



BIG BAD WOLF

CHILDREN'S THEATRE COMPANY



Constitution

Of

The Big Bad Wolf Children's Theatre Company

1. Name

The name of the association shall be: The Big Bad Wolf Children's Theatre Company.

2. Objects

The association's objects are to:

Advance education of young people and to foster and develop an interest in the performing arts and in performing arts process.

To further these aims the association will,

- i) Provide regular theatre workshops
- ii) Encourage representatives of agencies to exchange information and to work on collaborative projects
- iii) Take part in other activities that seek to promote good practice in youth theatre for the benefit of the community

3. Powers

In pursuance of the objects set out in Clause 2 (but not otherwise) the association shall have the following powers: -

- a) Advance education of young people in the field of performing arts
- b) To carry out any other activities which further any of the above objects
- c) To purchase, take on lease, hire or otherwise acquire any property or rights, which are suitable for the association's activities
- d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association
- e) To sell, let, hire out, license, or otherwise dispose of all, or any part of the property and rights of the association
- f) To engage such consultants and advisers as are considered appropriate from time to time
- g) To effect insurance of all kinds
- h) To liaise with other voluntary sector bodies, local authorities, UK and Scottish Government Departments and Agencies, and other bodies, all with a view to furthering the association's objects
- i) To support any other charitable body and to make donations to other charities

- j) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities
- k) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attached to them).
- l) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

4. General Structure

- The parents/carers of MEMBERS – who have the right to attend the Annual General Meeting (and any Special General Meeting) and have important powers under the constitution: in particular the parents/carers may elect people to attend the management committee meetings.
- The MANAGEMENT COMMITTEE – will consist of parents/carers of the members or volunteers - who hold regular meetings during the period between Annual General Meetings, and generally control and supervise the activities of the association; in particular the management committee is responsible for monitoring the position of the association.

5. Membership

The association shall commence with a core membership of no more than 65 children subject to committee approval and will vary the membership to a maximum to be determined from time to time by the committee.

Membership shall be open from 01/10/07, to any individual, who supports the objectives of The Big Bad Wolf Children's Theatre Company, subject to approval by the committee and production team, which will not be unreasonably withheld.

Membership will be open to anyone from age 8 at the start of a membership year to under 19 years by the end of the main annual production. Members that are 18 years of age may be subject to PVG by disclosure Scotland. A condition of membership will be members must participate in main production, all other productions throughout the year are not compulsory.

If anyone wishes to put their membership on hold, due to national secondary school examinations they must inform The Committee in writing before 30th of June in each year. A request to put membership on hold after this date will be at the discretion of the Management Committee. The suspension of membership cannot be withdrawn unless with express consent of the Management Committee. Membership Fee must still be paid.

Returning members must return form and a non refundable deposit, specified by the Association, to hold open their place by the date given in advance to parents/members.

Members may only suspend membership for one annual production.

6. Application for Membership

Any person who wishes to become a member must sign and lodge with the association, a written application and be prepared to audition to the production team. Auditions may be held in March of each year. The Management Committee shall, within a reasonable time after the audition, notify the applicant of its decision on the application. The company is committed to equality of opportunity and access to opportunity for all.

7. Membership Subscription

The Big Bad Wolf Children's Theatre Company membership fees shall be set at a rate determined by the committee.

8. Register of Members

The management committee shall maintain a register of members, setting out the full name and address of each member, the date which he/she was admitted to membership, and the date he/she cease to be a member.

9. Withdrawal from Membership

Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect, on receipt of the notice by the association he/she shall cease to be a member.

The management committee reserve the right to remove membership on the following grounds:

- If fees are not paid in full by a given date notified to parents/carers in advance.
- If members do not attend three rehearsals during any given production without prior notification.
- Failure to commit to main production
- Failure to adhere to the Code of Conduct

Notification will be given in writing to anyone having their membership removed.

10. General Meetings

The management committee shall convene an Annual General Meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.

11. The business of each annual general meeting shall include:

- a) A report by the chair on the activities of the association
- b) Consideration of the annual accounts for the association
- c) The election/re-election of members of the management committee, as referred to in clause 30.

