

Imperial Productions Constitution

September 2, 2007

1 General

1.1 Name and Address

The society shall be called “Imperial Productions” (hereafter referred to as “the Society”). Its address for most formal purposes shall be that of its elected Secretary; but where it is expedient so to do, the Society may allow other Committee members to use their home addresses for the purpose of formal correspondence on behalf of the Society.

1.2 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.

1.3 Powers

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

- (a) To promote musicals, operas, operettas, plays 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, musical 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 and pay such service providers as are necessary for the proper pursuit of the objects of the Society.
- (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 Committee shall from time to time determine.
- (k) To appoint and constitute such advisory committees as the Committee may think fit.
- (l) To do all such other lawful things as are necessary for the achievement of the objects of the Society.

1.4 Alterations to the Constitution

No alteration of this Constitution 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 members present and eligible to vote at a General Meeting.

1.5 Dissolution of the Society

If the Committee should decide that it is necessary or advisable to dissolve the Society it shall call a Special General Meeting of the Society for the sole purposes of voting on that dissolution. If the proposal is confirmed by a two-thirds majority of those present and voting the 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 object similar to the Society as the Committee shall decide or, failing that, shall be applied for some other charitable purpose.

1.6 Arrangements until next Annual General Meeting

Until the next Annual General Meeting takes place this document shall take effect as if references in it to the Committee were references to the persons whose signatures appear at the bottom of this document.

2 Membership

2.1 Categories of Membership

The Society shall consist of Full Members (FM), Co-opted Members (CM), Junior Members (JM) and honorary Life Members (LM).

2.2 Full and Junior Members

Membership for Full Members (FMs) 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 who have completed the necessary requirements for membership as outlined in this document. Membership for Junior Members (JMs) shall be open to all those under the age of 18 who meet these same requirements.

2.3 Co-opted Members

Co-opted Members (CMs) shall be appointed by the Committee for specific purposes or projects including, but not limited to, technical assistance, front of house assistance and instrumental performers for productions. Co-opted

Membership shall only last for a set duration, to be determined by the Committee on a case-by-case basis; Co-opted Members may be covered by the Society's insurance policy but shall not having any voting rights.

2.4 Life Members

Life Members (LMs) may only be selected by the Committee and Life Membership is subject to approval at a General Meeting.

2.5 Membership Year

FMs and JMs shall remain Members until the close of business at the next Annual General Meeting after membership is conferred; the duration from the close of one AGM to the next is referred to as the Membership Year. Co-opted Members shall cease to be Members of the Society once the project or purpose for which they were co-opted by the Committee is deemed to be finished. Life Membership shall never expire unless terminated under the conditions outlined below.

2.6 Membership Fees

- (a) The Society shall charge an annual Membership Fee to all FMs and JMs of fifteen pounds (£15) British Sterling.
- (b) Any Membership Fees paid in any one Membership Year shall count towards a Member's first £15 of total Show Fees for that year (see Section 6.8)

2.7 Special Dispensation

The Committee shall have the power to waive, at their discretion, all or part of the Membership Fee for any Member for that Membership Year; this Member shall still count as a full Member of the Society.

2.8 Application for Membership

Before Membership may be conferred an Applicant must have read and understood this Constitution and signed a declaration to that effect as outlined in Appendix A; in addition, applicants for Full or Junior Membership must:

- (a) have paid the annual Membership Fee as outlined above; and

- (b) have had their application considered and approved by the Committee, except where the applicant has been cast in and paid the Show Fee for a production produced by the Society or formed part of the Production Team or backstage crew on such production.

Once these conditions have been met an Applicant shall have his or her name entered onto the Register of Members and receive written confirmation from the Membership Secretary.

2.9 Expulsion of Members

The Committee may by unanimous vote remove from the list of members the name of any Member, Junior Member or Life 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 Committee accompanied by another member of their choosing before a final decision is made.

2.10 Register of Current Members

A Register shall be maintained at all times by the Membership Secretary and this shall be circulated to the Committee on a regular basis (normally once a month). This Register shall contain names and contact details of all current Members, along with their membership category, details of Show and Membership Fees paid and owing; in addition it shall record which Members are currently covered by the Society's insurance policy (see Section 7.1 below).

3 Society Committee

3.1 Purpose of the Committee

The society shall be managed by a Committee minimally consisting of a Chairman, Treasurer and Secretary; additional Committee positions may be created to fulfil specific functionality (such as publicity or webmaster) at the discretion of the existing Committee members. The Committee shall be expected at all times to uphold the aims of the Society and to act in its best interests.

3.2 Election of Committee

All Committee Members must be duly elected at an Annual General Meeting.

3.3 Membership of Committee Members

All current Committee Members must also be Full or Life Members of the Society.

3.4 Personal Interest of Committee Members

No member of the Committee shall acquire any interest in property belonging to the Society or receive remuneration or be otherwise interested (except than as a member of the Committee) in any contract entered into by the Committee on behalf of the Society except where that Committee member is a solicitor, accountant or other person engaged in a profession for which he or she would expect to charge all the usual profession fees for business done by him or her or his or her firm in a professional capacity on behalf of the Society where instructed by the other members of the Committee: provided that at no time shall a majority of the members of the Committee benefit under this exception and that a member of the Committee shall withdraw from any meeting at which his or her own remuneration, or that of his or her firm, is under discussion.

