

The following notes of explanation will be removed once the revised constitution has been approved at the Annual General Meeting.

1- A full list of those attending the Annual General Meeting will be appended to this document.

2- The details highlighted in yellow are as a result of amendments made to the May 2007 version of the 1983 constitution. Changes to the constitution were agreed in 2012, but the Charity Commission is not aware of them. The Committee has recently updated the constitution to reflect current practice. The Charity Commission will receive a version indicating the two dates of amendments highlighted for their records, but the constitution for members on the TOADS website will appear without the yellow highlighted detail.

## **TOADS Theatre Company Constitution and Rules**

As determined by Resolution at the Annual General Meeting dated 30<sup>th</sup> October 2023 with the following Members of the Society attending:

*(List of all fully paid-up Members attending the AGM approving this new version of the Constitution)*

**Title:** (amended by Resolution 22<sup>nd</sup> October 2012)

1. The Society shall be called "**Toads Theatre Company**".

### **Objects:**

2. The object of the Society is to educate the public in the art of drama and to further the development and public appreciation and taste in the said art and to assist and further such charitable institutions and charitable purposes as the Committee of the Society shall from time to time determine. In furtherance of this object, but not otherwise, the Society through its Committee, shall have the following powers:

(a) To promote plays, dramas, comedies and other dramatic works of educative value.

(b) To purchase, acquire and obtain interests in the copyright of, or the rights to perform or show, any such dramatic works.

(c) To provide and maintain a Theatre and Society premises and plant, machinery, furniture, fixings, 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 subscriptions, donations and otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds.

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

**Membership:** (amended by Resolution 22<sup>nd</sup> October 2012 and 30<sup>th</sup> October 2023)

3.1 The Society shall consist of members and may also include such Life Members as shall have rendered special services to the Society.

3.2 Membership shall be open to all. All members shall pay an annual subscription fee. New members shall pay an additional joining fee.

3.3 Applications for membership shall be made in writing, and signed by the applicant, and approved by the Committee.

3.4 Full members will be expected to carry out volunteer duties in support of the Society, as determined by the Committee.

3.5 Life members may, on the nomination and recommendation of the Committee only, be elected on such terms as the Members of the Society at the Annual General Meeting may decide.

**Organisation: (amended by Resolution 30<sup>th</sup> October 2023)**

4.1.1 The Society shall elect a Chair, Secretary, Treasurer and a Committee of not less than three and not more than six from the membership.

4.1.2 No officer or member of the Committee shall be remunerated for carrying out the duties of his office.

4.1.3 The Committee, when elected, shall have full control of the activities of the Society and, as such, will have full power to make decisions on behalf of the Members in the following matters:

- (i) Choice of production
- (ii) Opening and conduct of banking accounts within the protection of the Financial Services Compensation Scheme (FSCS) or any other such scheme to protect the Society's resources.
- (iii) Conditions of Membership
- (iv) Rates of subscription and collection thereof
- (v) Appointment of Sub-Committees
- (vi) Maintenance and repair of the Society's asset, namely The Little Theatre and its grounds on St Mark's Road, Torquay.

**(Para 4 subsequently renumbered from both 1983 and 2012 and amended by Resolution 30<sup>th</sup> October 2023)**

4.2.1 The Chair of the Society, the Secretary and the Treasurer shall be ex-officio Members of the Committee and of all sub-committees.

4.2.2 The Committee shall continue to hold office until the conclusion of the Annual General Meeting at which its successors are elected.

4.3 The Committee, when elected, shall be the legal representative of the Society and it shall be responsible for the payment of the general expenses of the Society.

4.4 The first meeting of the Committee shall be called by the Secretary and shall be held within one month after the Annual General Meeting. All subsequent meetings of the Committee shall be called by the Secretary in accordance with any Resolution passed to that effect passed by the Committee and, failing such Resolution, at the discretion of the Chair and the Secretary. Five shall form a quorum.

4.5 The Committee shall have the power to delegate to sub-committees all or any of its powers, providing that the acts and proceedings of any such sub-committees shall be reported and referred to the Committee.

4.6 The Committee shall select the works to be, from time to time, produced by the Society.

4.7 The Director of any production, shall be selected by the Committee or by a Selection sub-committee appointed by the Committee and consisting of three or four of its members.

4.8 The Committee shall have the power to revise the Cast if any member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part. This power may be delegated to the Director of any production.

4.9.1 Any member of the Society who, in the unanimous opinion of the Committee, shall be guilty by their actions of misusing the privileges of the Society, or otherwise bringing the Society into contempt or disrepute, may be suspended or expelled from the Society.