12. A special general meeting may be called on 21 days notice (1) by the Management Committee, or (2) on a notice presented to the Secretary by the membership's parent/carers, stating fully the business to be discussed. Each separate item of business so presented under (2) must be supported by at least 10 signatories who shall be parents/carers of the members. Calls for a meeting under (2) cannot be made within 8 weeks of opening performance of a production.

13. Notice of General Meeting

At least 21 clear days notice must be given of any Annual General Meeting or Special General Meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

14. The reference to “clear days” in clause 13 shall be taken to mean that in calculating the period of notice, the day after the notice is posted, and also the day of the meeting should be excluded.

15. Notice of every general meeting shall be given to all members of the association and to all members of the management committee.

16. Procedure at General Meeting

No business shall be dealt with at any general meeting unless a quorum is present: the quorum for a general meeting shall be 8 members, present in person.

17. 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.

18. The chair of the association 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, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

19. 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.

20. Every member of the association shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

20a. A member who wishes to appoint a proxy to vote on his/her behalf at any meeting must lodge with the association, prior to the time when the meeting commences a written proxy form, signed by him/her.

20b. A proxy need not be a management committee member of the association.

20c. A member shall not be entitled to appoint more than one proxy to attend the same meeting.

20d. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed him/her to speak at the meeting.

21. 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.

22. A resolution put to the vote at a general meeting shall be decided on show of hands unless a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

23. 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.

24. Maximum number of management committee members

The maximum number of members of the management committee shall be 15 with a variance of 2 at the discretion of the management committee.

25. Election, retrial, re-election

At each Annual General Meeting the interested parties may elect anyone to be a member of the management committee for a period of two years.

26. The management committee may at any time appoint anyone to be a member of the management committee.

27. Termination of Office

A member of the management committee shall automatically vacate office if: He/she resigns office by notice to the association

28. Register of Management Committee Members

The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

29. Office Bearers

The management committee members shall elect from among themselves a chair, a vice-chair, a secretary, and treasurer, and such other office bearers (if any), as they consider appropriate.

30. All of the office bearers shall hold office for a period of 2 years, but can be re-elected at an Annual General Meeting.

31. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

32. Powers of management committee

Except as otherwise provided in this constitution, the management committee, who may exercise all the powers of the association, shall manage the association and its assets and undertaking.

33. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

34. Procedure at management committee meetings

Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

35. The management committee may, at its discretion, allow any person who 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. Conduct of members of the management committee

Each of the members of the management committee shall, in exercising his/her function as a member of the management committee of the association, act in the interests of the association; and, in particular, must:

- Seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in the constitution)
- Act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
- In circumstances giving rise to the possibility of a conflict of interest between the association and any other party – put the interest of the association before that of the other party, in taking decisions as a member of the management committee.
- Ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

37. Delegation to sub-committees

The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other members (if any) as the management committee may determine; they may also delegate to the chair of the association (or holder of any other post) such of their powers as they may consider appropriate.

38. Any delegation of powers under clause 37 may be made, subject to such conditions, as the management committee may impose and may be revoked or altered.

39. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

40. Operation of accounts and holding of property

The signatures of two out of four 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 an office bearer.

41. The title to all property shall be held either in the name of the chair, treasurer or secretary of the association (and their successors in office) or in the 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.

42. Minutes

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.

43. Accounting Records and Annual Accounts

The management committee shall ensure that proper accounting records are maintained, and prepared, in accordance with all applicable statutory requirements.

44. Notices

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 or sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association. Communication may also be made by email or text if appropriate.

45. Dissolution

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.

46. If a proposal by the management committee to dissolve the association is confirmed by two-thirds majority of those present and voting at the general meeting convened under clause 45, 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 charitable body or bodies having objects similar to those of the association; the identity of the body or other bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

47. None of the association's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

48. Alterations to constitution

The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting and of the resolution is given.

49. Interpretation

For the purpose of this constitution,

- 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.
- 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 sections 505 and 506 of the Income and Corporation Taxes Act 1988
- The expression “members” with reference to General Meetings and Committee meetings shall refer to the parents / carers of the members who carry out the members voting rights.

50. 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.