3.5 Committee Powers

The Committee shall have the power to decide any questions arising out of this Constitution and all other matters concerning the Society, except where such matters can only be dealt with by the Society at a General Meeting. The proceedings of the 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 Committee Member.

3.6 Emergency Powers

Circumstances may arise which, due to events beyond the Society's control, require action which is either outside of or contrary to the provisions of this Constitution. In such circumstances, the Committee may approve by simple majority emergency actions which work outside the letter of this Constitution, provided the scope of the action is fully defined in advance. Such action must still adhere to the spirit of this Constitution, and further may not directly or indirectly alter its terms and conditions. Where a formal Committee Meeting is not expedient or practical such action may be approved by other forms of communication, but should be reported to the next such Meeting.

3.7 Meetings of the Committee

The Committee shall undertake to hold meetings on a monthly basis under the following conditions:

- (a) The Chairman shall act as Chair at meetings of the Committee. If the Chairman is absent from any meeting, the members present shall choose one of their number to act as Chair before any other business is transacted.
- (b) There shall be a quorum when at least one third of the number of members of the Committee or three members of the Committee, whichever is greater, are present at the meeting.
- (c) Every matter shall be determined by a simple majority of votes of the members of the Committee present and voting on the question, but in the case of a tie the Chair of the meeting shall have a second or casting vote.
- (d) Members of the Committee present shall keep a record of all business transacted at any Committee meeting; and minutes circulated amongst all members of the Committee within 21 days of such meeting by the Secretary.
- (e) A special meeting may be called at any time by the Chairman or by any two members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed.
- (f) The 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.

3.8 Expulsion of Committee Members

The Committee shall have the right to remove a Committee member from office where he or she:

- (a) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (b) is absent without the permission of the Committee from all their meetings held within a period of six months;

- (c) notifies the Committee of a wish to resign (but only if at least three members of the Committee shall remain in office when the notice of resignation is taken into effect).

4 Finance

4.1 Accounts

The Treasurer shall have responsibility for managing the Society's finances in accordance with the following rules:

- (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 show fees, donations, box office receipts and bequests, shall be held in accounts operated by the Committee in the name of the Society at such bank as the Committee shall from time to time decide.
- (c) No member of the Society shall receive payment either directly or indirectly for services to the Society other than for 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 all accounts shall be sanctioned by the Committee.
- (e) The Treasurer shall keep full profit and loss accounts throughout the year and shall present the accounts for the preceding year at each Annual General Meeting.

4.2 Accounting Year

The financial year of the Society shall commence on the 1st January and an annual profit-and-loss account and balance sheet shall be prepared before the next Annual General Meeting.

4.3 Recovery of Money owed to the Society

All monies due and owing to the Society shall be recoverable at law in the name of the Secretary.

4.4 Liability for Society Debts

Responsibility for debts owed by the Society shall be divided equally between all current Full Members and Committee Members, but not Junior Members or Co-opted Members, and not Life Members except where they are concurrently full Members.

5 General Meetings

5.1 Calling of Annual General Meetings

The Society shall undertake to call an Annual General Meeting (AGM) in the month of January each year or as soon as practicable thereafter in accordance with the following procedures:

- (a) Every AGM shall be called by the Committee. The Secretary shall give at least 21 days' notice of the Meeting to all members of the Society and all members shall be entitled to attend the Meeting.
- (b) A Chair for the Meeting shall be appointed by the Committee.
- (c) Nominations for election to the Committee may only be made by current members of the Society and must be made in writing to the Secretary at least 14 days before the AGM. In the event that no nominations are received for a given post, nominations will be accepted from the floor at the appropriate point during the AGM.
- (d) Points of business to be discussed at an AGM may be submitted to the Secretary not less than 14 days prior to such Meeting.
- (e) All Committee members shall retire their positions during each AGM but shall be eligible for re-election.

5.2 Order of Business at Annual General Meetings

The following business must be concluded at each AGM:

- (a) The reports of the Committee including accounts for the preceding year, duly audited, shall be presented.
- (b) The current Committee shall formally resign their positions.

- (c) The Committee for the following year shall be elected. If more names are proposed than are required to fulfil the duties of a Committee position, and sufficient are not withdrawn before or at the Meeting, the election shall be by secret ballot. If any of the afore-mentioned positions are not filled at such Meeting, or any casual vacancy shall thereafter arise as outlined in Section 3.1, the same shall be filled by Members nominated by the Committee in an Acting capacity until the next such Meeting.
- (d) Any other business raised by the membership for discussion at the Meeting in accordance with the rules above.

5.3 Special General Meetings

A Special General Meeting (SGM) may be called at any time at the discretion of the Committee and shall be called within 28 days after the receipt by the Secretary of a requisition in writing to that effect signed by at least 5 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.

5.4 Notice of General Meetings

The Secretary shall notify all members in writing of every General Meeting not less than 14 days prior to such Meeting, accompanied in the case of an AGM by the Statement of Accounts for the past year and particulars of nominations for the Committee and of any proposal to elect an honorary Life Member.

