

BROS THEATRE COMPANY RULES

adopted by the unanimous resolution of the members at the ANNUAL GENERAL MEETING duly convened and held on the 6 September 2012 and amended by unanimous resolutions at (1) an Extraordinary General Meeting duly convened and held on the 4 June 2015 (2) at the ANNUAL GENERAL MEETING duly convened and held on the 17 September 2015 and (3) an Extraordinary General Meeting duly convened and held on 7 April 2019.

Name

1 The name of the Society is BROS Theatre Company (hereinafter called "the Society"). The Society's former name was the Barnes and Richmond Operatic Society.

Objects of the Society

2 The objects of the Society are:

- to educate the public in the operatic and dramatic arts, to further the development of public appreciation and taste in the said arts, and

• to assist and further such charitable institutions and charitable purposes as the Committee shall from time to time determine;

and In furtherance of these objects, but not otherwise, the Society through its management Committee shall have the following powers:-

(a) to promote operas, operettas, musicals, musical comedies 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 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 the Society shall not undertake any permanent trading activities in raising funds;

(e) to enter into informal associations with other charitable bodies with similar objects as shall further the objects of the Society.

Officers

3 The Officers and Charity Trustees of the Society shall consist of the Chairman, Secretary and Treasurer.

President

4 The Society shall have a President who shall be elected annually at the Annual General Meeting.

Management

5 The management of the Society shall be vested in a Management Committee (the Committee) comprising nine members inclusive of the Officers. The members may, following the election of a Chairman and where he or she so proposes, elect an additional member of the Committee as Vice Chair. All members of the Committee, including the Officers and any Vice Chair, shall be elected annually at the Annual General Meeting.

6 If a casual vacancy shall arise on the Committee, the Committee may co-opt a member of the Society to fill the vacancy by majority vote of the remaining Committee members. Any such member so appointed shall have the same rights and obligations as other members of the Committee, including the right to a vote.

7 If there is no casual vacancy, the Committee may nevertheless co-opt a maximum of three members of the Society as additional members of the Committee. This shall be done by majority vote of the Committee members. Such additional members of the Committee shall have the same rights and obligations as the elected members of the Committee, except that they shall not have the right to a vote.

Proceedings of the Committee

8 At any meeting of the Committee, five shall form a quorum. In the absence of the Chairman, the Committee shall elect the Vice Chair or other voting member of the Committee present to chair the meeting. In the event that a vote is tied, the Chairman or, in his or her absence, the acting Chairman, shall have a second or casting vote.

9 The Chairman shall have power to make final decisions in an emergency.

10 The Committee shall have power to appoint sub-committees as it considers necessary. The decisions of any sub-committee shall be subject to the approval of the Committee.

Appointment of Independent Examiner

11 An Independent Examiner shall be appointed annually by the Charity Trustees. Any such appointment shall be subject to ratification by the Committee.

12 The Independent Examiner shall be independent person who is reasonably believed by the Charity Trustees to have the requisite ability and practical experience to carry out a competent examination of the Accounts. The Independent Examiner may be a Member of the Society.

Vice-Presidents

13 Provided that the nomination procedures set out in Rule 14 below have been followed, the Society may, at an Annual General Meeting, appoint Vice-Presidents who by virtue of their past services to the Society have earned the honour of such appointment. A Vice-President shall have the voting powers and privileges of a full Member without payment of the annual Membership subscription. Each Vice-President shall be appointed for life.

14 The nomination procedures referred to in Rule 13 are as follows:

(a) the Nomination shall be made in writing to the Secretary at least 14 clear days in advance of the date of the Annual General Meeting; and

(b) before the Nomination Paper is submitted to the Secretary, it must be signed by at least 25 paid-up Members of the Society. The signature of a Vice-President shall be counted as a signature of an ordinary Member for this purpose.

15 The appointment of each new Vice-President shall be voted upon as a separate Resolution of Members. Each such Resolution shall be voted upon by secret ballot. A simple majority of those voting shall be sufficient for the Vice-President to be appointed.

Membership

16 Membership of the Society shall be open to all those having sympathy with its objects and desiring actively to further them and to pay the annual subscription and other fees prescribed by these Rules.

17 Applications for admission to Membership shall be considered by the Committee.

18 Any Member of the Society who, in the opinion of the Committee as confirmed by an Extraordinary General Meeting of the Society, shall be guilty by his or her actions of misusing the privileges of the Society or of otherwise bringing the Society into contempt or disrepute may have membership of the Society ended on written notice to the Member concerned to take effect on the date set out on the notice.

Other forms of association with the Society

19 If it considers that the objectives of the Society will be helped by this, the Committee may admit individuals to other forms of association with the Society on such terms and for such periods as the Committee sees fit.

20 Such associated individuals may have such rights as the Committee may decide, except that:

- they shall not be entitled to take part in any production, except at the invitation of the Committee
- they shall not be entitled to vote at General Meetings.
- in some cases they may be required to pay an annual subscription as determined by the Members in General Meeting

Selection of Shows

21 The selection of shows and casts shall be the responsibility of the Committee and shall be made by Resolution of the Committee.

22 The Director, Musical Director and Choreographer for each production, where applicable, shall be appointed by Resolution of the Committee.

Membership Subscriptions

23 The subscription payable by Members of the Society shall be at such rate as the Members In General Meeting may from time to time agree together with VAT (if appropriate).

