



***PAPHOS STAGE ONE THEATRE GROUP***

Emba, Paphos, Cyprus

**CONSTITUTION**

Index	Section	Page
Definitions and Notes		i
Aims	1	1
Objectives	2	1
Membership	3	2
Categories	3.1	2
Membership period and renewal	3.2	2
Leaving <b>The Group</b>	3.3	2
Committee	4	2
Structure	4.1	2
Period of office	4.2	2
Duties and functions of Officers	4.3	2
Authority of the Committee	4.4	3
Responsibilities of the Committee	4.5	3
Finance	5	4
General Meetings	6	5
Quorum	6.2	5
Validity of business	6.3	5
Annual General Meeting	6.4	5
Extraordinary General Meeting	6.5	6
Decision-making	7	6
Decisions at General Meetings	7.2	6
Election of Committee	7.3	7
Proxies	7.4	8
Committee Decision-Making	7.5	8
Amending the Constitution	8	8
Dissolution	9	8

## Definitions.

In this document:

***The Group***

means the Paphos Stage One Theatre Group.

*Chairman*

refers to both male and female incumbents.

*shall, will, must*

are interchangeable and mean that the associated action is mandatory / not optional.

*may*

means that the associated action is allowed.

*rules*

include this Constitution and any authorised procedures which might, from time to time, be in force.

## Notes

Note 1.

Any correspondence sent electronically by the Secretary to members will be deemed to have arrived at the end of the day on which it was sent.



## **PAPHOS STAGE ONE THEATRE GROUP**

Emba, Paphos, Cyprus

### **CONSTITUTION**

The name shall be **Paphos Stage One Theatre Group**. Throughout this document it shall be referred to as **The Group**. Members' correspondence to **The Group** must be sent to the Secretary's home address.

#### 1. Aims.

**The Group** exists to provide opportunities for members to enjoy participating in a wide variety of theatre activities and to entertain the public.

Under the umbrella of non-professional theatre, **The Group** aims to promote the study of the performing arts, to strive to achieve professional standards in productions, and to encourage the pursuit of excellence in all its activities through a process of continuous improvement.

We aim, through all theatre activities, to encourage the development of new and existing talents and of personal skills, both practical and intellectual. In addition we aim to provide opportunities for all **Group** members to enjoy social and recreational activities outside of theatre productions and performances. Financially, we aim, through theatre productions, to raise funds to cover costs, improve the theatre environment and to invest in the future.

#### 2. Objectives.

The objectives of **The Group** are:

1. To provide opportunities for members to enjoy taking part in recreational non-professional theatre
2. To provide through developmental production planning a wide variety of theatrical experiences to members and audiences alike.
3. To support productions with the effective management of all aspects of production including promotion, set design and construction, costume, props, make-up, Front of House, etc.
4. To promote the study of all forms of dramatic work through productions, workshops, play readings, etc.
5. To foster and encourage personal crafts and skills appertaining to the theatre through productions and workshops.
6. To organize social activities outside of performances and productions.
7. To raise funds through membership fees and admission charges in order to ensure the future development of the theatre.

### 3. Membership.

#### 3.1. Categories.

- 3.1.1. Membership of **The Group** is open to all persons who support **The Group's** objectives and agree to abide by its rules. Categories of membership are Full and Honorary.
- 3.1.2. Full Membership will be accorded to any person who submits a completed, written application and the appropriate subscription. Full Members may exercise all the rights and privileges of membership, including the opportunity to participate in any of **The Group's** activities or to serve in an administrative capacity. Full Members have voting rights.
- 3.1.3. Honorary Membership may be granted at the discretion of the Committee. Honorary Members may exercise all the rights and privileges of Full Membership except the right to vote on **Group** decisions. Honorary Members shall not be required to pay any membership subscriptions.

