committee in accordance with the Election Process. Under Charity Commission rules, all members of the Committee become Trustees of the charity. Persons cannot act as a Trustee if they are disqualified under the Charities Act, and therefore would be ineligible for election. This includes:

- Being disqualified as a company director
- Having an unspent conviction for an offence involving dishonesty or deception (such as fraud).
- Being an undischarged bankrupt (or subject to sequestration in Scotland), or have a current composition or arrangement including an individual voluntary arrangement (IVA) with their creditors
- Having been removed as a trustee of any charity by the commission (or the court) because of misconduct or mismanagement.

Candidate forms for election to the Committee will contain a declaration that all nominees must sign to confirm that they are eligible in accordance with the above criteria.



Elected Officers will be confirmed in role at the AGM and at that point the DBS check shall be undertaken. However, should an unsatisfactory DBS response be received, the Committee (excluding the Officer in question) will need to review the DBS results and consider interviewing the Officer to ascertain full details. Should the Committee still be unsatisfied, the Officer in question will be removed from role. The Committee will need to then decide whether another election is required or whether it is more appropriate to co-opt someone into the role for that year.

On publication of the nominations, any member who has concerns over the eligibility of a candidate may raise an objection in writing to the Returning Officer, clearly stating the reasons for the objection. The Returning Officer shall refer a nomination to the current Committee if:

- 1) A member raises an objection which may identify a breach in Charity Commission rules,
- 2) a DBS check reveals matters of concern,
- 3) other relevant information is made known to them.

The Committee (excluding the candidate in question) shall meet to consider what action should be taken. The candidate shall have the right to speak at the meeting, but they shall not be present when a vote by the Committee is taken. The decision to render a candidate ineligible will require a majority of two thirds of the complete Committee. The minutes of the meeting shall be regarded as confidential, as should any personal information that is disclosed.

## 6.2 Conduct of the Elections at the AGM

The Committee must ensure that the elections to the Committee are fair and just. No member of the Committee shall be involved in the election process.

At least three months before the AGM, the Committee shall appoint an independent Returning Officer to oversee all aspects of the election. The Committee shall produce, agree and document the procedures for the conduct of the election – the interpretation and implementation of which will be the responsibility of the Returning Officer. These procedures shall be reviewed annually. In the event of the Returning Officer being unable to complete his duties due to unforeseen circumstances the Committee shall appoint a replacement.

In accordance with paragraphs 9.4 and 9.5 all Members must be informed of the elections and all shall have equal opportunity to stand as a Candidate for election and to cast their vote.

All Candidates for election shall have equal opportunity to communicate with the membership through the formal notice of the AGM. Candidates shall not undertake any other form of written or electronic canvassing.

Only Members, who have paid their annual subscription for the Company, for the year in which the AGM is held, at least 72 hours before the commencement of the AGM, shall be entitled to vote.

## 6.3 Meetings

The Committee shall meet no fewer than six times per year, and any six members of the Committee shall form a quorum. At least 24 hours' notice of all Committee meetings shall be given to Committee members. Each member of the Committee shall have one vote. In the event of a tie, the Chairman of the meeting shall have an additional casting vote.



#### 6.4 Appointed Persons

a. Appointment

The Committee may appoint Members, called Appointed Persons, to any position to assist them in carrying out their responsibilities. No appointment thus made may last beyond the next AGM, though re-appointment is permissible. If the Committee is not satisfied with any Appointed Person, they may withdraw the appointment at any time and make a new appointment.

b. Duties

The Committee shall provide Appointed Persons with written terms of reference. Appointed Persons shall be responsible only to the Committee whom they shall keep fully informed of all aspects of their work. Such information shall be in writing if deemed necessary by the Committee.

c. Attendance in Committee

An Appointed Person shall attend a Committee meeting by agreement of the Chairman or a request by the Appointed Person, or if so, required by the Committee, reasonable notice having been given. The Appointed Person shall attend only for the duration of business relating to the appointment (unless otherwise invited) and shall not be entitled to a vote (unless a Committee member).

d. Assistants

The Committee may, in conjunction with or by delegation to the relevant Appointed Person, appoint Assistants responsible to any Appointed Person. The appointment of an Assistant shall last until the next AGM (or less if so, determined by the Committee), re-appointment being permissible.

#### 6.5 Sub-Committees

Sub-Committees may be appointed by the Committee to carry out specific duties; they shall conduct their business in accordance with the Committee's directions and shall periodically report their proceedings to the Committee. The Chairman of each sub-committee shall be a Member of the Committee: if he ceases to be a Member of the Committee, then he shall automatically cease to be Chairman of the Sub-Committee and another Member of the Committee shall be appointed in his place.

#### 6.6 Vacancies on Committee

The Committee may fill any casual vacancy among the Officers, Team Managers and Ordinary Members. Any Officer, Team manager or Ordinary Member so appointed shall have full voting rights and shall hold office until the next AGM but shall then be eligible for election.

#### 6.7 Committee's Power to Co-opt

The Committee may co-opt Members of the Company to act as Committee Members (but without any voting rights) for a specific purpose. A co-opted Member shall not hold office beyond the next AGM but shall then be eligible for election.

#### 6.8 Management Teams

The day-to-day operation of the Company shall be carried out by three teams, known as the Facilities Team, the Artistic Team, and the Marketing Team.

