THE COMPANIES ACTS 1985 and 2006
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
of
THE HASLEMERE PLAYERS, Registered Charity No. 288036

1. INTERPRETATION

In these Articles:
the "Society" means the charity regulated by these articles
the "Managing Committee" are the Trustees of the charity
the "Committee" means the "Managing Committee"
the "Trustees" are the Directors of the Company (and "Trustee" has a corresponding meaning)
"Patrons" are individuals who have given financial or other support to the Society
the Directors are the Subscribing Members of the Company
members of the Society are ordinary members and not Subscribing Members
'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by email, telephone conference call or video conference
words importing the masculine gender only shall include the feminine gender

2. OBJECTS

The objects of the Society are to educate the public in the dramatic and operatic arts and to further the development of public appreciation and taste in the said arts, and in furtherance of these objects but not otherwise the Society through its Managing Committee shall have the following powers:

a) To promote plays, drama, comedies, operas, operettas and other dramatic and operatic works of educational value.
b) To purchase, acquire and obtain interests 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 other necessary effects.
d) To raise funds and invite or receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise; provided that the Society shall not undertake any permanent trading activities in raising funds.
e) To buy or lease any property necessary for the achievement of the objects and to maintain and equip it for use. Subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the charity. Subject to any consents required by law, to borrow money and to charge all or any part of the property of the charity with repayment of the money so borrowed.
f) To do all such other things as shall further the objects of the Society.

3. LIABILITY OF DIRECTORS

The liability of each Subscribing Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for –

(a) payment of the company's debts and liabilities contracted before he ceases to be a Member
(b) payment of the costs, charges and expenses of winding up, and
(c) adjustment of the rights of the contributories amongst themselves

4. **MEMBERS**

The Society shall consist of acting and non-acting members, and may also include as life members such persons as shall have rendered special services to the Society.
Ordinary membership shall be open to all those over the age of sixteen years who have sympathy with the objects of the society and desire actively to further them and to pay the annual subscription prescribed by the Articles. Patrons are also ordinary members of the Society.

5 **MANAGEMENT**

The officers of the Society shall consist of President, Chairman, Treasurer and Secretary. The Society shall be managed by a Managing Committee consisting of the Chairman, Treasurer, Secretary and up to seven other members of the Society.

6 **APPLICATION FOR MEMBERSHIP**

Applications for acting and non-acting membership shall be made to the Treasurer, either in writing accompanied by the relevant membership fee or by paying the current membership fee and auditioning for a part in a current production. All applications for membership will be submitted by the Treasurer to the Committee for its decision.
Temporary membership may, upon the invitation of the Committee, be offered to any person whose services are required for a particular production.

7 **CAPABILITIES OF CANDIDATES FOR MEMBERSHIP**

Prior to election all candidates for Acting membership may be required to satisfy the Committee as to their dramatic and/or musical ability.

8 **EXPULSION OF MEMBERS**

a) Any member of the Society who in the opinion of the Committee confirmed by an Extraordinary General Meeting of the Society shall be guilty by his actions of misusing the privileges of the Society or of otherwise bringing the Society into contempt or disrepute may be suspended or expelled from the Society.
b) The Committee may, by a unanimous vote, remove from the list of members the name of any acting 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.

9 **SUBSCRIPTIONS**

i) Annual

a) Acting and non-acting members

The annual subscription to the Society shall be such amount as shall be determined at the Annual General Meeting. The first subscription shall be payable on notification of acceptance as a member. Subsequent annual subscriptions shall become due for payment immediately following the Annual General Meeting and in any event not later than 30th September. Any person not having paid by that date shall cease to be a member.

b) Patrons

Any person may be a Patron member of the Society on the payment of such annual subscription as shall be determined at the Annual General Meeting.

ii) Performance

All Acting and Temporary members shall pay an additional subscription (Performance) of such amount as the Committee may from time to time decide. Such subscription shall be payable not later than one month following the selection of the cast.

10 **COMMITTEE MEETINGS**

The first meeting of the Committee shall be as soon as practicable after the Annual General Meeting. All subsequent meetings shall be called by the Secretary as decided by the Committee or when so requested by notice in writing to the Chairman signed by any six of its members. The Committee, at its first meeting, shall elect from among its members a Vice Chairman to stand in for the Chairman on any occasion that he/she is not available. The Committee shall also delegate Members to represent the Society on any outside body that it feels necessary. Five members of the Committee shall form a quorum.

11 **COMMITTEE'S POWERS**

The Committee shall have power to:

a) Co-opt up to two additional members as may be necessary
b) Appoint such sub-committees as may be required and to delegate to such committees such powers as it thinks fit
c) Select works to be performed by the Society for the calendar year subsequent to its term of office
d) Select the Director and Musical Director for such works
e) Decide any question arising out these Articles and all other matters connected with the Society (other than and except those which can only be dealt with by the Society in General Meeting) and make and maintain and publish all necessary orders, regulations and bye-laws in connection therewith.