#### 3.2. Membership Period and Renewal

- 3.2.1. Membership shall be valid for 1 year, from 1<sup>st</sup> January to 31<sup>st</sup> December.
- 3.2.2. Full Membership may be renewed each year on payment of the appropriate subscription. The Committee shall review the list of Honorary Members annually and renew or otherwise each Honorary Membership in accordance with the criteria defined in the relevant procedure.
- 3.2.3. Annual subscriptions fall due on the 1<sup>st</sup> January each year. New members joining after 1<sup>st</sup> July shall pay 50% of the annual subscription.
- 3.2.4. The membership of any Full Member will lapse if he/she fails to pay the renewal subscription by the start of the Annual General Meeting.

#### 3.3. Leaving **The Group**.

- 3.3.1. A member may resign at any time by submitting his or her resignation in writing to the Committee. No refund of subscriptions will be made.

### 4. Committee.

- 4.1. Structure. The Committee shall comprise three officers who are the Chairman, the Secretary and the Treasurer, plus five elected members. The Committee shall appoint a Deputy Chairman from within the Committee and shall inform the membership of the details of this appointment.
- 4.2. Period of Office. The Officers and members of the Committee are elected by a ballot of **The Group's** members at the Annual General Meeting. The Committee will hold office until the next Annual General Meeting.
- 4.3. Duties and functions of Officers.
  - 4.3.1. Chairman. The Chairman shall chair all Committee meetings and General Meetings at which he/she is present. He/she shall have full voting rights together with an additional, casting vote when required. The Chairman shall be responsible for conveying the Committee's decisions to the membership and shall be the nominal point of contact for approaches to **The Group**.

The Deputy Chairman shall assume the duties of Chairman when the latter is unavailable.

- 4.3.2. Secretary. The Secretary is responsible to the members for the administrative requirements of **The Group** and for convening General and Committee meetings.
  - 4.3.3. Treasurer. The Treasurer is responsible to the members for the management of **The Group's** financial affairs.
- 4.4. Authority of the Committee.
- 4.4.1. The Membership, by electing the Committee at an Annual General Meeting, gives the Committee a mandate to manage the affairs of **The Group** in accordance with **The Group's** aims and objectives.
  - 4.4.2. The Committee may exercise all the powers of **The Group** except for those that must be exercised at a General Meeting.
  - 4.4.3. The Committee has the authority to interpret and apply the rules of **The Group**. If a number of members of **The Group** dispute any interpretation of any rule they shall in the first instance appeal to the Committee in writing. The Committee may invite the appellant(s) to a meeting to discuss and resolve the dispute. If the matter cannot be resolved in this way the appellant(s) may call an Extraordinary General Meeting by following the relevant procedure.
  - 4.4.4. The Committee has the final authority to approve or otherwise any public performance given in the name of Stage One (**The Group**).
  - 4.4.5. The Committee has the authority to close membership to new members from time to time when such action becomes necessary.
  - 4.4.6. The Committee has the authority to offer individuals honorary membership.
  - 4.4.7. The Committee has the authority to expel any member who is in serious breach of **The Group's** rules or who acts against the interests of **The Group** or whose behaviour brings **The Group** into disrepute. The member shall have the right of appeal in person to the Committee.
  - 4.4.8. The Committee has the authority to delegate any of its powers or duties to sub-committees. Subcommittees are responsible to the Committee for the management of their specific, delegated activities. Final approval of the work of each subcommittee lies with the Committee.
- 4.5. Responsibilities of the Committee.
- 4.5.1. The Committee is responsible for managing, or supervising the management of, all the affairs of **The Group**.
  - 4.5.2. The Committee must meet formally on a minimum of ten occasions during its year of office. Four Committee officers/members constitute a quorum. Unless there are special circumstances, a Committee officer/member who fails to attend three consecutive meetings must retire from the Committee.
  - 4.5.3. The Committee is responsible for selecting theatrical productions for **The Group** to stage in public.
  - 4.5.4. For each production, the Committee shall appoint a director and a producer who are accountable to the Committee for the management of their areas of responsibility. The Committee shall be responsible, through the appointed director and producer, for the delivery of each production and for approving its public performance.