4.9.2 The Committee may, by a three-quarter majority vote, remove from the list of Members the name of any 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, PROVIDED ALWAYS that before the Committee decides to suspend, expel or remove any Member, that Member shall be heard by the Committee.

4.10 The Committee may, from time to time, make, repeal or amend all such Regulations (not consistent with the Rules) as they shall think expedient for the management and well-being of the Society.

4.11 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; and the decision of the 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.

**Subscription:** (amended by Resolution 22<sup>nd</sup> October 2012 and 30<sup>th</sup> October 2023)

5.1 Joining fees, first subscriptions and subsequent annual subscriptions shall be paid to the Treasurer in trust for the Society. Annual subscriptions shall become due on the 1<sup>st</sup> July in each year and shall be paid to the Treasurer not later than 31<sup>st</sup> August that year.

5.2 New members and any member re-joining after August 31<sup>st</sup> will be subject to an additional joining fee to cover administration.

5.3 The Committee shall have the power by ordinary Resolution to suspend any Member, whose subscription remains unpaid after 31<sup>st</sup> August in any year, from exercising all or any of the privileges until their subscription is paid. Such Members will be treated as new Members and allowed to re-join the Society only on payment of the full subscription and additional joining fee.

**Finance:** (amended by Resolution 30<sup>th</sup> October 2023)

6.1.1 The funds of the Society shall be applied solely to the stated objects of the Society.

6.1.2 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 unless such services are performed in the usual course of the Member's trade or business.

6.2 The financial year of the Society shall commence on the 1<sup>st</sup> July and the Annual Income and Expenditure accounts and Balance Sheet shall be prepared prior to 1<sup>st</sup> September each year, ready for the Inspection by an Independent Examiner.

6.3 All monies due and owing to the Society, including entrance fees and subscription of Members, shall be recoverable at law in the name of the Treasurer.

6.4 The Committee and all members are bound by the Society's Finance Policy reviewed annually at the AGM.

**Meetings:** (amended by Resolution 22<sup>nd</sup> October 2012 and amended by Resolution 30<sup>th</sup> October 2023)

7.1 The Annual General Meeting (AGM) shall be held in the month of October when

- a) the report of the Committee shall be presented, and The Trustees Annual Report for the Charity Commission approved
- b) the accounts for the past year to June 30<sup>th</sup> of that year, duly examined and, if necessary, audited are presented and prepared for submission to the Charity Commission
- c) the Officers and other Members of the Committee, Life Members, if any, and Independent Examiner for the ensuing year, elected.
- d) any other general business transacted.
- e) the Finance Policy reviewed, including subscription level for the following year.

The quorum for an AGM will be 20% of the membership at that time.

(Para 7 subsequently Renumbered from both 1983 and 2012 and amended by Resolution 30<sup>th</sup> October 2023)

- 7.2 An Extraordinary General Meeting (EGM) of the Society may be called at any time, at the discretion of the Committee, and shall be called within 21 days after the receipt by the Secretary of a requisition in writing to the effect, signed by at least 12 Members. Every such requisition shall specify the business for which the EGM is to be convened and no other business shall be transacted at such meeting.  
The quorum for an EGM will be 10% of the membership at that time.
- 7.3 A printed Notice and Agenda of every General Meeting shall be accompanied in the case of the AGM, by the Statement of Accounts for the past year and, in the case of an EGM called upon the requisition of the Members, by a statement of the business to be transacted, shall be sent to each Member at least 21 days prior to the day fixed for such Meeting.
- 7.4 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 50% present and entitled to vote.
- 7.5 Unless otherwise provided by these Rules, all Resolutions brought forward at a General Meeting, AGM or EGM shall be decided by a bare majority of the votes properly recorded at the Meeting and, in the case of an equality of votes, the Chair shall have a second or casting vote.
- 7.6 The officers of the Committee shall be elected for three years with the Chair, Treasurer and Secretary resigning on different years. The Committee members shall retire annually but shall all be eligible for re-election. The names of candidates for these positions shall be sent to the Secretary in writing seven days at least before the AGM and, if more names are proposed than the number required to fill the vacancies and sufficient names are not withdrawn at or before such meeting, the election shall be by ballot. In the case of two or more candidates receiving an equal number of votes, the Chair of the Meeting shall have a second or casting vote. 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 appointment at the discretion of the Committee.

