

# SavoyNet Performing Group Constitution

Constitution adopted on the 25<sup>th</sup> day of March 2006

This constitution shall be governed by English law. Disputes arising out of this constitution are subject to the non-exclusive jurisdiction of the courts of England and Wales, to which the parties irrevocably submit.

## 1. Name

The Organisation shall be called SavoyNet Performing Group

## 2. Objects

The objects of the Organisation are to educate the public in the dramatic and operatic arts, and in particular the works of Gilbert and Sullivan, and to further the development of public appreciation and taste and scholarship in the said arts.

## 3. Powers

In furtherance of these objects but not otherwise, the Organisation through its Steering Committee may exercise the following powers:

- a. to promote, produce, present and perform plays, drama, comedies, operas, operettas, and other dramatic and operatic works of educative value;
- b. to purchase, acquire, license and obtain interests in the copyright of or the right to perform or show any such dramatic or operatic works;
- c. to purchase, hire or otherwise acquire plant, machinery, furniture, fixtures, fittings, scenery, costumes, stage properties and all other 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 in raising funds the Organisation shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- e. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Organisation;
- f. subject to any consents required by law to borrow money and to charge all or any part of the property of the Organisation with repayment of the money so borrowed;
- g. to employ such staff (who shall not be members of the Steering Committee) as are necessary or desirable for the proper pursuit of the objects
- h. to appoint and constitute such sub-committees as the Steering Committee may think fit;
- i. to pay and make payments or promises to pay as may be necessary or advisable for the proper pursuit of the Objects; and
- j. to do all such other lawful things as are necessary for the achievement of the objects of the Organisation.

## 4. Membership

Membership of SavoyNet Performing Group shall be open to all those who are subscribers to the SavoyNet Gilbert and Sullivan e-mail list. The members of SavoyNet Performing Group shall be those who have participated in any capacity in one of the Organisation's last five shows, or who are planning to participate in the Organisation's immediately forthcoming show, excluding suspended or expelled members. The Steering Committee shall have the sole authority to determine whether an individual has met these criteria.

A separate e-mail list, called B99, or any other such name as the Steering Committee shall see fit, shall be maintained for discussion and planning of shows. All members of SavoyNet Performing Group shall be subscribers to the B99 e-mail list. Spouses, family members or partners of members who also participate in shows in any capacity, shall also be deemed to be members in their own right, and need not maintain separate e-mail accounts.

For any matter under this constitution that requires notice to the membership, an e-mail notice, or a posting to an e-mail list maintained for that purpose, shall be deemed sufficient notice. It shall be each member's responsibility to maintain access to a working e-mail account for this purpose, and to notify the listowner of any changes to that e-mail address.

Before being allowed to perform on-stage, any member on any occasion may be required (at the Steering Committee's discretion) to satisfy the Steering Committee or their delegated representatives of his/her musical and/or dramatic and/or movement capability.

#### 5. Expulsion or Suspension of Members

The Steering Committee may by a two-thirds agreement vote expel or suspend for a period to be determined by the Steering Committee, any member who is considered to have persistently neglected the work undertaken by the Organisation or whose conduct is considered likely to endanger the welfare of the Organisation. The individual shall have the right to be heard by the Steering Committee before a final decision is made. Such a hearing may be by e-mail or face-to-face, as the Steering Committee shall see fit.

#### 6. Subscriptions and Fees

There shall be no annual subscription fee. All participants in a show shall pay a proportion of the costs of that show. These costs will be calculated by the Treasurer, or by another suitable person, who will inform the members of the payment owing.

#### 7. Resignations

Any member may resign from the Organisation at any time by notifying (i) any member of the Steering Committee or (ii) any person who maintains an e-mail list for the purpose of communicating among the members, of their desire to do so. Any member who changes their e-mail address without notifying a person described in clause (i) or (ii) above shall be deemed to have resigned from SavoyNet Performing Group. Their membership and all voting rights to which they would otherwise be eligible shall be restored on their resubscribing.

#### 8. Steering Committee

The Organisation shall be managed by a Steering Committee, consisting of at least three members, and the number shall be designated from time to time by a two-thirds vote of the Steering Committee. The initial number of members of the Steering Committee shall be seven. The members of the Steering Committee shall be elected by a plurality vote of the membership of the Organisation, except that the listowner of the SavoyNet e-mail list shall serve on the Steering Committee ex-officio. Each member of the Steering Committee shall serve for a renewable 2-year term. The term of office of Steering Committee members shall expire the day after the performance of the annual SavoyNet Performing Group production at the Gilbert and Sullivan Festival in Buxton. If in any particular year, there shall not be a performance by the Organisation at the Gilbert and Sullivan Festival in Buxton, then the term of office shall cease on the last day of said Festival.

