

1. TITLE. The Company shall be called "Cody Musical Theatre Company."
2. OBJECTS. The object of the Company is to educate the public in the dramatic and operatic arts and to further the development of public appreciation in the said arts; and in the furtherance of this object, but not otherwise, the Company, through its management committee shall have the following powers:-
 - a. To promote plays, dramas, comedies, operas, operettas and other dramatic and operatic works of educative 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 to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise; provided that the Company shall not undertake any permanent trade activities in raising funds.
 - e. To do all such other things as shall further the aims of the Company.
 - f. The Company shall be entitled to make donations for charitable purposes as the members in the Annual General Meeting shall from time to time determine.
3. EQUAL OPPORTUNITIES. Cody Musical Theatre Society will not discriminate on the grounds of gender, race, colour, ethnic or national origin, sexuality, disability, religious or political belief, marital status or age.
4. FINANCE. The funds of the Company shall be applied solely to the stated objectives of the Company. Members of the Company may not receive payments directly for their services, such payments may be made indirectly for items including legitimate expenses occurred on behalf to the Company. Such payments are at the discretion of the Committee.
5. CONSTITUTION. The Company shall consist of a President, Vice Presidents, Non-Performing Members, Performing Members, Student Members, Junior Members and Life Members. Life members are elected by a majority vote of the members of the Committee, excluding said proposed Life Member, if the proposed individual is a member of the Committee.
6. OFFICERS. The Officers of the Company shall be the Chairman, Vice-Chairman, Secretaries (2), Treasurer and Business Manager.
7. PRODUCTION TEAM. A production team shall consist of a Director, Musical Director, Stage Manager, Choreographer and Costume Manager and any additional co-opted members as may be required.
8. MANAGEMENT. The Company shall be managed by a Committee consisting of the Officers (as defined in Rule 6) and five other members of the Company (GENERAL COMMITTEE MEMBERS) plus the Minutes Secretary, Membership Secretary, Publicity Manager and the Production Teams ex officio. The Committee shall have the power to co-opt additional members as may be necessary from time to time to fill any vacancies on the Committee or other positions as deemed appropriate until the next General Meeting. The Committee will have the power to give voting rights to such co-opted members if the Committee deem it appropriate. The Committee will also appoint from within the elected membership of the Committee a Vice Chairman, who in the absence of the Chairman assumes the full responsibilities of the Chairman. The Committee may also appoint assistant officers and assistants to the members of the Production Team and if such assistants are not already members of the Committee, they may only attend Committee meetings with the right to vote in the absence of their Principal. Members of the Production Teams or their assistants (unless already members of the Committee) shall only attend and vote at Committee Meetings where the production for which they have been appointed is on the agenda for discussion. The quorum at Committee meetings shall be seven. All Management roles are deemed to be single person roles, up to two people may share a position, in such circumstance they will only have one vote in such capacity.
9. ELIGIBILITY FOR MEMBERSHIP. Membership shall be open to all those having sympathy with the objects of the Company and desiring to further it and to pay the subscriptions prescribed by the Rules. The election of members shall rest solely with the Committee.
10. APPLICATION FOR MEMBERSHIP. Application for election to all classes of membership of the Company shall be made in writing, signed by the applicant to the Secretary, who shall submit the same to the Committee for its decision. The Secretary shall send notice of election or rejection to the applicant. Every member shall be provided with access to a copy of these Rules.
11. SUBSCRIPTIONS. The annual subscription to the Company for all classes of Membership Category shall be determined from time to time at a General Meeting of the Company. Subject to their subscription being paid, all Members, except Junior Members and those under 18, shall be entitled to vote at General Meetings of the Company. Additionally, Performing Members, Student Members and Junior Members shall be eligible to perform in the Company's productions. For the avoidance of doubt to vote at General Meetings, Performing Members and Student Members shall be deemed eligible if they are over 18 as of the date of the General Meeting and have participated in and paid the appropriate subscription for either of the last two previous productions prior to the General Meeting or the production currently in rehearsal at the time of the General Meeting. All other Members must have paid the appropriate subscription for the year which ends immediately after the upcoming Annual General Meeting. This membership fees shall be determined from time to time at a General Meeting of the Company.
12. PAYMENT OF SUBSCRIPTIONS. The first annual subscription for Non-Performing Members, Vice-Presidents and President shall become due and be paid to the Treasurer or deputy on receipt of notice of election from the Secretary or equivalent, and all subsequent annual subscriptions shall become due on the day following the next Annual General Meeting. The

Performing Member, Student Member and Junior Member subscription becomes due immediately upon selection into a production and is due within 30 days. Non-compliance with this rule may disqualify a Member from participation in a production.