The first subscription shall be due upon the Member joining the Society and shall cover the period of one year from the date of joining. Thereafter the Member shall pay the annual subscription upon each anniversary of the date of joining.

24 The subscription payable by each Member in respect of each year shall be the rate agreed by the Members for the year in which the member joins or renews his or her subscription. Where the rate of subscription is varied by Resolution of the Members in General Meeting a member shall pay the increased subscription for the period from the next renewal date. The rate of subscription may, if the Members in General Meeting so determine, be subject to a discount for payment by direct debit, standing order or such other method of recurring payment of which the Committee may from time to time approve.

25 Any Member falling to pay his or her subscription shall forfeit Membership of the Society, except at the discretion of the Committee”.

Show Donations

26 In addition to the Membership subscription, all Members who take part in any production may be invited to make a donation towards the costs of the show. The amount of the donation and the date on which it is payable shall be determined by the Committee not less than three months before the date of the first performance of the show.

27 The Committee may exclude any Member who has not paid a show donation from participation in the show.

28 In addition to Membership subscriptions and show donations, Members may be expected to provide their own scores and libretti and may be asked, where possible, to provide at their own expense wigs, make-up, props, shoes or items of clothing. Members may also be asked, at their own expense, to support the Committee and the appointed production team for a show with marketing activities by distributing flyers and/or posters and attending and taking part in promotion events pertinent to a production in which they have been cast.

Liability of Members

29 The liability of Members shall be limited to the amount of their Membership subscription and, where applicable, show donations.

Financial Matters

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

31 (1) The income and property of the Society shall be applied solely towards the promotion of the objects it being acknowledged that

- (a) a Charity Trustee is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her

when acting on behalf of the Society; and

(b) a Charity Trustee may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Society. This does not prevent a Member who is not also a Charity Trustee from receiving:

(a) a benefit from the Society in the capacity of a beneficiary of the Society;

(b) reasonable and proper remuneration for any goods or services supplied to the Society in relation to any production as its director, musical director, choreographer, musical director or rehearsal pianist or in respect of such other tasks as the Committee shall in their absolute discretion from time to time determine.

(3) No Charity Trustee or connected person may:

(a) buy or receive any goods or services from the Society on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the Society;

(c) be employed, by or receive, any remuneration from the Society;

(d) receive any other financial benefit from the Society;

unless the payment is permitted by sub-clauses (4) or (5) of this clause, or authorised by the Court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(4) A Charity Trustee or connected person may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the trustees do not benefit in this way.

(5) A Charity Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Society where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

32 The Treasurer shall cause to be prepared Accounts of the Society for each financial year in accordance with the Charities Act 1993 ('the Act') as amended.

33 The accounts for each production shall be kept separate and distinct and will be so shown in the Accounts of the Society.

34 The Treasurer shall submit the Accounts to the Independent Examiner at least 21 days before the Annual General Meeting.

35 The Independent Examiner will carry out an examination of the Accounts in accordance with s. 43 of the Act, follow the procedures laid down in the general Directions in s. 43 (7)(b) of the Act and shall prepare a report to the Charity Trustees in accordance with statutory requirements from time to time. The report shall be in writing and shall be appended to every copy of the Accounts put for approval to the Members in General Meeting.

General Meetings of Members

36 A General Meeting (the Annual General Meeting) shall be held not later than 31 December annually. Only fully paid up Members, the President and Vice-Presidents shall be entitled to attend and vote at General Meetings. The Secretary shall give 14 clear days' notice to the Members that the Meeting will be held.

37 In addition, the Committee shall have power to call an Extraordinary General Meeting at any time by giving not less than 14 clear days' notice to the Members.

38 The Committee must also call an Extraordinary General Meeting, at the request in writing of three-fifths of the Members. Any such request shall specify the business for which the Meeting is to be convened and no other business shall be transacted at that Meeting. The Secretary shall give 14 clear days' notice to the Members that the Extraordinary General Meeting will be held.

39 No business other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum is present. Such quorum shall consist of not fewer than 20 persons present and entitled to vote.

40 Voting shall be conducted by a show of hands, except that, on request by any one Member or where otherwise specified in these Rules, voting may be conducted instead by secret ballot. Each Member shall be entitled to only one vote. Voting by proxy shall not be permitted.

41 No alteration of these Rules shall be made except at an Annual or Extraordinary General Meeting nor unless notice of any suggested alteration or addition specifying the terms of such alteration or addition and proposed and seconded by two Members has been given to the Secretary in writing 14 clear days before the Annual or Extraordinary General Meeting.

Dissolution of the Society

42 The Society shall only be dissolved by resolution passed by a majority of at least five sixths of the Members present and voting at an Extraordinary General Meeting called for the purpose of considering such dissolution.

43 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 Institution or Institutions having objects similar to the objects of the Society as the Committee with the consent of the Meeting shall determine.

General

44 No alteration may be made to Rules 2, 41, 42 or 43 without the approval of the Charity Commissioners for England and Wales or other authority having charitable jurisdiction from time to time.

45 Any matter not provided for in the foregoing Rules shall be dealt with by the Committee.

46 Notices to be given to Members may be either sent to Members electronically to an email address provided to the Society by a Member or posted on the website operated by the Society. Members will be notified of the Data Protection and Privacy Policies operated by the Society as approved by the Committee from time to time.