12 **PROPERTY**

i) The Committee shall cause all land held by or for the charity to be vested in either:
   a) the Official Custodian for Charities, or
   b) a corporation entitled to act as custodian trustee, or
   c) not less than three individuals appointed by them as Holding Trustees

ii) The Committee may cause investments to be held in the name of either
   a) a corporation entitled to act as custodian trustee, or
   b) not less than three individuals appointed by them as Holding Trustees, or
   c) a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

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

13 **FINANCE**

a) The funds of the Society shall be applied solely to the stated objects of the Society
b) No member of the Society shall receive payment directly or indirectly for services to the Society other than for legitimate expenses incurred in its work.

14 **FINANCIAL YEAR**

The financial year of the Society shall commence on the 1st May and an annual profit and loss account and balance sheet shall be prepared within two months after 30th April in each year.

15 **SELECTION OF THE CAST**

The principals and chorus for any production shall be selected by an audition committee consisting of the Director, Musical Director and three other people selected by the Committee. The decision of the majority of such members shall be final except where the Director and Musical Director are in agreement when their decision shall prevail.

16 **CONTROL OF REHEARSALS**

The Musical Director shall conduct and control all music rehearsals and the Director shall control all stage rehearsals.

17 **ANNUAL GENERAL MEETING**

The Annual General Meeting of the Society shall be held in the month of June when the report of the Committee and the accounts for the past year, duly audited, shall be presented. The officers, other members of the Committee, an Auditor for the ensuing year and Life Members (as recommended by the Committee) shall be elected and all general business transacted.

18 **EXTRAORDINARY GENERAL MEETING**

An Extraordinary General Meeting of the Society may be called at any time at the discretion of the Committee and shall be called within twenty-one days after receipt by the Secretary of a requisition in writing to that effect signed by at least twenty acting or non-acting members. Every such requisition shall specify the business for which the meeting is to be convened and no other business shall be transacted at such a meeting.

19 **GENERAL MEETING**

No business other than the formal adjournment of the Meeting shall be transacted unless a quorum of not less than twenty-five members are present and entitled to vote. Unless otherwise provided by these Articles all resolutions brought forward at a General Meeting shall be decided by a majority vote. In the case of an equality of votes the Chairman shall have a casting vote.

20 **FORM OF MEETINGS**

A meeting of the Trustees or members may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants but the Annual General Meeting in each year must be held in person.

21 **RETIREMENT O F OFFICERS AND COMMITTEE**

The Committee (including Officers) and Auditor shall retire annually but shall be eligible for re-election. The names of willing candidates for the posts of President, Chairman, Treasurer, Secretary, Auditor and seven other members of the Committee duly proposed and seconded, shall be sent to the Secretary in writing and shall be accepted by the Secretary up to the start of the Annual General Meeting. In the event of more names being proposed than the number required to fill the vacancies the election may be by ballot.

If any of the aforementioned positions shall not be filled at such Meeting or any casual vacancy occur, it may be filled by the remaining members of the Committee.

22 **NOTICE OF GENERAL MEETING**

A printed notice of every General Meeting accompanied in the case of the Annual General Meeting by the Statement of Accounts for the past year and the particulars of nominations for the Committee (including the Officers and Auditors) and any proposal for the election of Life Members shall be sent to each member at least fourteen days prior to the date of the Meeting.

23 **DISSOLUTION OF SOCIETY**

The Society shall only be dissolved by resolution passed by a majority of at least five-sixths of the Members present and voting at a Special General Meeting called for the purpose of considering such a dissolution. In the event of dissolution any balance of cash remaining in hand after the realisation of assets and payment of debts shall not be distributed among the members of the Society but shall be applied to 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 Meeting shall determine.

24 **ALTERATION TO ARTICLES**

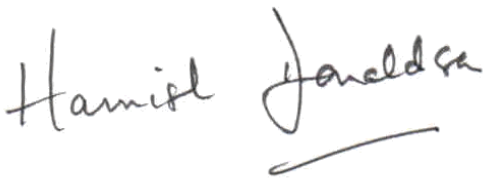
a) No alteration of these Articles shall be made except at a General Meeting nor unless twenty days prior to such a Meeting a written notice of the proposed alteration or of one substantially to the like effect shall have been given to the Secretary who shall give fourteen days' notice thereof to the members and the resolution embodying such proposed alteration shall be carried by a majority of at least two-thirds of the votes recorded thereon at the Meeting.

b) No alteration may be made to Articles 2, 23 and 24 without the approval of the Charity Commissioners for England and Wales or other Authority having charitable jurisdiction from time to time.

12 October 2016

NAMES AND ADDRESSES OF SUBSCRIBERS

HAMISH DONALDSON
EDGECOMBE
HILL ROAD
HASLEMERE GU27 2JN



ETC

Witness to the above signatures:-

Name & address