13. **TREASURER'S DUTIES.** The Treasurer shall be responsible for the collection of all monies due to the Company and shall, with the least possible delay, pay into the bank and/or building society account of the Company all monies received. The Treasurer shall pay all approved accounts due to the Company and prepare an Annual Financial Report which shall be presented, having been independently examined, at the Annual General Meeting. The Treasurer may delegate any of his duties, other than cheque signatory powers for bank and/or building society mandate to an assistant or to the Business Manager or assistant.
14. **BANKING AND BUILDING SOCIETY ACCOUNTS.** The banking and building society accounts of the Company shall be operated on the authority of any two of the following officers:- The Chairman, the Treasurer, the Business Manager and the Secretary.
15. **NON-PAYMENT OF SUBSCRIPTIONS.** The committee shall have the power, by ordinary resolution, to suspend any class of Member whose subscription remains unpaid before the appropriate Production and from exercising all or any of his or her privileges until the subscription has been paid or, at their discretion, to terminate the membership of any such persons and to erase his or her name from the Membership Register.
16. **ANNUAL GENERAL MEETING.** The Annual General Meeting of the Company shall be held before the end of September when the following business shall be transacted:-
 - a. Apologies for absence shall be received.
 - b. The Minutes of the last Annual General Meeting and of any Extraordinary General Meeting(s) held since the last Annual General Meeting shall be approved.
 - c. The Chairman shall present the report on the Company's activities during the previous year.
 - d. The Treasurer will present accounts for the previous financial year, the accounts having been independently examined. Along with the accounts the Treasurer will also present his report for the previous year to include any recommendation for a change in the Subscription levels. Both the accounts and report will be approved by a show of hands.
 - e. The President, the Officers, other Members of the Committee shall be elected. Election shall be by ballot or show of hands, as may be decided by the meeting. Should any of the positions to be filled remain vacant at the end of the meeting, appointments to them may be made by the Committee. The period of service of those elected at an Annual General Meeting shall be the interval between one Annual General meeting and the next, except Production Teams, who are elected for the period required to complete the production for which they have been elected.
 - i. The President, the Officers (as defined in Rule 5), other Members of the Committee (General Committee, Minutes Secretary and Membership Secretary), and an Independent Examiner shall be elected.
 - ii. A Production Team shall be elected for each of the productions to be staged during the following year(s) and any person may be nominated and elected for one or more such productions.
 - f. A Social Committee report will be presented which will include the planned membership of the Social Committee for the following year.
 - g. Unless previously communicated to the membership details of future productions to be staged will be presented for information purposes.
 - h. At the discretion of the Chairman any other business may be transacted.
17. **EXTRAORDINARY GENERAL MEETING.**
 - a. An Extraordinary General Meeting of the Company may be called at any time at the discretion of the Committee and shall be called within 18 days after the receipt by the Secretary of a requisition in writing to that effect, signed by at least fifteen fully paid-up members, except for Junior Members. Every requisition shall specify the business for which the meeting is to be convened and no other business shall be transacted.
 - b. An Extraordinary General Meeting to deal with matters directly pertaining to a production may be called by the Committee without previous notice during or immediately following any full rehearsal of that production.
18. **QUORUM AT GENERAL MEETINGS.** No business, other than the formal adjournment of the Meeting shall be transacted at any General Meeting unless a quorum be present and such quorum shall consist of not less than 20% of the members of the Company entitled to vote.
19. **RESOLUTIONS AT GENERAL MEETINGS.** Unless otherwise provided by these Rules all resolutions brought forward at a General meeting shall be decided by a bare majority of the votes properly recorded at such meeting and in the case of equality of votes, the Chairman shall have a second or casting vote.
20. **NOTICE OF GENERAL MEETINGS.** Notice of every General Meeting, together with the Agenda, shall be sent to each member at least 10 days prior to the date fixed for such meeting except as otherwise provided by Rule 17.
21. **SELECTION OF CAST.**
 - a. New Members. Acceptance of new members wishing to take part in a production shall be subject to the existence of vacancies and to a successful audition.
 - b. Principals. The principals and their understudies for any production shall be chosen by a Selection Board. If a Board determines there are no applicants suitable for specific parts or understudies, the Committee shall determine how the parts shall be filled.
 - c. Chorus.
 - i. New Members who have been successful at an audition shall be entitled to take part in that year's production(s) (subject to Rule 21(c)(ii)) and in any subsequent production without further audition, unless in the opinion of the Committee that Member no longer meets the standard required.

