

Rhyl Liberty Players



RULES

Registered Charity Number 1175844

Rules

Rhyl Liberty Players became a Charitable Incorporated Organisation (CIO) in Nov 2017, and is now governed by the Constitution registered with the Charity Commission (CC) and by charity & general legislation. That Constitution is largely based on a template (*CIO Association Model Constitution*) provided by the Charity Commission, but with limited tailoring to suit our needs. The Constitution was last amended at the AGM on 2 June, 2023 and registered with CC on 7 June, 2023.

Rhyl Liberty Players is run by a small number of Trustees, who are normally elected, from time to time, by the Members at Annual General Meetings. The Trustees are empowered to make such additional Rules as they see fit to aid the governance of the charity, provided they do not conflict with the Constitution. Where any doubt exists, ***the wording of the Constitution takes precedence over the Rules.***

These Rules *summarise the main features* of the Constitution (for information) and also contain additional Rules. Although not mandatory, the Trustees have agreed that some of these additional Rules should be subject to approval by the Members at a General Meeting. There are, therefore, three categories of Rule:-

- 1) those directly reflecting features of the Constitution and that are only ***significantly*** changeable by a formal amendment to the Constitution (marked with □). **NB** [*References in square brackets*] are to Constitution clauses (to determine the full wording). Some features, eg, proxy voting, are prohibited by law *unless* explicitly prescribed in the Constitution. Clarification statements about such features have the reference [*by omission*]
- 2) those that can ***only*** be changed with the formal approval of Members (marked with ⚠)
- 3) those that can be changed ***at any time*** by the Trustees (unmarked)

The current version of Rhyl Liberty Players Constitution can be viewed and downloaded here:-

https://www.libertyplayers.co.uk/images/Documents/Rhyl_Liberty_Players_Constitution_V2_AGM_02-06-2023.pdf

The current PDF version of the Charity Commission Model “Constitution of a Charitable Incorporated Organisation with voting members other than its charity trustees” (which also contains useful notes on options and legal requirements) can be viewed and downloaded from the government website:-

<https://www.gov.uk/government/publications/setting-up-a-charity-model-governing-documents>

NB this may no longer be the one relevant to the 2023 Constitution amendment.

1 General

- 1.1 The *name* of the Society shall be the Rhyl Liberty Players [1]
- 1.2 Its *object* shall be to foster, develop and encourage dramatic art, the production of plays on a regular basis for the entertainment and benefit of the general public and the organisation of such functions as the board shall consider desirable [3]
- 1.3 The *income and property* of the Society must be applied solely towards the promotion of the objects [5]
- 1.4 If the Society is *wound up*, Members have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities [8]. Subject to the payment of all the Society's debts, the remaining assets must be applied for charitable purposes the same as or similar to those of the Society [29]
- 1.5 The Society Financial Year shall be from 1 January to 31 December

2 Members

- 2.1 Membership is open to any individual who is interested in furthering the Society's purposes [9(1)] and is over the age of 16
- 2.2 Prospective Members must fill in the application form, and their acceptance is at the discretion of the Trustees (with safeguards) [9(1)(b)]
- 2.3 Members are required to pay a membership fee set, from time to time, by the Trustees and agreed at a General Meeting of Members. The fee becomes due at the start of the Society Financial Year. A concessionary rate may be offered
- 2.4 Upon acceptance and payment of the annual fee, an ordinary Member shall have the right to vote at General Meetings and shall receive a copy of the Society Rules
- 2.5 The Trustees may confer Lifetime Membership [9(1)(b)(vi)] with full voting rights, but without fee, on long-serving Members. Lifetime Members are subject to the same rules and obligations as ordinary Members
- 2.6 The Trustees may grant Associate, *non-voting* Membership to any individual under conditions that the Trustees determine [9(6)]. Associate Members are otherwise subject to the same rules and obligations as ordinary Members
- 2.7 Membership of the Society cannot be transferred [9(2)] to anyone else
- 2.8 It is the duty of Members to act in a manner most likely to further the purposes of the Society [9(3)]
- 2.9 Members may voluntarily terminate their Membership by notifying the Trustees [9(4)(a)]
- 2.10 Membership is automatically terminated if any sum of money owed by the member to the Society is not paid in full within six months of its falling due [9(4)(a)]. **NB** this includes Membership fees
- 2.11 Membership may also be terminated (with safeguards) by the Trustees if in the best interests of the Society [9(4)(a)]
- 2.12 Members shall *not* receive payment directly, or indirectly, for services to the Society other than approved legitimate expenses. **NB** *The Society does not pay any expenses members may incur during travelling to or from meetings, rehearsals or productions*