5.5 Procedure at General Meetings

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

5.6 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 5 persons present and entitled to vote.

5.7 Resolution at General Meetings

Unless otherwise provided by this Constitution all resolutions brought forward at a General Meeting shall be decided by a simple 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.

6 Theatrical Productions

6.1 Selection of Works

The Committee shall be responsible for selecting works to be produced by the Society and shall determine the dates of productions.

6.2 Production Teams

The production team for each work must be approved by the Committee and shall minimally consist of the Director, Producer and Stage Manager; a Musical Director, Choreographer or other additional members may also be appointed where required.

6.3 Casting of Productions

The Production Team shall be responsible for selecting an Audition Panel. Each member of the Panel shall have one vote for each role, with allocation being decided by simple majority; in the event of a tie the Director shall have the casting vote. No member of the Audition Panel may audition for, or subsequently be cast in, a production without the prior permission of the Committee. The Production Team shall have the power to revise casting, in consultation with the Committee, if any cast member should prove unsuitable for the part which they have been assigned.

6.4 Limitation of Casting

The Audition Panel shall have the right to limit consideration for certain roles in accordance with Section 5(2)(a) and (b) of the Race Relations Act 1976 or any statutory re-enactment or modification of that Act.

6.5 Rehearsal Materials

The Society shall undertake, where it is deemed economically feasible, to provide all necessary rehearsal materials as shall be required by the Production Team and members of the cast.

6.6 Control of Rehearsals

The Director shall be responsible for all staging rehearsals. Where appointed, the Musical Director shall be responsible for all musical rehearsals and the Choreographer for all dance rehearsals. Where necessary a suitable substitute may be nominated on a rehearsal-by-rehearsal basis. All cast members shall, to the best of their ability, play the parts they have been assigned; and must undertake to obey the directions given them by the person responsible for each rehearsal.

6.7 Attendance

A record of attendance at rehearsals and performances shall be kept by the Production Team. All cast members shall be expected to obey the following rules:

- (a) Cast members may ask not be called for rehearsal on a given day, provided they do so in writing to the Production Team at least twenty-four hours before rehearsals for that period are due to be called. This will constitute one absence.
- (b) The number of absences given by a cast member must not exceed the number of full weeks consisting the rehearsal period.
- (c) No absences may be requested during the fourteen days immediately prior to the first performance.
- (d) Failure of a cast member to be present at a rehearsal for which they are called shall constitute one absence.
- (e) Late arrival of a cast member at a rehearsal for which they are called shall constitute one half an absence.
- (f) Accrual of three or more absences without prior warning by a cast member may result in them being immediately expelled from the cast.

The Production Team may, in consultation with the Committee, alter these rules prior to auditions; and all cast members must be informed of any such changes prior to the commencement of rehearsals.

6.8 Show Fees

The Society may require performers to pay a Show Fee for each production in which they appear. This Fee shall be set by the Production Team, in consultation with the Committee, for each such production; and the Production Team shall have the power to reduce or waive the Show Fee in special circumstances. The Fee shall be paid by the member not less than 14 days before the first performance of such production.

6.9 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 of the conclusion of the final performance.

6.10 Production Accounts

Within two calendar months after the final performance of any work produced by the Society the Committee shall prepare, or cause to be prepared, a full statement of the receipts and expenses of the production and the same shall be open for the inspection of Members at such a time and place as the Committee shall decide.

7 Health, Safety and Insurance

7.1 Insurance Policy

The Committee shall ensure that the Society is suitably insured at all times against accident, loss and any other liabilities which the Committee shall deem necessary to ensure the smooth running of the Society. At any one time, a subset of all current Members may be considered insured under the Society's policy; a record of which Members are and are not currently insured shall be made in the Register of Members.

7.2 Acceptable Behaviour

All Members attending a rehearsal or other official Society gathering shall be expected to behave in a safe and considerate manner at all times; and no Member should remain at a rehearsal or meeting place without supervision.

7.3 Safety Procedures

All Members shall be expected to familiarise themselves with the appropriate safety and emergency procedures for any rehearsal space, theatre or other venue used by the Society.

7.4 Duty of Care

The duty of care shall fall to the person designated in charge at rehearsals (see Section 2); and at all other official Society gatherings to a Member nominated by the Committee in advance of the gathering. This person shall have the right to remove from a Society gathering any Member who is deemed not to be behaving in an acceptable fashion.

7.5 Accidents

An Accident Book shall be maintained by the Committee. All accidents must be recorded immediately by the person with duty of care; and later reported to the Committee for entry into the Accident Book.

8 Declaration of Adoption

This Constitution was adopted on the date mentioned above by the persons whose signatures appear here:

A Declaration of Membership

I, the undersigned, have read and fully understood the Constitution of Imperial Productions (“the Society”). I agree to all the terms and conditions contained therein, and undertake to abide by the Rules of the Society until such time as my Membership expires or is terminated.

Signed:

Date:

Address:

Email:

Please inform Imperial Productions of any changes to these contact details so that we can keep our records up to date.