

CONSTITUTION
OF
SPOTLIGHT MUSICAL THEATRE GROUP

Name

1. The name of the Society is **Spotlight Musical Theatre Group**

Objectives

2. The objectives of the Society shall be to advance the education of the public in all forms of musical theatre by the presentation of public performances and other related activities.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the Society shall have the following powers:-
 - a) Main activity is to produce and perform musical theatre to the general public on an amateur basis.
 - b) To carry on any other activities which further any of the above objectives.
 - c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the Society's activities.
 - d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the Society
 - e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the Society.
 - f) To borrow money, and to give security in support of any such borrowings by the Society.
 - g) To engage such consultants and advisers as are considered appropriate from time to time.
 - h) To effect insurance of all kinds.
 - i) To invest any funds which are not immediately required for the Society's activities in such investments as may be considered appropriate, where as funds are still be available in a timely manner for the Society's main activities. Also to dispose of and vary, such investments.
 - j) To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering the Society's objectives.

- k) To establish and/or support any other charity, and to make donations for any charitable purpose falling within the Society's objectives.
- l) To take such steps as may be deemed appropriate for the purpose of raising funds for the Society's activities.
- m) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- n) To do anything that may be incidental or conducive to the furtherance of any of the Society's objectives.

General Structure

- 4. a) The management and affairs of the Society shall be conducted by a Management Committee AS TRUSTEES, which shall comprise of the Chairperson, Vice Chairperson, Secretary, Treasurer, Past Chairperson and four members of the Society, one of which should be elected by the orchestra if possible.
- b) The Management Committee shall hold office for one year and will be elected at the Annual General Meeting of the Society. The Management Committee shall retire at the Annual General meeting. All shall be eligible for re-election.
- c) The elected Management Committee will then elect the Executive Committee from the Management Committee.
- d) The Management Committee shall meet from time to time as required, for the proper conduct of the affairs of the Society and at any meeting thereof six members shall form a quorum, of which at least two should be office bearers.
- e) The Management Committee shall have full responsibility for the acceptance of new members and the Executive Committee, minus the Chairperson, reserve the right to revoke the membership of any member of the Society. The aggrieved member should have the right to appeal to the Chairperson at the next Annual General Meeting or at a requested Special General Meeting.
- f) The Management Committee may appoint other such posts and sub-committees as it deems necessary to deal with the affairs of the Society and to co-opt members as necessary.
- g) The Management Committee shall maintain a register of ALL Trustees, setting out the full name and address of each Trustee, the date on which each such person became a Trustee, and the date on which any person ceased to hold office as a Trustee.

Qualifications for membership

- 5. Membership shall be open to those of 16 years and over. Persons under the age of 16 may join but must be accompanied by an adult.

Application for membership

- 6. Any person who wishes to become a member must sign, and lodge with the Society, a written application for membership.

Membership Subscriptions

7. a) The annual subscription shall be such a sum as fixed at the Annual General Meeting. The amount is due to be paid from the 1st August each year.
- b) No person shall be entitled to vote at any Annual General Meeting or Special General Meeting of the Society unless they are a fully subscribed member of the Society.
- c) No person shall be entitled to take part in any of the Society's productions unless they are a fully subscribed member of the Society or it has been agreed at the discretion of the Production Team.
- d) The Management Committee shall maintain an annual register of members, setting out the full name and address of each member, the date on which she/he was admitted to membership, and the date on which any person ceased to be a member..

General meetings

8. a) The Annual General Meeting of the Society shall be held at the most appropriate time each calendar year (not more than 15 months shall elapse between one Annual General Meeting and the next), to receive the reports of the Chairperson, Treasurer Producer and Director and to elect the Management Committee for the coming year and to transact any other competent business
- b) The Secretary shall give notice of the Annual General Meeting or any Special General Meeting of the Society by written notification to every subscribing member of the Society at least twenty one clear days before the date of the meeting, the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution must set out the terms of the proposed alteration. If any member wishes to add any other competent business to the agenda of the meeting they must inform the Secretary in writing before the meeting.
- c) A Special General Meeting of the Society may be held at any time at the discretion of the Management Committee or on requisition addressed to the Secretary and signed by not fewer than ten members of the Society.
- d) The Secretary shall keep minutes of all meetings of the Management Committee.