3 Trustees

- 3.1 ☐ The management of the Society shall be vested in a minimum of **three** and a maximum of **nine** Trustees [12(3)]. Trustee posts in excess of three are *optional*
- 3.2 ☐ A Trustee must be a legally eligible individual [12(2)] but **need not** be a Member of the Society [*by omission*]
- 3.3 ☐ Trustees are principally elected by the Members at a General Meeting [13(3)]
- 3.4 ☐ Trustees may also appoint additional Trustees [13(4)] at any time (within the limits of 3.1 above), but anyone so appointed shall retire at the next AGM [13(5)], but they may stand for re-election
- 3.5 ☐ **One-third** of the Trustees (not counting Trustees appointed as in 3.4 above) shall retire by rotation at each AGM [13(1)], but they may stand for re-election [16]
- 3.6 ☐ Trustees may also be removed (with safeguards) by a two-thirds majority vote of Members [15(2)]
- 3.7 ☐ The quorum for Trustee meetings is the greater of two Trustees or one-third of the total [19(3)]
- 3.8 ☐ The charity trustees appoint one of their number to chair their meetings [19(2)] and also to chair General Meetings of Members [11(4)]
- 3.9 ☐ The Trustees may delegate any of their powers to a Committee (which must include at least one trustee) under terms that they decide [18]
- 3.10 ☐ Trustees may appoint any Officers [24(1)] deemed necessary, who **need not** be Members or Trustees, to manage specific activities, but retain overall responsibility for their actions. **NB** *some of these roles were formerly directly elected by the Members and some could be new, eg, 'Webmaster'*
- 3.11 Discussions and decisions at Trustee Meetings are private

4 General Meetings

- 4.1 ☐ A General Meeting of Members may be called at any time by the Trustees or by the request of 10% of the Membership [11(2)]
- 4.2 ☐ The Annual General Meeting (AGM) shall normally be held within three months of the end of the Society Financial Year and normally not more than 15 months after the previous AGM [11(1)]
- 4.3 ☐ At least 14 clear days' notice of a General Meeting must be given and state [11(3):-
 - 4.3.1 ☐ the date, time & venue
 - 4.3.2 ☐ particulars of any resolution to be moved, and the general nature of any other business
 - 4.3.3 ☐ the text of any proposed alteration to the Constitution
 - 4.3.4 ☐ (for the AGM), an audited Statement of Accounts, Trustees' Report, and details of persons standing for election or re-election

- 4.4 ☐ Communication between Members and the Society, whether about General Meetings or other matters, may be by electronic means (principally email) [22]
- 4.4.1 ☐ Members may withdraw their consent to this by notifying the Society [22]
- 4.4.2 ☐ Members may request a hard copy of such communications [22]
- 4.4.3 ☐ For the avoidance of doubt, **voting** by **proxy**, **post** or **electronic means** is **NOT** permitted [by omission]
- 4.5 ☐ The Chairman of the General Meeting shall be the Chairman of the Trustees (see 3.8 above) or, if unavailable, the Meeting shall elect its own Chairman [11(4)]
- 4.6 ☐ The quorum is the greater of three Members or 5% of the total Membership [11(5)]
- 4.7 Motions must be proposed and seconded
- 4.8 ☐ A resolution shall be decided on a show of hands [11(6)]
- 4.9 ☐ A poll (a counted vote, but not necessarily a paper ballot) may be demanded by the Chairman or at least 10% of the Meeting [11(6)]
- 4.10 ☐ Decisions require a simple majority of the votes cast at the Meeting **except** for:- [10]
- 4.10.1 ☐ Removal of a Trustee requires a two-thirds majority [15(2)]
- 4.10.2 ☐ Amendment to the Constitution [28] or Winding-up the CIO [29] require a 75% majority
- 4.10.3 ✂ Amendments to the Society Rules (marked ✂) require a two-thirds majority
- 4.11 ☐ In the event of a tie, the Chairman shall have a second, or casting, vote [11(6)]
- 4.12 All Members, Trustees, the President and any Guests invited by the Trustees may attend and speak at General Meetings. Only Members with voting rights may vote

5 Elections

- 5.1 Distinct elections shall be held for each available post (or group of identical posts)
- 5.2 ✂ Candidates must be proposed and seconded, either in advance or from the floor, by any Member, but only if they are willing and eligible to stand
- 5.3 Candidates should provide a short resumé to aid voters in their choice. All such resumés shall be read out before a vote is taken if not previously circulated
- 5.4 ✂ If there is only **one** Candidate for a post or each of a group of similar posts, the vote may be by a unanimous show of hands; in all other cases the vote shall be by ballot
- 5.5 ✂ Ballot papers may be pre-printed with advance nominations, but voters may be asked to add manually any recent nominations or remove any printed nominations no longer relevant. Ballot papers will also include a 'None of the above' option, but this will be ignored if selected in conjunction with other candidates
- 5.6 ✂ Voters may indicate (by a tick or a cross) a vote in favour of a number of candidates not exceeding the number of posts available (or the total number of candidates if smaller), but may vote for fewer candidates than the maximum allowed