- ii. Should the Committee so resolve, or should the numbers of the chorus eligible and wishing to take part in a production under Rule 21(c)(i) exceed the number actually required for the production, all concerned shall be subject to a further audition in order to fill the number of places available.
 - d. Qualifying Dates. Failure by any member to apply to take part in a production before a date to be stated by the Committee may disqualify that member from taking part in that production.
 - e. Final Selection. The final selection of those deemed to have been successful at an audition shall be at the discretion of the Committee.
22. CAST SELECTION BOARDS. A Selection Board shall consist of a Board Chairman the Director, Musical Director, and Choreographer for the production being cast. Subsequent positions on the Selection Board will be filled at the discretion of the Committee. A Selection Board will consist of no fewer than 5 individuals (excluding the Board Chairman) and must always be made up of an odd number. Preference as far as possible is for three persons to attend all the meetings necessary for the selection of principals. When it is not possible for this Board to deal with the selection of members of the chorus, a new Board shall be formed, the membership of which shall, if possible, be the same for all applicants required to be auditioned for chorus parts. An audition date and by exception a pre-audition date will be published at least 3 months in advance and if people are unable to attend then they will not be considered for the part. Any parts remaining un-cast after the audition date(s) will be re-auditioned in accordance with these Rules. The Board Chairman will be appointed by the Committee. The Board Chairman is responsible for ensuring that rules related to auditions are followed and in the case of a dispute their opinion will be final. All members of the Selection Board will declare in advance any conflict of interest they may have e.g. family member auditioning, any Selection Board member with a conflict of interest will be ineligible to vote for the casting of that part, in the case of that part the Board Chairman will have that voting right. Should any vote be tied then the Board Chairman will have a casting vote.
23. REVISION OF CAST
- a. NORMAL. If a member to whom a part has been allocated (whether or not the allocation has been confirmed) is obliged to relinquish it, or if, in the opinion of the Director and Musical Director, he or she is proving unsuitable for it, the part shall be reallocated by the Selection Board.
 - b. EMERGENCY. If, in an emergency, it is necessary to allocate or re-allocate a part so near to the opening date of a production that it is impossible to carry out the normal procedure, the matter shall be dealt with by an emergency Selection Board consisting of the Chairman, the Director, Musical Director and Choreographer. The person to whom any part is re-allocated under emergency conditions will be deemed to be a member of the Company and the question of payment by or to such person shall be left to the discretion of the Emergency Board.
24. CONTROL AT REHEARSALS. The Director or assistant shall control all rehearsals except that music rehearsals shall be conducted by the Musical Director or assistant and dancing rehearsals shall be controlled by the Choreographer or assistant.
25. ATTENDANCE AT REHEARSALS. A record of the attendance of Members at rehearsals shall be kept and the Committee shall have the power to prohibit any member whose attendance at rehearsal shall have been irregular, from taking part in the performance of the work in preparation. Members absenting themselves from three consecutive rehearsals without notifying the Secretary or a member of the Production Team, may, at the discretion of the Committee, be deemed to have resigned their participation in the work then in rehearsal.
26. EXPULSION OF MEMBERS.
- a. Any member of the Company who in the opinion of the Committee shall be guilty by his actions of misusing the privileges of the Company or of otherwise bringing the Company into contempt or disrepute may be suspended or expelled from the Company.
 - b. The Committee may, by unanimous vote, remove from the list of Members the name of any member who has persistently neglected the work undertaken by the Company and the name of any member whose conduct they consider likely to endanger the welfare of the Company.
27. PRODUCTION MONIES AND EXPENSES. All monies and request for payment of invoices due from members in connection with the production and performance of any work shall be accounted for and paid to the Treasurer within 21 days after the conclusion of the final performance. The exception being the additional contribution (Rule 11) and the Production Contribution (Rule 10) both of which must be paid prior to any Production.
28. RECOVERY OF MONEY DUE TO THE COMPANY. All monies due and owing to the Company shall be recovered at law in the name of the Secretary, and the Secretary shall be indemnified for costs incurred in recovery.
29. MEETINGS OF THE COMMITTEE. The first meeting of the Committee shall be called by the Secretary (after consultation with the Chairman) not later than 28 days after the Annual General Meeting. Subsequent meetings shall be called by the Secretary as resolved by the Committee or failing such resolution, at the discretion of the Chairman and the Secretary. Twenty-eight days before a planned meeting the Secretary shall notify all Committee members of the agenda, date, time and location of the meeting together with a copy of the minutes and actions of the previous meeting. Members of the Production Team elected for any production which is not specified on the agenda for a particular meeting shall not be invited to that meeting unless requested by the Chairman. With the Notice of the Annual General Meeting shall be included a note of the number of Committee meetings held during the preceding year and the number of attendances of the individual members thereof.
30. COMMITTEE'S POWER. The committee shall have the power:
- a. To decide any question arising out of these rules, to deal with all other matters connected with the Company (except those which can only be dealt with by the Company in General Meeting) and to make, publish and maintain all necessary orders, regulations and byelaws in connection therewith.