Each of these teams shall have a Team Manager who is a member of the Committee, elected in accordance with Rule 6 and 6.1. A Team Manager, who ceases to be a member of the Committee, shall automatically cease to be a Team Manager, and the Committee shall appoint a replacement. Such a replacement shall not hold office beyond the next AGM but shall then be eligible for election.



Each of these teams shall consist of as many members of the Company as is deemed necessary and appropriate by the Team Manager. Any member of the Company may be a member of more than one team. Each Team Manager shall appoint a member of their team who shall deputise for the Team Manager at all meetings of the Committee which the Team Manager is unable to attend.

## **7. TRUSTEES**

Under the Charities Act 2011, the “charity trustees” means the persons having the general control and management of the administration of a charity. For The Swan Theatre Company, the Trustees are therefore the nine Committee members who hold the elected posts by the Members.

The Trustees have independent control over, and legal responsibility for the charity’s management and administration and should make sure that everything the charity does helps (or is intended to help) to achieve the purposes for which it is set up, and no other purpose. The Trustees are responsible for deciding and planning how the charity will carry out its purposes and should periodically review what the charity is achieving, and how effective the charity’s activities are.

It is the responsibility of the Trustees to ensure that they are aware of Charity Commission regulations.

## **8. FINANCIAL AFFAIRS**

### **8.1 Financial Year and Independent Examination of Accounts**

The financial year of the Company shall end on the last day of February and the accounts be independently examined as soon as practicable thereafter by a professional accountant ('the Independent Examiner'), appointed at the AGM. A vacancy occurring in the office of Independent Examiner shall be filled by the Committee.

### **8.2 Application of Excess Income**

No money or property of the Company, or any gain arising from the carrying on of the Company, shall be applied otherwise than for the benefit of the Company as a whole, or for some charitable purpose or purposes chosen, either by the Committee where such application does not exceed fifty pounds in value, or by resolution of a General Meeting.

### **8.3 Trading with Committee Members**

No member of the Committee shall be interested in the supply of services, work or goods at the cost of the Company unless: -

- a. he is absent from all meetings of the Committee during the relative discussions; and
- b. he takes no part in the relative discussions; and
- c. the other Members of the Committee are satisfied that the transactions arising out of such decisions are advantageous to the charitable purposes of the Company.



#### 8.4 Borrowing Powers

The Committee shall only be empowered to borrow money by a resolution passed at a General Meeting and shall then be bound by the amount of money, rate of interest and security specified by such resolution: thereupon the Trustees shall make all such dispositions of the Company's property or any part thereof and enter into such agreements in relation thereto, as the Committee shall direct, for giving security for such loans and interest.

### **9. GENERAL MEETINGS**

#### 9.1 Annual General Meetings

The Annual General Meeting (AGM) of the Company shall be held in April or May in each year, at which the following business shall be conducted: -

- a. The presentation and (if accepted) the passing of the audited accounts for the previous financial year;
- b. the receipt of reports by the Chairman and Hon Treasurer for the preceding year;
- c. the election of the Officers and Committee;
- d. the election of the Independent Examiner; and
- e. such other business as shall have been communicated to the Hon Secretary and included in the Notice of Meeting sent to the Members. In this connection any Member desirous of moving any resolutions at the AGM shall give notice thereof in writing to the Hon Secretary not less than six weeks before the date of such meeting.

#### 9.2 Extraordinary General Meeting

The Committee may at any time for any special purpose call an Extraordinary General Meeting and shall do so forthwith upon the requisition in writing of at least 30, or more than one fifth, of the Members stating the purpose for which the Meeting is required.

#### 9.3 Special General Meetings

The Committee may call a Special General Meeting for the purposes set out in Rule 10 hereof.

#### 9.4 Convening General Meetings

At least 21 days before the AGM and Special General Meeting and at least 14 days before any Extraordinary General Meeting, notice thereof and of the business to be transacted shall be sent to every Member at his last known address in the United Kingdom and posted in the Company's Rooms. For members who have indicated that they are prepared to receive information electronically, such notice shall be sent by email to the last known email address.

#### 9.5 Proceedings, Business and Voting at General Meetings

At General Meetings, the Chairman and in his absence a member of the Committee delegated by him, shall take the chair, except that the President (if present) shall chair the AGM. The business shall be limited to that provided by these Rules and those further matters set out in the Notice convening the Meeting. At the General Meetings, each paid up member, as defined in Rule 6.1, shall have one vote.



Paid up members unable to be present at General Meetings may have a postal vote. This vote shall be entered on the supplied ballot paper and returned to The Returning Officer, to arrive no later than 72 hours before the start of the AGM.

#### **10. CHANGE OF RULES**

These Rules shall only be changed, added to or shortened by the vote of three-fourths of the Members present, or by proxy, at a Special Meeting for that purpose convened in accordance with Rule 9.4 hereof provided that no variations or deletions shall be made to Rule 2 or this Rule without the prior consent of the Charity Commissioners and provided further that no amendment shall be made which would cause the Company to cease to be a Charity in law.

#### **11. DISSOLUTION OF THE COMPANY**

The dissolution of the Company may be affected only by a Resolution passed by the three-fourths majority of the Members of the Company present in person, or by proxy, at a Special General Meeting convened for that purpose and for which notice has been served on every then Member of the Company at his last known address in the United Kingdom. If a motion to dissolve the Company is carried by the said majority the Company's surplus funds, property and assets (if any) shall not be distributable between the Membership but shall be given or transferred to such other charitable Institution or Institutions having objectives similar to some or all the objectives of the Company and if, and in so far as, effect cannot be given to this provision then to some other charitable purpose.