- 5.7 ☐ Only Candidates having the support of a simple majority of those voting [11(6)] shall be elected (**NB** a majority means *greater than* half)
- 5.7.1 Blank ballot papers are not a vote in favour of any candidate, and **do not count** towards the total votes for computing the majority
- 5.7.2 ‘Spoilt’ ballots (eg, *illegible* names or *ineligible* candidates, or *too many* votes) do not count in favour of any candidate, but **are counted as one** towards the total votes for computing the majority
- 5.7.3 Valid ballot papers count as a vote in favour of each candidate indicated and **count as one** vote towards the total votes for computing the majority
- 5.8 ☐ In the case of multiple candidates for several identical posts, those having the largest number of votes (provided that number is still a majority) shall be elected [11(6)]
- 5.9 In the event of a tie (of majority votes) for the last (or only) post or posts (in order of preference):-
- 5.9.1 ✂ The tied candidates may agree among themselves who shall take the available post(s)
- 5.9.2 ✂ If the remaining posts are *optional*, the posts shall remain vacant (**NB** for example, optional posts would include those of President, or Trustees in excess of the minimum of three)
- 5.9.3 ✂ the ballot shall be re-run for the remaining post(s) with only the tied candidates; if the result is still a tie, the candidate with the fewest votes shall be eliminated and the ballot re-run until a decisive result is obtained
- 5.9.4 ✂ The meeting may resolve to re-open nominations and re-run the election for the remaining posts
- 5.10 ✂ Any candidates elected or re-elected shall take their posts, and any retiring post-holders shall relinquish their posts, at the **conclusion** of the General Meeting

6 President

- 6.1 The Society **may** have a President to represent it publicly. The post is *optional*
- 6.2 The President **need not** be a Member or a Trustee, and shall not, *ex officio*, become a Member or Trustee, but is entitled to attend and speak at the AGM and other Society functions
- 6.3 ✂ The President will normally be elected by the Members by a simple majority at the AGM
- 6.4 ☐ If a President is not elected at an AGM, or ceases to hold office, one may be appointed by the Trustees [24(1)]
- 6.5 ✂ The President shall retire annually at the AGM, but may stand for re-election without limit

7 Disputes

- 7.1 If a dispute arises between Members of the Society about the validity or propriety of anything done by the Members under the Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation [27]
- 7.2 Members having any dispute concerning the Society should notify the Trustees in the first instance
- 7.2.1 If the dispute directly involves one or more Trustees as *individuals*, those Trustees shall be treated in the same way as Members and the matter shall be considered by the remaining Trustees, provided they form a quorum
- 7.2.2 If the dispute involves the Trustees as a whole, or a quorum of Trustees cannot be formed as described in 7.2.1 above, a General Meeting shall be called (either by the Trustees or the Members according to Clause 11(2) of the Constitution) expressly to resolve the matter
- 7.3 The Trustees shall begin an investigation within 21 days of such notification and attempt to resolve the situation amicably with the parties concerned
- 7.4 All parties to the dispute (and/or a representative) shall have the right to make representation in person to the Trustees
- 7.5 If the Trustees conclude that any Member or Trustee should be expelled, then the appropriate procedure in the Constitution (Clause 9(4) or Clause 15(2) respectively) shall be followed
- 7.6 Otherwise, the decision of the Trustees is final, subject to the calling of a General Meeting according to the Clause 11(2) of the Constitution

8 Theatrical Productions

- 8.1 Whilst suggestions for productions and offers to direct will be gratefully received and considered, the final decision on choice of production, dates, venue, director, etc, shall be made by the Trustees (or a Committee established by them for the purpose)
- 8.2 The Trustees shall produce, and keep updated, Guidelines for the organisation and smooth running of typical types of production for the benefit of all involved. Such Guidelines must not be inconsistent with any provision of the Society Rules or the Constitution, and must be available to Members on request
- 8.3 All Members shall be entitled audition for parts or offer their services as director or for other roles in a production. The Trustees may authorise non-Members to be considered for parts or roles if suitable expertise is not forthcoming from the Membership
- 8.4 There may be a charge payable by Members for participating in a production (eg, to cover the cost of rehearsal space, performance space, costumes, sets, properties, equipment, etc). Cast members are expected to pay for scripts
- 8.5 The Director will be solely responsible for casting the play and no Member or Trustee shall attempt to influence the Director's choice. The Director must report any such attempt to the Trustees
- 8.6 Members, Trustees or Officers shall not be unfit to participate in, due to alcohol or other substances, or behave abusively at, any Society activity (especially rehearsals and productions) they attend