- 4.5.5. The Committee shall appoint suitably experienced persons from within the membership to manage specialist functions of **The Group**.
- 4.5.6. The Committee shall ensure that up to date, relevant, documented procedures are in place to cover **The Group's** Health and Safety obligations and those processes in which standardisation and quality are critical. The Committee shall ensure that members are aware of these procedures and of the need to observe them.
- 4.5.7. From time to time the Committee will review and set ticket prices. At each Annual General Meeting the outgoing Committee shall recommend any necessary change in the cost of members' subscriptions.
- 4.5.8. The Committee is responsible for safeguarding **The Group's** assets and shall ensure that they are disposed of correctly at the end of their useful life.
- 4.5.9. The Committee may co-opt an additional member to serve on the committee to carry out a specific function. A co-opted member shall serve until the next Annual General Meeting or for such shorter period as the Committee considers necessary. A co-opted member does not have the right to vote within the Committee.
- 4.5.10. In the event that an elected Committee position becomes vacant during a period of office, the remaining Committee officers/members shall appoint a replacement for the rest of that period. Any replacement Committee officer/member shall have full voting rights within the Committee.

## 5. Finance.

- 5.1. **The Group's** financial year shall be 1<sup>st</sup> January to 31<sup>st</sup> December.
- 5.2. The Treasurer shall manage the financial affairs of **The Group** so that there is at all times an up to date, clearly documented, robust audit trail.
- 5.3. The Treasurer shall ensure that all monies received by **The Group** are credited to an account or accounts at a bank or banks within Cyprus. Only the Committee shall select appropriate banks, authorise the opening and closing of accounts and the transfer of funds between banks. All bank accounts must be in **The Group's** name.
- 5.4. **The Group's** bank account(s) shall be operated by four authorised signatories who shall be the three Officers and one other nominated committee member. The transfer of funds between **Group** accounts at the same bank may be carried out by one authorised signatory. Other transfers and any withdrawals must be on the signatures of any two of the four authorised signatories.
- 5.5. The Committee's authorised spending limit on any one purchase or set of related purchases shall be a maximum of 35% of **The Group's** net cash balance at the time of the expenditure or such amount as may be set by a majority of the members at a General Meeting.
- 5.6. The Committee shall set the Treasurer's authorisation limit and individual spending limit which shall be within the Committee's authorised spending limit.
- 5.7. From time to time the Committee shall set individual spending limits for **Group** members who need to purchase services or items for **The Group**. Individuals who need to spend more than their limit on any one purchase or set of related purchases must seek authorisation in the first instance from the Treasurer.

- 5.8. The Committee shall agree a budget with the director or manager of each production or capital project and shall periodically review expenditure against this budget to ensure that spending is controlled.
- 5.9. All bills due for payment that have been properly budgeted for or otherwise authorised by the Committee, or which are within the relevant authorised spending limits, shall be paid from **The Group's** bank accounts on the signature of any two of the four authorised signatories.
- 5.10. The Treasurer shall reimburse reasonable, authorised expenses incurred by members on **The Group's** business.
- 5.11. Surplus funds of **The Group** may from time to time be invested in such a manner and upon such securities as the Committee approves. All investments shall be made in **The Group's** name.
- 5.12. The Committee may from time to time make donations from **The Group's** funds to a charity or charities approved by the Committee.
- 5.13. The Committee shall not borrow money from any source without the approval of a majority of the members at a General Meeting. **The Group** shall not lend money.
- 5.14. The Treasurer will submit **The Group's** financial accounts annually to the approved auditors and shall present the auditors' report to the members at each Annual General Meeting.

