

THE PENGUIN CLUB – CONSTITUTION

1. The name of the Group shall be The Penguin Club.
2. The aim of the Group shall be to act as a coordinating body for members wishing to participate in the technical side of amateur theatre and to encourage and maintain the high standard expected of its members.
3. Membership
 - a) The Group shall consist of the following categories of members.
 - i) Ordinary members
Any person aged 16 or over shall be entitled to apply for membership provided he/she elects to pay the annual subscription laid down. The committee shall have full power to refuse or discontinue membership.
 - ii) Honorary members
Up to 5 honorary members, who shall not be liable to pay any subscription, but shall be entitled to all the privileges of membership, may be elected for up to 1 year by the committee in meeting.
 - iii) Life members
Honorary life members may be proposed by unanimous nomination and recommendation of the committee, for election at the next AGM upon such terms as the members may decide at that AGM.
 - b) A person shall cease to be a member
 - i) by non-payment of subscription within 3 months of its becoming due.
 - ii) by notice from the committee of expulsion, provided such notice gives reason(s) in writing.
 - iii) by resignation on giving notice in writing to the Secretary.
4. Committee and officers
 - a) The management of the Group shall be vested in a committee which shall consist of 3 officers - Chairman, Treasurer, and Secretary - and 5 other members. The officers and members comprising the committee shall be elected at each AGM from nominations received in writing by the Secretary before that AGM. All nominations must have a proposer, a seconder, and the prior agreement of the nominee. Where the number of nominees exceeds the number of relevant vacancies, election shall be by ballot. In the event of insufficient nominations being received in advance, then nomination may be made at the AGM.
 - b) The committee shall serve until the next AGM, when its members and officers shall be eligible for re-election.
5. Duties of the committee
 - a) To maintain a register of members.
 - b) To produce a newsletter at regular intervals giving, amongst other items, details of the activities of the club and dates of future productions.
 - c) To organise training of particular interest to members.
 - d) To budget activities within the resources of the Group.
 - e) To organise and administer the total affairs of the Group.
 - f) To organise and administer any social events or fundraising that might be deemed necessary.
 - g) To appoint member(s) as necessary to serve on the committee to bring the committee up to full complement.
 - h) To co-opt persons (not necessarily members) for special requirements for a certain period, as non-voting committee members.
 - i) To recommend subscription rates to the AGM.
 - j) The promotion of the Group activities to interested outside parties.
 - k) The appointment of an auditor, independent of the committee.
6. Subscriptions
The annual subscription shall be at rates determined by the AGM, and shall be due at the AGM. The Group's financial year shall run from 1st April to 31st March.

7. Meetings

a) *Annual General Meeting*

This shall be held each year within 3 calendar months of 31st March. Its purpose shall include:

- i) Presenting a report of the year's activities to the Group.
- ii) Presenting an audited balance of accounts by the Treasurer. These accounts must be audited by a person independent of the committee. This person may, or may not be, a member of the Group.
- iii) Any item decided on by the committee, or any item sent to the Secretary in writing at least 30 days before the AGM with the support of at least 2 members.
- iv) Election of officers and committee members.

Minutes of the AGM shall be taken by the retiring Secretary. A quorum for an AGM shall be one-third of the recorded members. Notice of any AGM must be sent to all members at least 2 weeks before the AGM.

b) *Extraordinary General Meeting*

Any member of the Group may call an Extraordinary General Meeting by application in writing to the Secretary, providing this application has the support of at least 6 members of the Group. Notice of an Extraordinary General Meeting must be sent at least 1 week before the meeting. Any member may place an item on the agenda of a general meeting by notice in writing to the Secretary at least 2 weeks before the meeting, provided it has the support of at least 2 members.

c) *Committee meetings*

- i) These shall be held by the committee as often as shall be deemed necessary by the officers or at the request of at least 2 members of the committee. There shall, however, be a minimum of 1 committee meeting per quarter. At every meeting, the minutes of the previous meeting shall be ready, as will a report of the finances of the Group.
- ii) A quorum shall represent not less than 4 committee members including the Chairman, who shall have the casting vote in any motion voted upon. In the absence of the Chairman at any committee meeting the committee members present at that meeting shall elect an Acting Chairman from those present. Such Acting Chairman shall have the full powers of the Chairman, for that committee meeting.
- iii) The agenda of these meetings shall be compiled by the Secretary. The agenda need not be published in advance and any committee member may include items for the agenda. Any Group member may see the minutes of any committee meeting if a request is made in writing to the Secretary.

d) *Special General Meeting*

If at a general meeting of the Group a resolution is passed by a majority of Members that the Group be dissolved, a Special General Meeting shall be called at a date not earlier than 2 weeks and not later than 4 weeks after the General Meeting. If at such Special General Meeting not less than half of the total members are present and the resolution to dissolve the Group is passed by a two-thirds majority, the Group shall be disbanded. At the same meeting, a decision must be reached on the disposal of finances and other assets.

8. Changes in the Constitution

The Constitution may be changed if a resolution is passed at an AGM by a majority of two-thirds members present. The proposed change, together with the names of proposer and seconder, must be received by the Secretary in writing not later than 30 days before the AGM. The proposed change will be notified to members not later than 14 days before the AGM.

Issued 15.5.84

Revised 16.5.88 – Paragraph 5 a).

Revised 7.6.02 – Paragraphs 6a and 7

Revised 17.9.07 – Converted to electronic format and retypeset.

Revised 1.11.07 – Updated and tidied up.

Amended Constitution agreed by members, 30.05.2008