

CONSTITUTION OF THE NEW FOREST PLAYERS

ADOPTED ON THE 11th APRIL 1995

AMENDED 6th FEBRUARY 1997, 9th SEPTEMBER 2003,

26th FEBRUARY 2004, 31st MARCH 2011 AND 27th AUGUST 2020

Registered Charity Number: 1046002

1. NAME

The name of the association is “**THE NEW FOREST PLAYERS**” (“the Charity”).

2. ADMINISTRATION

Subject to the matters set out below the Charity and its members shall be administered and managed in accordance with this Constitution by the members of the Executive Committee, constituted by clauses 6 and 7 of this Constitution (“the Executive Committee”).

3. OBJECTIVES

The Charity’s objects (“the Objects”) shall be to promote the advancement and improvement of all aspects of drama and the development of the public appreciation of such art.

4. POWERS

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any taxable trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (iv) power subject to any consents required by law to borrow money and to charge all or part of the property of the Charity with repayment of the money so borrowed;
- (v) power to appoint and constitute such advisory subcommittees as the Executive Committee may think fit;
- (vi) power to hold a number of monthly “Club Night” meetings for the purpose of instructive lectures or demonstrations relevant to all aspects of drama, and social events;
- (vii) power to hold Drama Workshops for adult and juvenile members as educational exercises in the practice of drama;
- (viii) power to hold an annual New Forest Drama Festival Competition and to compete in other such festivals elsewhere, to promote higher standards of drama amongst the general public;
- (ix) to establish and operate a system of supporters of The New Forest Players to be known as Patrons and to settle from time to time the minimum contributions to be requested from such supporters for them to be treated as Patrons and the benefits to be conferred upon them;
- (x) power to do all such other lawful things as are necessary for the achievement of the Objects.

5. MEMBERSHIP

- (1) Full Membership of the Charity shall, subject to the approval of the Executive Committee, be open to any person aged 18 years or over interested in furthering the Objects and who has paid the annual subscription in accordance with the subscription scale laid down annually by the Executive Committee;
- (2) Every Full Member shall have one vote;
- (3) Junior Members may be accepted under the age of 18 years but shall have no voting rights. Junior Members must not themselves arrange any meetings of the Charity. Junior members under the age of 13 years must be accompanied at the meetings of the Charity by Full Members or parents in accordance with the NFP Safeguarding Policy;
- (4) The subscription is due on 1st May each year. If the subscription is not paid by 30th June, membership is deemed to have lapsed;
- (5) For Members joining after 1st May in any year, a subscription is payable for the first part year of membership in accordance with the subscription scale – normal subscriptions are payable for subsequent years of membership;
- (6) Application for Membership shall be accompanied by the subscription which shall be refunded if for any reason Membership is refused;
- (7) The Executive Committee may by unanimous vote and for good reason terminate the Membership of any individual. Before any such Member is expelled the Executive Committee shall give the Member seven days written notice to attend a meeting of the Executive Committee, which notice shall contain particulars of the complaint made against the Member. At such a meeting the Member may be accompanied by a friend.

6. HONORARY OFFICERS

At the Annual General Meeting of the Charity the Full Members shall elect from amongst themselves a Chairman, a Vice- Chairman, a Secretary, and a Treasurer, all of whom shall be ex-officio members of the Executive Committee from the conclusion of the Annual General Meeting at which they are elected.

7. EXECUTIVE COMMITTEE

- (1) The Executive Committee shall consist of 10 Full Members being:
 - (i) the Honorary Officers specified in the preceding clause;
 - (ii) six other Full Members, all of whom shall hold office from the conclusion of the Annual General Meeting at which they are elected;
- (2) The Executive Committee may specify other required officers from time to time, and appoint to those positions either elected members of the Executive Committee or other Full Members of the Charity. For the avoidance of doubt, one person may perform more than one of the officer roles, and these Officers will not be members of the Executive Committee unless they were so elected at the immediately prior Annual General Meeting. At September 2020, the other officers will comprise a Property Manager, a Publicity Manager, an editor of “Contact”, a Membership Secretary, a Patron’s Secretary, a Box Office Manager and a Front of House Manager.
- (3) The Executive Committee may in addition appoint not more than 4 co-opted Members to the Executive Committee should they consider it appropriate. Each appointment of a co-opted Member shall be made at a special meeting of the Executive Committee called under clause 10 (1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant;
- (4) All members of the Executive Committee shall retire from office together at the end of the Annual General Meeting but they may be re-elected;
- (5) 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;
- (6) Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause;

- (7) 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 providing details required for registration as a charity trustee and signing a declaration of acceptance and of willingness to act in the trusts of the Charity;
- (8) The Executive Committee or a General Meeting shall have the power to elect Honorary Ordinary Members who will have no voting rights and therefore will not be members of the Executive Committee.

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

- (1) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) is absent without the permission of the Executive Committee from more than fifty per cent of all their meetings held within a period of 12 months and the Executive Committee resolve that his or her office be vacated; or
- (4) notifies to the Executive Committee a wish to resign .

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

Any member of the Executive Committee who acquires any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receives remuneration or has an interest (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee shall forthwith declare that interest to the remainder of the Executive Committee. The Secretary shall maintain a register of interests. The register shall be made available to the Executive Committee for inspection. The Executive Committee member with an interest in any matter shall accede to any request by a majority of the remaining committee members to exclude himself or herself from any discussion relating to that interest. The conflicted member shall not participate in any vote relating to any matter connected to his or her interest.

10. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- (1) The Executive Committee shall meet at intervals of not more than 3 months. A special meeting may be called at any time by the Chairman 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;
- (2) The Chairman shall act as chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the Vice-Chairman shall act as chairman, or, in the absence of the Vice-Chairman, the members of the Executive Committee shall choose one of their number to be chairman of the meeting before any other business is transacted;
- (3) There shall be a quorum when at least 5 members of the Executive Committee are present at a meeting. If there are less than 5 members of the Executive Committee, the Committee may continue to function and all decisions will be valid if all Executive Committee members agree, but the Committee must make reasonable endeavours to co-opt additional members within 2 months, until it has at least 5 members;
- (4) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote;
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings of the Executive Committee and any sub-committees;
- (6) 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;
- (7) The Executive Committee may appoint one or more sub-committees, at least one member of which shall be an Executive Committee member, for the purpose of performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken by a sub-committee. All acts and proceedings of any such sub-committee shall be fully and promptly reported to the Executive Committee.

11. RECEIPTS AND EXPENDITURE

- (1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into one or more accounts operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed, or all electronic banking payments must be authorized, by two of four members of the Executive Committee (the four to include the Treasurer) who have been authorized by the Executive Committee for these purposes. Exceptionally the Executive Committee may allow the Treasurer to issue cheques on his or her unsupported signature up to a value to be agreed by the Executive Committee for the current financial year;
- (2) The funds belonging to the Charity shall be applied only in furthering the Objects.

12. PROPERTY

The Executive Committee shall cause the title to:

- (i) all land held by or in trust for the Charity, and
- (ii) all investments by or on behalf of the Charity,

to be vested in not less than three individuals appointed by them as holding trustees.

Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

13. ACCOUNTS

- (1) The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:
 - (i) the keeping of accounting records for the Charity;
 - (ii) the preparation of annual statements of account for the Charity;
 - (iii) the auditing or independent examination of the statements of account of the Charity; and
 - (iv) the transmission of the statements of account for the Charity to the Commissioners.
- (2) The Financial Year shall end on 30th April each year.

14. ANNUAL REPORT AND ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and an annual return and their transmission to the Commissioners.

15. ANNUAL GENERAL MEETING

- (1) There shall be an Annual General Meeting of the Charity which shall be held not later than 30th September in each year;
- (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 Charity. All Full Members of the Charity shall be entitled to attend and vote at the meeting;
- (3) In normal circumstances, the President shall be the chairman of Annual General Meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting;
- (4) The Executive Committee shall present to each Annual General Meeting the Report and accounts of the Charity for the preceding year;
- (5) Nominations for election to the Executive Committee must be made by Full Members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee not later than 28 days before the Annual General Meeting. Such nominations shall be signed by the proposer and a seconder. Should nominations exceed vacancies, election shall be by ballot;
- (6) A President shall and Vice-Presidents may be elected at the Annual General Meeting, holding office until the following year's Annual General Meeting, and shall be eligible for re-election. The President and Vice-Presidents shall not be members of the Executive Committee;
- (7) Any other business to come before the Annual General Meeting shall be sent in writing, signed by a

proposer and a seconder, to reach the Secretary of the Executive Committee not later than 28 days before the Annual General Meeting. Such business shall be included in the Notice of the Annual General Meeting sent to all Members of the Charity;

- (8) The Executive Committee may choose to have the charity's annual accounts examined by an independent examiner, even if that is not a requirement of the Charities Commission. The appointment of an Accounts Examiner shall be made at the Annual General Meeting if possible. Alternatively, the Full Members at the Annual General Meeting may authorise the Executive Committee to appoint an Accounts Examiner.

16. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least twelve Full Members request such a meeting in writing stating the business to be considered the Secretary shall call such a Meeting. At least 21 days notice must be given. The notice must state the business to be discussed and no other business shall be transacted.

17. PROCEDURE AT GENERAL MEETINGS

- (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 Charity.
- (2) There shall be a quorum when at least 20 Full Members of the Charity, or if fewer 20% of the number of Full Members at the date of the General Meeting (rounded to the higher whole number), are present at any General Meeting.

18. NOTICES

Any notice required to be served on any Member of the Charity shall be in writing and shall be served by the Secretary or the Executive Committee on any Member either:

- a. personally or
- b. by sending it through the post in a prepaid letter addressed to such Member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within 10 days of posting; or
- c. by email to the last known email address of such Member and any email so sent shall be deemed to have been received within 24 hours of sending.

19. SAFEGUARDING

The Executive Committee shall maintain a Safeguarding Policy for the Charity, and all Full Members will be expected to conform to that policy at all times.

20. ALTERATIONS TO THE CONSTITUTION

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the Full Members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed;
- (2) No amendment may be made to clause 1, clause 3, clause 9, clause 21, or this clause 20 without the prior consent in writing of the Commissioners;
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law;
- (4) The Executive Committee should promptly send to The Commissioners a copy of any amendment made under this clause.

21. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all Full Members of the Charity, 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 five-sixths majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. 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 objects of the Charity as the Members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts,

or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.