Each year when a number of the Steering Committee members' terms of office shall be at an end, an open election shall be held, by e-mail. Any member of SavoyNet Performing Group may propose himself or herself for election to the Steering Committee, and the election shall be held in such a manner as the Steering Committee shall see fit, using a voting system such as the Steering Committee shall see fit, provided that it shall be fair. All members of the Steering Committee shall be 18 years of age and over.

All members of SavoyNet Performing Group shall be entitled to vote for as many candidates as there are places on the Steering Committee available for election. There is no limit to the number of candidates who may stand for election, nor to the number of occasions on which a candidate may stand.

The Steering Committee shall elect a Convenor from amongst its members. Other named positions may be selected as the Steering Committee shall see fit.

Once the Production Team for a particular show has been selected, the members of this team may be co-opted to join the Steering Committee ex-officio for the duration of the planning, rehearsal and performance of that show.

A member of the Steering Committee shall cease to hold office if he or she:

- becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- notifies to the Steering Committee a wish to resign (but only if at least three members of the Steering Committee will remain in office when the notice of resignation is to take effect).
- dies

If a member of the Steering Committee shall cease to hold office, part-way through their term, for whatever reason, the Steering Committee shall have the power either to elect a replacement, or to leave the post vacant

until the usual date for elections to be held. Any post which falls vacant in such an instance, shall automatically come up for re-election by the usual means, at the usual date for elections.

The proceedings of the Steering Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

9. Steering Committee members not to be personally interested

- a. Subject to the provisions of sub-clause (b) of this clause, no member of the Steering Committee shall acquire any interest in property belonging to the Organisation or receive remuneration or be interested (otherwise than as a member of the Steering Committee) in any contract entered into by the Steering Committee.
- b. Any member of the Steering Committee who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Steering Committee to act in a professional capacity on behalf of the Organisation; provided that at no time shall a majority of the members of the Steering Committee benefit under this provision and that a member of the Steering Committee may be required to withdraw from any meeting at which his or her own instruction or remuneration, or that of his her firm, is under discussion.

10. Meetings of Steering Committee

As the membership of SavoyNet Performing Group is distributed across the world, it is likely that the members of the Steering Committee shall also be located in different countries. The meetings and discussions of the Steering Committee will be held by e-mail, via a discussion group set up for this purpose. Meetings may also be held in person on occasion, as the Steering Committee shall see fit.

Every matter shall be determined by a majority of votes of the members of the Steering Committee, except as otherwise specifically provided in this constitution, but in the case of equality of votes the Convenor shall have a second or casting vote. If a vote on any matter is called, then a period of 14 days shall elapse before the voting is closed. If at the end of this period there have been votes cast by less than a quorum (51%) of the Steering Committee, then the matter under consideration shall be considered as 'Not Carried'. If a majority vote for or against a matter shall be achieved in a shorter period than 14 days, then the vote shall be closed. Two exceptions to the 14 day period shall apply : (i) in the month immediately preceding a show produced by the group, at the International Gilbert and Sullivan Festival in Buxton, or elsewhere, the period for votes shall be 7 days, and (ii) during the period of rehearsal and performance of a show at Buxton or elsewhere, an immediate vote may be called, with the quorum being however many members of the Steering Committee and Production Team shall be on location at that time.

The Steering Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

The Steering Committee may appoint one or more sub-committees consisting of three or more members, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Steering Committee would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Committee. The Steering Committee may appoint non-members of the Steering Committee to such sub-committee as may be appropriate, depending on the needs for the expertise of such individual and providing that any sub-committee shall have at least one member who is a member of the Steering Committee.

11. Steering Committee's Powers

The Steering Committee shall have power to decide any questions arising out of this constitution and all other matters connected with the Organisation and to make maintain and publish all necessary orders regulations and bye-laws in connection therewith.

12. Finance

The Steering Committee shall select one of its members, or another appropriate person, to act as Treasurer. The Treasurer may be co-opted ex-officio to the Steering Committee, as the Steering Committee shall see fit.

