

THE FOLKESTONE-HYTHE OPERATIC AND DRAMATIC SOCIETY

Registered Charity No. 100131 1

RULES –June 2007 (Subject to approval by the Charity Commissioners)

1. NAME.

The name of the Society shall be The Folkestone-Hythe Operatic and Dramatic Society.

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 and in furtherance of this object but not otherwise the Society through the Executive Committee shall have 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 interest 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 provide and maintain a Theatre and Club House at Folkestone or Hythe.

(e) To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise, providing that the Society shall not undertake any permanent trading activities in raising funds.

(f) To encourage the social life of the Society.

(g) To do all such other things as shall further the objects of the Society.

(h) To establish and maintain a separate limited company to undertake such trading activities that the Society is prohibited from undertaking due to rule (2e) above. The duly elected Executive Committee shall nominate two of its members to serve as Directors of this company. These directors shall run the company in line with the Articles and Memorandum of the trading company established by the Executive Committee.

3. CONSTITUTION

The Society shall consist of the following classes of membership:

(a) **Acting Members:** All persons of not less than 18 years of age wishing to be eligible to take an active part in any dramatic or operatic production of the Society whether on stage or backstage.

(b) Patrons: All persons of not less than 18 years of age not wishing to be eligible to take an active part in any dramatic or operatic production of the Society whether on stage or backstage.

(c) Junior Members: All persons of not less than 12 or more than 18 years of age.

(d) Life Members: Such Acting Members and Patrons as shall have rendered special services to the Society.

4. ADMISSION OF MEMBERS

(a) Life Members: 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 decide.

(b) The Other Classes of Membership: Every candidate for one of the classes of membership (other than Life Membership) shall be Proposed and seconded by Members of the Society. The candidate's full name and address and the names of the Proposer and Secunder shall be communicated in writing to the Secretary who shall cause these particulars to be exhibited prominently in one of the Clubrooms in a part frequented by the Members for a period of at least two days before the candidate's election as a Member. Until the candidate is elected as a Member, he shall not be entitled to any of the privileges of the Society except at the discretion of the Executive Committee. Election shall be by the Executive Committee at its sole discretion and a candidate for election who receives the votes of the majority of the Executive Committee shall be declared elected.

5. EXPULSION OF MEMBERS

(a) Any Member of the Society who in the opinion of the Executive Committee confirmed by a Special General Meeting of the Society shall be guilty by his/her actions of misusing the privileges of the Society or of otherwise bringing the Society into contempt or disrepute may be suspended or expelled from the Society provided that the individual Member concerned shall have the right to be heard before a final decision is made.

(b) The Executive Committee may by a unanimous vote remove from the List of Members the name of any Acting Member who has persistently neglected the work undertaken by the Society and the name of any Member whose conduct they consider likely to endanger the welfare of the Society.

6. SUBSCRIPTIONS.

Every Member (other than a Life Member) shall pay to the Treasurer an annual subscription the amount of which shall be determined from time to time at an Annual General Meeting the first

subscription to be paid at the time of his/her admission as an Acting Member or as a Patron or as a Junior Member.

7. FINANCIAL YEAR

The financial year of the Society shall commence on 1st January and at the end of the financial year, 31st December, Annual Accounts shall be prepared in accordance with the Charity Commission's Statement of Recommended Practice.

8. ADJUSTMENT OF SUBSCRIPTIONS.

The Executive Committee shall have power to remit such portion of the subscriptions as they think right in the case of Members admitted after 1st January.

9. RESIGNATIONS

Members wishing to resign must give written notice to the Secretary before 1st July and in default of so doing will be liable for the subscription for the current year commencing on that date.

10. NON-PAYMENT OF SUBSCRIPTIONS

Subscriptions become due on 1st July. Any members whose subscriptions remain unpaid after 31st August in any year will cease to be members and all privileges of membership shall be withdrawn. Anyone taking part in any production shall have paid his/her subscription by the time of the first rehearsal of the production.

11. EFFECT OF CEASING TO BE A MEMBER

Any person shall upon ceasing to be a member of the Society forfeit all rights and claims upon the Society and its property and funds.

12. MANAGEMENT.

The Management of the Society shall be entrusted to an Executive Committee consisting of the Chairman, Vice-Chairman, Hon Secretary, Treasurer and two other members of the Society. All members of the Executive Committee shall be elected annually at the Annual General Meeting. At all meetings of the Executive Committee four shall form a quorum one of whom should be the Chairman, Vice-Chairman or Secretary. The Theatre Manager may be invited to attend the executive committee meetings but will not be able to vote.