Procedure at general meetings

9. No business shall be dealt with at any General meeting unless a quorum is present; the quorum for a General meeting shall be 12 members at least two of which should be office bearers.
10. If a quorum is not present within 15 minutes after the time at which a General meeting was due to commence – or if, during a meeting, a quorum ceases to be present – the meeting shall stand adjourned to such time and place as may be fixed by the Chairperson of the meeting.

11. The Chair of the Society shall (if present and willing to act as Chairperson) preside as Chairperson of each General meeting; if the Chair is not present and willing to act as Chairperson within 15 minutes after the time at which the meeting was due to commence, Vice Chairperson shall act as Chairperson. If the Vice Chairperson is not present the trustees of the management committee present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
12. The Chairperson of a General meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may determine.
13. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
14. If there are an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.
15. A resolution put to the vote at a General meeting shall be decided on a show of hands unless a secret ballot is demanded by the Chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded before the show of hands takes place.
16. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the Chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Termination of office

17. A Trustee of the Management Committee shall automatically vacate office if:-
 - a) he/she becomes debarred under any statutory provision from being a charity trustee
 - b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months.
 - c) he/she ceases to be a member of the Society
 - d) he/she resigns office by notice to the Society
 - e) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Powers of management committee

18. Except as otherwise provided in this constitution, the Society and its assets and undertaking shall be managed by the Management Committee, who may, at quorum, exercise all the powers of the association.
19. The Management Committee shall appoint a Producer, Director, Stage Manager and Musical Director (where appropriate) for every production undertaken by the Society. This will occur by application. Any applicant who is already a Management Committee Trustee cannot vote on these appointments.

20. The Management Committee, having consulted the members, shall propose a shortlist of suitable productions, upon which a ballot shall be taken at a meeting. No work shall be approved for production unless members have decided this at a meeting.
21. The Production Team, comprising of the Producer, Director and Stage Manager, will have control of all aspects of that production, subject to the Management Committee's approval, with exception of finance for which the control remains with the Treasurer and Management Committee.
22. The Management reserve the right to dismiss any member of the Production Team if they do not fulfil duties of the post to the Society's satisfaction or if the Society's name has been brought into disrepute by the post holder.
23. The Director of the current production has the right to be an ex-officio member of the Management Committee.
24. If any Management Committee Trustee is appointed to the post of Director then in order to maintain the balance of the Management Committee a further trustee should be elected to the committee by the members of the Society.

Personal interests

25. A Trustee of the Management Committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the Management Committee; he/she will be debarred from voting on the question of whether or not the association should enter into that arrangement.
26. For the purposes of clause 25, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
27. Provided
 - a) he/she has declared his/her interest
 - b) he/she has not voted on the question of whether or not the Society should enter into the relevant arrangement and
 - c) the requirements of clause 36 are complied with,

a trustee of the Management Committee will not be debarred from entering into an arrangement with the Society in which he/she has a personal interest and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
28. No Trustee of the Management Committee may serve as an employee (full or part time) of the Society, and no member of the Management Committee may be given any remuneration by the Society for carrying out his/her duties as a member of the management committee.
29. None of the Trustees of the Management Committee or member of the Society will be paid any expenses unless those expenses are directly attributable to the necessary operations of the society.

Procedure at management committee meetings

30. Any trustee of the Management Committee may call a meeting of the Management Committee or request the Secretary to call a meeting of the Management Committee.
31. Questions arising at a meeting of the Management Committee shall be decided by a majority of votes; if an equality of votes arises, the Chairperson of the meeting shall have a casting vote.
32. No business shall be dealt with at a meeting of the Management Committee unless a quorum is present; the quorum for meetings of the Management Committee shall be 6 trustees at least two of which should be office bearers.
33. If at any time the number of Management Committee Trustees in office falls below the number fixed as the quorum, the remaining Management Committee Trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.
34. Unless he/she is unwilling to do so, the Chair of the association shall preside as Chairperson at every Management Committee meeting at which he/she is present; if the Chair is unwilling to act as Chairperson or is not present within 15 minutes after the time when the meeting was due to commence, Vice Chairperson shall act as Chairperson. If the Vice Chairperson is not present the trustees of the Management Committee present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.
35. The Management Committee may, at its discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Management Committee; for the avoidance of doubt, any such person who is invited to attend a Management Committee meeting shall not be entitled to vote.
36. A Management Committee Trustee shall not vote at a Management Committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.
37. For the purposes of clause 36, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a substantial shareholder or director, has a personal interest in that matter