The funds of the Organisation shall be applied solely in furthering the objects of the Organisation.

The funds of the Organisation, including all members' fees, donations, box office income and bequests, shall be paid into an account operated by the Steering Committee in the name of the Organisation at such bank as the Steering Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Steering Committee. The Treasurer or the Steering Committee may maintain a 'float' of cash during the period of rehearsal and performance of any show, provided that all money shall be accounted for at the end of the financial year.

Subject to clause 9(b), no member of the Organisation shall receive payment directly or indirectly for services to the Organisation or for other than legitimate expenses incurred in its work.

The Steering Committee shall authorise specific individuals to spend money on production expenses on behalf of the Group. No individual shall spend money on production expenses without the authorisation of the Steering Committee.

No expenditure outside of direct production expenses shall be incurred by any member of the Organisation without the authority in writing of a member of the Steering Committee and all accounts shall be sanctioned by the Steering Committee.

### 13. Financial Year

The financial year of the Organisation shall commence on 1<sup>st</sup> October and an annual set of accounts shall be prepared within two calendar months after 30<sup>th</sup> September in each year. These accounts shall be circulated to the Steering Committee, and shall be supplied to members, once approved by the Steering Committee, not later than three months after the end of the financial year.

### 14. Selection of Works

At the International Gilbert and Sullivan Festival, the choice of show to be performed and the date of performance shall be that of the Festival organisers, following negotiation with the Steering Committee and the Production Team. On any other occasion, the choice of show and date of performance shall be made in whatever manner the Steering Committee shall see fit.

### 15. Selection of Production Team

The Steering Committee shall select the Production Team for each show to be performed by the Organisation. The Production Team shall consist of a Musical Director (where the piece has music), a Stage Director (where the piece has staging), and a Production Manager. The Steering Committee shall solicit applications from all interested parties, and shall select the Production Team from CVs, production DVDs/videos and any other relevant information.

When Steering Committee Members shall be candidates for the Production Team, they shall not take part in any of the selection process. If in the opinion of the remaining members of the Steering Committee, there is insufficient expertise or numbers to effectively evaluate candidates, they may designate one or more persons *ex officio* to assist the Steering Committee in making its selections.

If it shall be the opinion of a majority of the Steering Committee that a member of the Production Team is unsuitable for the role to which they have been appointed, the Steering Committee shall have the power to remove that member of the Production Team from their post, and to seek an alternative.

The Musical Director and Stage Director shall be responsible for the selection of the cast. The appointment of further non-performing personnel shall be the responsibility of the Production Team, following consultation with the Steering Committee.

### 16. Revision of Cast

The Steering Committee or its appointed Sub-Committee shall have power to revise the cast in consultation with the Musical Director and Stage Director, if any performing member to whom a character has been assigned shall, in its opinion, prove unsuitable for the part. Every effort should be made to appoint substitute cast members from within the SavoyNet Performing Group, but if, in the opinion of the Production Team, this is not possible, then substitute cast members may be recruited from elsewhere.

### 17. Obligations of Performing Members

Performing members shall to the best of their ability play the parts assigned to them and obey the directions given at all rehearsals and performances.

18. Control of Rehearsals

The Musical Director and the Stage Director, or their delegated deputies or representatives, shall conduct all rehearsals.

19. Production Money

All money due from members in connection with the production and performance of any work shall be accounted for, and paid to the Treasurer, by the end of the day before the first performance of the work, or by such other deadline as the Steering Committee may establish. The Steering Committee shall have the power to suspend members whose contribution remains due beyond the deadline for such payment, and to take any or all action necessary to recover such money.

20. Recovery of Money due to Organisation

All money due and owing to the Organisation, including the contributions of members, shall be recoverable at law.

21. Dissolution of Organisation

If the Steering Committee determines by a 2/3 vote that it is advisable to dissolve the Organization, then it shall propose dissolution to the membership, and a vote shall be taken on the proposal by e-mail or via an e-mail list maintained for the purpose of communicating among the members. The vote shall remain open for at least 21 days. If 2/3 of the members voting during that period approve the proposal, then the Steering Committee shall proceed to realise any assets held by or on behalf of the Organisation. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the Organisation as the members of the Organisation may determine or failing that shall be applied for some other charitable purpose.

22. Amendment

This constitution may be amended by the Steering Committee as they, from time to time, may see fit, after publication for 21 days to members of the B99 e-mail list.