## 6. General Meetings

- 6.1. **The Group's** General Meetings are open but only Full Member shall be allowed to speak and/or vote.
- 6.2. Quorum. The quorum for all General Meetings is one third of the total membership and, for an Annual General Meeting, the quorum must include 3 members of the Committee. Proxy votes do not form part of the quorum. If there is not a quorum 15 minutes after the meeting's scheduled start time, the meeting shall stand adjourned for 7 days when a quorum shall not be required
- 6.3. Validity of business. A proposer and a seconder who shall be Full Members must sign each motion or election nomination. If the membership of either proposer or seconder lapses before the election or before the motion is heard then the nomination or motion shall be invalid. Except for a motion to dissolve **The Group** no motion shall be accepted that alters or conflicts with **The Group's** aims.
- 6.4. Annual General Meeting
  - 6.4.1. The Annual General Meeting (AGM) shall be held at a time and place to be determined by the Committee but not later than the 15<sup>th</sup> day of March.
  - 6.4.2. Notice. Written notice of the AGM must be sent together with blank nomination and motion forms to the last known addresses of all members, to arrive not later than 28 days before the meeting(See Note 1)
  - 6.4.3. Nominations and Motions. nominations for election and motions for inclusion in the agenda of the AGM must be forwarded to the Secretary in writing to arrive not later than 21 days before the meeting
  - 6.4.4. Ballot Forms. The Secretary shall send ballot forms (see Section 7.3.5) to all Full Members to arrive no later than 14 days before the meeting.

- 6.4.5. Chairman. The Committee Chairman shall chair all General Meetings. In his/her absence, the Deputy Chairman shall take the chair. If both are absent, the meeting shall choose a Chairman from the Full Members present.
- 6.4.6. Agenda. The agenda for the AGM shall be:
1. Apologies for absence
  2. Declaration by the Secretary of the proxies received
  3. Approval of the Minute of the previous AGM
  4. Chairman's report
  5. Treasurer's report
  6. Setting of Subscriptions for the coming year
  7. Election of committee
  8. Appointment of auditors
  9. Debate and votes on the motions duly notified

## 6.5. Extraordinary General Meeting

- 6.5.1. An Extraordinary General Meeting (EGM) may be called at any time, by the Committee or by a minimum of 20% of all Full Members, to consider matters relating to **The Group**. A request from members for an EGM must be sent in writing to the Committee and must include the motion for consideration. The Committee shall schedule an EGM within 28 days of receipt of such a request.
- 6.5.2. Business. Only one motion shall be considered at any EGM
- 6.5.3. Notice. Written notice of the EGM together with details of the motion and a voting form must be sent to the last known addresses of all members to arrive not later than 21 days before the meeting(See Note 1)
- 6.5.4. Membership. New members who join **The Group** within the 21 days immediately preceding an EGM will have no voting rights until after the EGM.
- 6.5.5. Agenda. The agenda for the EGM shall be:
1. Apologies for absence.
  2. Declaration by the Secretary of the proxies received.
  3. Debate and vote on the motion.

## 7. Decision Making

- 7.1. **The Group** shall follow the procedures set out below in all formal decision-making.
- 7.2. Decisions at General Meetings.
- 7.2.1. All Full Members have the right to vote at General Meetings.
- 7.2.2. Motions other than amendments to the Constitution shall be decided by a simple majority. It is sufficient for the Chairman to call for a show of hands to determine the vote of those Members attending. This vote shall be added to any proxy votes. If those 'for' are in the majority then the Chairman shall declare the motion carried. The decision shall be recorded in the minutes of the meeting.
- 7.2.3. Challenge. Any Full Member present may challenge the Chairman's declaration and demand a count amongst those attending. The Secretary shall then count the hands and the Chairman shall declare the motion to have been carried or lost in accordance with the combined total of the hands counted plus the proxy votes.