13. CASUAL VACANCIES

The Executive Committee shall have power at any time and from time to time to fill any casual vacancy among the Members of the Executive Committee. Any Member of the Executive

Committee so appointed shall hold office only until the next following Annual General Meeting but shall then be eligible for re-election.

14. TRUSTEES

The property of the Society shall be vested in the Office of the Official Custodian to be dealt with by them as the Executive Committee may from time to time direct by resolution (of which an entry in the Minute Book shall be conclusive evidence). The Official Custodian shall be indemnified against risk and expense out of the Society's property. The Official custodian will remain as custodian of the property until a new resolution via the membership alters this arrangement in line with rule 24.

15. SUB-COMMITTEES

(a) The production of dramatic and operatic works for the Society shall be the responsibility of a Performance and Planning sub-committee of the Executive Committee. It shall consist of the Chairman and the Secretary of the Society, and six other members appointed by the Executive Committee. The nominated members of the sub-committee will serve for a period of two years each, three of them retiring annually, except during the initial year of the sub-committee (from July 2007) when three of those appointed shall serve for one year until June 2008. The sub-committee will elect one of their number as vice-chairman who, in the event of the Chairman or Hon Secretary being unable to attend a meeting, will take the chair and, if required, act as substitute for the Chairman at meetings of the Executive Committee. The sub-committee shall act as Associate Producers of all FHODS productions, be responsible for planning a two-year, rolling, production programme, as well as generally overseeing production budgets and all support services as set out in a briefing document provided by the Executive Committee. The sub-committee shall have the power to co-opt other members for specific purposes and periods as may be required. Decisions, duly recorded, of the Performance and Planning Subcommittee shall be made only by a quorum of the membership which will be a minimum of four.

(b) The day to day management of the club rooms, staging productions, maintenance of buildings and grounds, promotion of productions, bar and other technical activities works for the Society shall be the responsibility of a Theatre Management sub-committee of the Executive Committee. It shall consist of the Treasurer and the Vice Chairman of the Society, and four other members appointed by the Executive Committee and the Theatre Manager. The subcommittee shall be responsible for all stage and technical aspects of all FHODS productions, be responsible for facilitating the production programme, as well as generally overseeing production budgets and all support services as set out in a briefing

document provided by the Executive Committee. The sub-committee shall have the power to co-opt other members for specific purposes and periods as may be required. Decisions, duly recorded, of the Theatre Management Subcommittee shall be made only by a quorum of the membership which will be a minimum of four.

(c) The Executive Committee may from time to time appoint from among their number Members to Chair such other Sub-committees of invited Members of the Society as they may deem necessary or expedient and may depute or refer to them such matters of a non executive nature as the Executive Committee may determine.

(d) ALL Sub-committees shall periodically report their proceedings to the Executive Committee and shall conduct their business in accordance with the directions of the Executive Committee.

16. REGULATIONS

The Executive Committee may from time to time make, repeal and amend all such Regulations (not inconsistent with these Rules) as they shall think expedient for the Management and the wellbeing of the Society. All Regulations made by the Executive Committee under this Rule shall be binding upon the Members until repealed by the Executive Committee or set aside by a Resolution of a General Meeting of the Society.

17. BORROWING POWERS

If at any time the Society in General Meeting shall pass a Resolution authorising the Executive Committee to borrow money the Executive Committee shall thereupon be empowered to borrow for the purposes of the Society such amount of money either at one time or from time to time and at such rate of interest and in such form and manner and upon such security as shall be specified in such Resolution and thereupon the Official Custodian shall at the direction of the Executive Committee make all such dispositions of the Society's property or any part thereof and enter into such agreement in relation thereto as the Executive Committee may deem proper for giving security for such loans and interest. All Members of the Society whether voting on such Resolution or not and all persons becoming Members of the Society after the passing of such Resolution shall be deemed to have assented to the same as if they had voted in favour of such Resolution. Further any new members of the Executive Committee will be deemed to have assented to the same as if they had voted in favour of such borrowing throughout the life of the borrowing

18. FINANCE

(a) The funds of the Society shall be applied solely to the stated objects of the Society

(b) No Member of the Society shall except for professional services rendered at the request of the Executive Committee on any pretence or in any manner receive any profit salary or emoluments from the funds or transactions of the Society except for reasonable and proper out- of-pocket expenses incurred in the Society's work.