- b. To appoint sub-committees, not necessarily from amongst its members, and to delegate to such sub-committees any of its powers other than those appertaining to the management of the Company. Any sub-committee appointed may continue to hold office until the conclusion of the next Annual General Meeting.
 - c. If at any General Meeting of the Company there be any dispute as to the interpretation of these rules the decision of the Chairman shall be final.
 - d. Decide on the booking of any productions for the Company, such bookings will be communicated at the earliest opportunity by the Committee to the Membership, but no later than the next Annual General Meeting.
31. DISSOLUTION OF THE COMPANY. The Company 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 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 members of the Company but shall be applied for such charitable purposes similar to those of the Company or be paid, distributed or transferred to such charitable institutions or institution having objects similar to the objects of the Company as the Committee with the consent of the meeting, shall determine.
32. ALTERATION TO RULES.
- a. NO alteration to these rules shall be made except at a General Meeting unless 21 days prior to such a meeting a written notice of the proposed alterations or of one substantially to the like effect shall have been given to the Secretary. The Secretary who shall give 14 days' notice thereof to the members and the resolution embodying such proposed alterations 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 Rules 2 and 33 without the approval the Charity Commissioners for England and Wales or other authority having charitable jurisdiction from time to time.
33. MEMBERSHIP CATEGORIES
- President - A person of significant standing e.g. Chief Executive of a local authority or local/national business, who supports the activities and objectives of the Company.
 - Vice-President - A person with long standing associations with the Company in support of their activities and objectives.
 - Life Member - A person whose devotion, dedication and contribution to furthering the aims and objectives of the Company has been recognised by the membership with the award of a Life Membership. Life Members will receive two free tickets to the Societies productions per calendar year to be used in agreement with the Committee.
 - Performing Member - A person, aged 16 or over, who plays an active part in most of the events of the Company and is taking part in the Company's current production.
 - Non-Performing Member - A person, who supports the activities of the Company. This person may have also on occasion(s) taken an active part in productions but is not performing in the current production.
 - Student Member - A person, who does not qualify as a Junior Member but is still in full time education and is under the age of 25, who plays an active part in most of the events of the Company and is taking part in the Company's current production.
 - Junior Member - A person, under the age of 16 at the beginning of the membership year, who supports the activities of the Company and is taking part in the Company's current production.

For a member to be deemed not a Junior Member they must be at least 16 and deemed no longer to be in full time education i.e. passed the School Leaving Age, this is defined as the minimum age a person is legally allowed to leave compulsory secondary education. In England the end of the compulsory secondary education is defined as when the individual is at least 16 and after the last Friday in June of year 11. Any Junior member appearing in any Company production is subject to appropriate legislative restrictions in place at the time. Any Member under the age of 18 is not eligible to vote at General Meetings or serve as an Officer (as defined in Rule 6), Production Team (as defined in rule 7) or part of the Management (as defined in rule 8)..

34. FORCE MAJURE. If an unforeseeable event outside of the Society's reasonable control renders events or actions as required by these rules impossible or impractical then the operational decision making power passes to the Officers, as defined in Rule 6, with the exceptions of those covered in Rules 2, 32 and 33, until such time as the event has reasonably passed, at which point normal business will resume as soon as is practical.
35. GOVERNING LAW. For the avoidance of doubt any matter not covered by these Rules is governed by the Law of England and Wales.