- 7.2.4. In the event of a tied vote, the Chairman must exercise a casting vote. This casting vote is in addition to his/her personal vote.
- 7.2.5. Constitution. A motion to amend the Constitution must achieve at least two-thirds of the votes cast in order to be carried.
- 7.3. Election of Committee.
  - 7.3.1. Eligibility. All Full Members are eligible to stand for election as officers (except for the limitation detailed in 7.3.2) or members of the Committee. A new Committee is to be elected at each AGM.
  - 7.3.2. Re-election. At each AGM retiring Officers and Committee members shall be eligible for re-election but no one shall serve as Chairman for more than four consecutive years. A Chairman retiring at the end of his/her fourth consecutive period of office may then stand for election as an ordinary member of the Committee but shall not stand for election as Chairman for a further period of two years. If in these circumstances there is no nominee for the position of Chairman then the new Committee's Deputy Chairman shall become Acting Chairman until nominations are received and an election is held.
  - 7.3.3. Notice of Elections. Notice of an election and blank nomination forms must be sent to the last known addresses of all Full Members to arrive no later than 28 days before the date of the meeting(See Note 1)
  - 7.3.4. Nomination forms. Nomination forms are to be completed by candidates, signed by a proposer and a seconder and forwarded to the Secretary to arrive no later than 21 days before the election.
  - 7.3.5. Ballot Forms. The Ballot forms shall be numbered sequentially and shall list the nominees for election and the positions for which they have been nominated. The nominees shall be listed in alphabetical order. The ballot forms shall also list the motions proposed for the meeting and shall provide space for the name of an appointed proxy and for the name and signature of a member who wishes to vote in absentia (See Section 7.4).
  - 7.3.6. Election without Ballot. Where only one candidate is offered for a Committee position there shall be no ballot for that position and the candidate shall be elected automatically.
  - 7.3.7. Counting of Votes. The vote count will take place during the meeting. Counters chosen by the meeting will count the votes from the ballot forms. A scrutineer or scrutineers may also be appointed. Nominees or members of their families will not take part in these activities.
  - 7.3.8. Declaration of Election Result. One of the counters shall present the ballot forms and the result of the count to the Secretary. Together they shall confirm that the serial numbers correspond to those originally issued. The Secretary shall then announce the results to the meeting. The successful candidates shall be those with the highest number of votes. The number of votes cast for each candidate will not normally be announced. In the event that votes are tied, there shall be a second ballot for the tied positions only. This result shall be final.
  - 7.3.9. After the meeting has closed any Full Member has the right to view the ballot forms.

#### 7.4. Proxies.

- 7.4.1. All Full Members may vote in absentia by appointing a proxy to vote for them. Members may appoint as their proxy either the Chairman of the meeting or another Full Member. With the exception of the Chairman, no member shall hold proxies for more than five other members.
- 7.4.2. The absentee member may mark his/her vote preference on the ballot form or may allow the appointed proxy to vote as he/she sees fit.
- 7.4.3. Members who appoint the Chairman of the meeting as their proxy must ensure that their forms reach the Secretary no later than the start of the meeting. Members who have been appointed proxy must register this fact with the Secretary by the same deadline.

#### 7.5. Committee Decision-Making.

- 7.5.1. The committee shall strive to arrive at its decisions by consensus. When a consensus cannot be reached, a vote must be taken by show of hands and shall be decided by a simple majority.
- 7.5.2. In the event of a tied vote the Chairman will have a casting vote in addition to his/her personal vote.

- 7.6. Reference. Where there is doubt about the correct procedure in any meeting or in any decision process *Robert's Rules of Order* shall be used as the authoritative reference.

### 8. Amending The Constitution

- 8.1. The Constitution can be amended only at an AGM or EGM.
- 8.2. Any suggested amendment to the Constitution must be proposed as a motion for debate and must be communicated to all members in accordance with **The Group's** rules on General Meetings. Such a motion must achieve two-thirds of the votes cast in order to be carried.

### 9. Dissolution.

- 9.1. A proposal to dissolve **The Group** shall be treated as a proposed amendment to the Constitution.
- 9.2. The disposal of **The Group's** physical and net financial assets will be decided by a majority of members at the General Meeting called to discuss the dissolution.

- End -