19. ANNUAL GENERAL MEETING

The AGM of the Society shall be held as near to the end of the month of June as is practicable each year, upon a date and time to be fixed by the Executive Committee for the following purposes

(a) To receive from the Executive Committee a report for the past year, including the independently examined accounts.

(b) To elect a President and a Vice-President, who shall each hold office for one year until the next Annual General Meeting. The Vice-President shall not be eligible for re-election after five years uninterrupted service.

(c) To elect the Members of the Executive Committee, to appoint an accountant to carry out an independent examination of the accounts for the ensuing year and to elect Life Members, if any.

(d) To decide on any Resolution which may be duly submitted to the Meeting as hereinafter provided.

(e) To transact all general business.

20. NOTICE OF BUSINESS

Any Member desirous of moving any Resolution at the Annual General Meeting shall give Notice thereof in writing to the Secretary not less than 21 days before date of such meeting.

21. SPECIAL GENERAL MEETING

A Special General Meeting may be called at any time at the discretion of the Executive Committee and shall be convened within 21 days after the receipt by the Secretary of a requisition in writing to that effect signed by one fifth of the Members (other than Junior Members) of the Society for the time being or 30 Members (other than Junior Members) whichever is the fewer. 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.

22. CONVENING GENERAL MEETING

Fourteen days at least before the Annual General Meeting or any Special General Meetings notice of such meeting and of the business to be transacted thereat shall be posted in a convenient place in the Clubrooms and a copy thereof shall be sent to every Member at his

address as recorded in the Society's Books and no business other than that of which notice has been so given shall be brought forward at such Meeting. In the case of the Annual General Meeting the notice of such Meeting shall be accompanied by a copy of the independently examined accounts.

23. RETIREMENT NOMINATION AND ELECTION

The Vice-President and the Members of the Executive Committee and the Accountant to carry out an independent examination of the accounts shall retire annually but all shall be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing 7 days at least before the Annual General Meeting. The nominations shall be signed by a Proposer and a Seconder who shall be Members of the Society and countersigned by the Nominee. Candidates must be Members of the

Society and must not be less than 15 years of age nor in the case of the Chairman of the Youth Section more than 25 years of age. If more than one Member is proposed for each position or in the case of the two additional Acting Members more names are proposed than the number required filling those positions and sufficient names are not withdrawn at or before the Annual General 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.

24. PROCEEDINGS AT GENERAL MEETINGS

At all General Meetings of the Society the Vice-President or in his/her absence a Member elected by the Executive Committee shall take the Chair. Every Member of the Society who is present with the exception of Junior Members shall be entitled to one vote upon every motion and in the case of an equality of votes the Chairman of the Meeting shall have a second or casting vote. No business other than a 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 33 Members present and entitled to vote or one tenth of the Acting Members, whichever is the greater. 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.

25. MEMBERS' ADDRESSES

Every Member of the Society shall from time to time communicate to the Secretary his/her address, telephone number and e-mail and all notices posted to such address or sent to an e-mail address shall be considered as having been duly given two days following the date of posting or transmission.

26. INTERPRETATION OF RULES.

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

27. ALTERATION OF THE RULES.

These Rules may be added to, repeated or amended by resolutions at any Annual or Special General Meeting provided that no such Resolution shall be deemed to have been passed unless it is carried by a majority of at least two thirds of the Members voting thereon, provided that no alteration shall be made to Rule 2 (Objects). Rule 31 (Dissolution) or this Rule, until the approval in writing of the Charity Commissioners or other authority having jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Society to cease to be a Charity in Law.

28. DISSOLUTION OF THE SOCIETY.

If at any General Meeting a Resolution for the dissolution of the Society shall be passed by a majority of the Members present and at a Special General Meeting held not less than 6 weeks thereafter (of which' not less than 4 weeks written notice shall have been given to each Member) and at which not less than one half of the Members shall be present that Resolution shall be confirmed by a Resolution passed by a majority of two thirds of the Members voting thereon, the Executive Committee shall thereupon or at such future date as shall be specified in such Resolution proceed to realise the property of the Society and after the discharge of all liabilities shall donate the same to such Charity or Charities as decided by the Executive Committee and upon the completion of such donation the Society shall be dissolved and if and insofar as effect cannot be given to this provision then to some other charitable purpose.

Rule 14 amended in June 2010

Rule 3 Constitution Sub-section C amended in June 2012