Conduct of members of the Management Committee

38. Each of the trustees of the Management Committee shall, in exercising his/her functions as a trustee of the management committee of the Society, act in the interests of the Society; and in particular, must
 - a) Seek, in good faith, to ensure that the Society acts in a manner which is in accordance with its objectives (as set out in this constitution)
 - b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - c) in circumstances giving rise to the possibility of a conflict of interest of between the association and any other party

- i) put the interests of the association before that of the other party, in taking decisions as a trustees of the Management Committee
 - ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the Management Committee with regard to the matter in question.
- d) ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

39. The Management Committee may delegate any of their powers to any sub-committee consisting of one or more Management Committee Trustees and such other persons (if any) as the Management Committee may determine; they may also delegate to the Chair of the Society (or the holder of any other post) such of their powers as they may consider appropriate.
40. Any delegation of powers under clause 39 may be made subject to such conditions as the Management Committee may impose and may be revoked or altered.
41. The rules of procedure for any sub-committee shall be as prescribed by the Management Committee.

Operation of accounts and holding of property

42. The signatures of two out of three signatories appointed by the Management Committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of the current Treasurer of the Management Committee.
43. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the Chair, Treasurer and Secretary of the association (and their successors in office) or in name of a nominee company holding such property in trust for the association ;any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the Management Committee.

Minutes

44. The Management Committee shall ensure that minutes are made of all proceedings at General meetings, Management Committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Accounting record and annual accounts

45. The Management Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

46. The Management Committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Notices

47. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member, sent by electronic mail or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

Dissolution

48. If the Management Committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
49. If a proposal by the Management Committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clauses 13-16, the management committee shall have power to dispose of any assets held by or on behalf of the association – and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objectives similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
50. For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

51. Subject to clause 52, the constitution may be altered by resolution passed by not less than two-thirds of those present and voting at a Special General meeting, providing due notice of the meeting, and of the resolution, is given with clauses 14,15 and 16.
52. a) No amendment to clauses 3, 28, 43, or 44 of the constitution may be made if the effect would be that the association would cease to be a charity.
- b) Any member wishing to make an amendment to the constitution must submit the amendment in writing to the Secretary 90 days before the Special General Meeting including the names of the members that propose and second the amendment.

Interpretation

- 53.** For the purposes of this constitution,
- a) the expression “charity” shall mean a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 96 of the Charities Act 1993.
 - b) the expression “charitable purpose” shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
- 54.** Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

DRAFT

Initial Trustees of the Management Committee (c/f)

55. The initial members of the Management Committee, and the positions held by each, shall be set out below.

This constitution was adopted on ()

SIGNATURE	NAME	ADDRESS	POSITION
	Lesley Duncan	13c Argyll Street Oban PA34 5SG	Chairperson
	Sally Orr	12a Alma Crescent Oban PA34 4LT	Vice Chair
	Ken Oxland	Dal-na-Creag Laurel Road Oban PA34 5EA	Treasurer
	Moira Beaton	Kenavara Pulpit Rock Oban PA34 4LZ	Secretary
	Morven Wright	Hawthorn Bank Dalriach Road Oban PA34 5JE	Previous Chair
	Frances Melville	Benvoullin Villa Benvoullin Gardens Oban PA34 5DL	
	Kathleen MacGregor	Cluaran House, Ardconnel Farm Connel PA37 1RN	
	Louisa Hyde	3 Cawdor Terrace Oban PA34 4NG	Publicity Officer
	Roderick MacEachen	Creagarran Dunollie Road Oban PA34 5TG	
	Anne Buchanan	Strathaird Connel PA37 1PH	
	Willie Orr	Tigh an Tuim Benderloch PA37 1QP	