**Productions:** (amended by Resolution 22<sup>nd</sup> October 2012 and amended by Resolution 30<sup>th</sup> October 2023)

- 8.1 Members shall, to the best of their ability, play the parts assigned to them and obey the directions given at rehearsals and performances.
- 8.2 All Directors must comply with the terms of the Society's Manual for Directors.
- 8.3 All those involved with a Society production must be fully paid-up members of the Society prior to commencement of rehearsals.
- 8.4 A record of attendances of Members at rehearsals and performances shall be kept by the Director and the Committee shall have the power to prohibit any Member whose attendance at rehearsal shall have been irregular from taking part in the performance of the work in preparation.
- 8.5 Members absenting themselves from three consecutive rehearsals, without prior agreement of the Director, may, at the discretion of the Committee, be deemed to have resigned their parts in the work then in rehearsal.
- 8.6 All monies from/to Members, in connection with the production and performance of any work, shall be accounted for and paid to/by the Treasurer within 21 days after the conclusion of the final performance.

**Trustees:** *(These are our “Custodian Trustee”- now referred to as a singular - in whom we vest the building and land and with the concomitant responsibilities. [Public Trustee Act 1906 refers].*

*(Renumbered and amended by Resolution 30<sup>th</sup> October 2023)*

9 There shall not be less than three, nor more than four, Trustees of the Society. The first Trustees shall be appointed by the Committee and the property of the Society (other than cash, which shall be under the control of the Treasurer) shall be vested in them to be dealt with by them as the Committee shall, from time to time, direct by Resolution (of which an entry in the Minutes shall be conclusive evidence). The Trustees and Members of the Committee shall be indemnified against any liability or expense, which they have incurred while properly carrying out their duties for the Society, out of the Society property.

The Trustees shall hold office until death or resignation or until removed from office by Resolution of the Committee who may, for any reason which may seem sufficient to a majority of them present and voting at any Meeting remove any Trustee or Trustees from the office of Trustee.

Where, by reason of any such death or resignation or until removal, it shall appear necessary to the Committee that a new Trustee or Trustees shall be appointed, or if the Committee shall deem it expedient to appoint an additional Trustee or Trustees the Committee shall by Resolution nominate the person or persons to be appointed the new Trustee or Trustees. For the purpose of giving effect to such nomination, the Chair is hereby nominated as the person to appoint a new Trustee of the Society within the meaning of Section 36 of the Trustees Act 1925, and s/he shall, by deed, duly appoint the person or persons so nominated by the Committee as the new Trustee or Trustees of the Society and the provisions of the Trustee Act 1925 (*since updated in 2000*) shall apply to any such appointment. Any statement of fact in any Deed of Appointment shall, in favour of a person dealing bona fide and for value with the Society or the Committee, be conclusive evidence of the fact so stated.

Trustees as of this date:

Jean Roberts  
Anna Reynolds  
Nichola Aldridge  
Jon Manley

**Borrowing Powers:** *(Re-numbered by Resolution 30<sup>th</sup> October 2023)*

10.1 Subject to any consents that may be requested in Law, if at any time the Society in General Meeting shall pass a Resolution authorising the Committee to borrow money, the 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 or manner and upon such security as shall be specified in such Resolution and thereupon the Trustees shall, at the direction of the Committee, make all such dispositions of the Society property, or any part thereof, and enter into such agreements in relation thereto, as the Committee may deem proper for giving security for such loans and interest.

10.2 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.

**Dissolution:** *(Re-numbered and amended by Resolution 30<sup>th</sup> October 2023)*

- 11.1 The Society shall only be dissolved by Resolution passed by a majority of at least 5/6ths of the Members present and voting at a Special General Meeting called for the purpose of considering such dissolution.
- 11.2 In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payments of debts shall not be distributed among the Members of the Society but shall be applied for such charitable purposes similar to those of the Society, or be paid, distributed or transferred to such charitable institutions or institution having objects similar to the objects of the Society as the Committee with the consent of the Members shall determine.
- 11.3 The Committee must notify the Charity Commission promptly that the Society has been dissolved. The Society must comply with any request from the Commission with regard to Dissolution, including providing the Society's financial accounts.

**Alteration to the Rules: (Re-numbered by Resolution 30<sup>th</sup> October 2023)**

- 12.1 No alteration of these rules shall be made except at a General Meeting called by proper notice and accompanied by a Notice of the proposed alterations or of one substantially to the like effect and the Resolution embodying such proposed alteration shall be carried by a majority of at least 2/3rds of the votes recorded thereon at the Meeting.
- 12.2 No alteration may be made to Rules 2 **Objects**, 11 **Dissolution** and 12 **Alteration to the Rules** without the approval of the Charity Commission or other authority having charitable jurisdiction from time to time.