

Constitution of

Edinburgh Graduate Theatre Group

as adopted at a General Meeting held on 6 May 1998 and amended 2 November 2005, 3 November 2010, and 18 December 2019 respectively

1 Title

The Society shall be known as “Edinburgh Graduate Theatre Group”.

2 Objects

The objects of the Society shall be to advance the education of the Public in the Art of Drama by the presentation of public performances and other related activities and in furtherance thereof to assist The University of Edinburgh in its promotion and presentation of drama.

3 Membership

- Membership shall be open to:
 - 1 Graduates and/or current students of The University of Edinburgh, and
 - 2 Members of staff of The University of Edinburgh, and
 - 3 Such other persons not included in the foregoing as shall wish to further the objects of the Society;

Subject always to each member's timely payment of the Annual Subscription.

4 Subscription

The Executive Committee shall fix the amount of the Annual Subscription annually. In the event of an increase to the current year's subscription, such increase shall be presented to the general membership at the Annual General Meeting and shall be implemented with the start of the next subsequent membership year. For the avoidance of all doubt, if an increase is proposed at the 2000 Annual General Meeting, the increase shall be applicable with the 2001 membership year. The subscription shall become due on January 1st. each year, and shall be payable to the Membership Secretary upon their demand. Any member whose subscription is unpaid by January 31st shall forfeit his or her membership. Payment of the annual subscription shall waive, upon successful audition, payment of any show fee for the first show the member takes part in for the membership year. For the avoidance of all doubt, payment of the annual subscription shall not guarantee being cast in any show for the current membership year. Any additional performance based fees, including but not limited to show fees, shall be fixed annually by the Executive Committee. In the event of an increase to the current year's additional performance based fees or their applicability in terms of frequency or target class, the Executive Committee shall present such changes to the general membership at the Annual General Meeting and such changes shall be implemented with the start of the next subsequent membership year. The fees schedule shall be delineated in a separate annex to this constitution and shall be attached and incorporated herein by reference, on an annual basis, after approval at the year's Annual General Meeting. The Executive Committee shall have the right, in its sole discretion, to appoint honorary members of the society, for whom the annual subscription and/or subsequent show fees shall be waived. Such honorary membership shall exist for the duration of a single show or for the duration of the season, in the Executive Committee's sole discretion.

5 Office Bearers

There shall be no fewer than five and no more than ten Executive Committee Members, namely:

- 1 **President** – to set the strategic direction of the Society, to chair all Committee meetings, general meetings, Extraordinary General meetings and Annual General Meetings, and to cast the deciding vote in any tie decisions.
- 2 **Vice-president** – to assist and support the President in the application of the strategic direction of the Society, in the President’s absence to chair all Committee meetings, general meetings, Extraordinary General meetings and/or Annual General Meetings, to assume the duties of the President if the president vacates their position ad interim.
- 3 **Hon. Secretary** – to minute all Committee meetings, to report back, on a monthly basis, to the Society, to send all required filings to the Graduate Association of the University of Edinburgh, and to send all required notices for the Annual General Meeting and/or Extraordinary General Meetings.
- 4 **Hon. Treasurer and Membership Secretary**– to be responsible for the management of all financial accounts of the Society, to oversee all performance based budgets, to collect all subscriptions and performance based fees from the members of the Society and to maintain an accurate contact list of all members of the Society.
- 5 **Publicity Secretary** – to centralize all public relations and press communication of the Society, to maintain an up to date press contact list, and to oversee all performance based press.
- 6 And no more than five Ordinary Members.

All named officer positions (positions 1 through 6 above) shall be filled prior to the inclusion of any ordinary members on the Executive Committee. All Executive Committee Members shall be fully paid up members in good standing of the Grads. The Executive Committee shall be appointed by the Society at the Annual General Meeting and shall hold office for a period of one year. The Executive Committee Members shall serve the Society at will, without compensation and shall be subject to removal by majority decision subject to an Extraordinary General Meeting. Furthermore, an Executive Committee Member may be removed from the Executive Committee by majority vote of the Executive Committee for reasons of breach of duty, damage to reputation or standing, repeated lack of attendance of meetings, breach of fiduciary duty, lack of faith and confidence, or other similarly situated good faith reasons for cause. Committee members, both officers and ordinary committee members, shall be eligible for re-election but the President and/or Vice President shall not hold their office for more than four consecutive years. In the event of extenuating circumstances, either President and/or Vice President may serve for longer than four years only with the majority agreement of the Society, such agreement to be given at either an Extraordinary General Meeting or the Annual General Meeting. Any Executive Committee Member vacating the President or Vice President positions is eligible to remain on the Executive Committee and serve in any other vacant position. Any vacancy that may occur *ad interim* shall be filled by the Executive Committee at their sole discretion. In the event that the President of the Society steps down or is removed ad interim, the Vice President shall assume the duties of the President and the Society shall replace the Vice President at a General Meeting.

Where the members of the Executive Committee, either collectively or individually, have provided their fiduciary duties with customary diligence and in the interests of the Society, without fraud, wilful misconduct or gross negligence, the Society hereby releases, waives, holds harmless, discharges and agrees to fully indemnify and defend all members of the Executive Committee from any and all claims, demands, liabilities, loss or damages (including property damage or loss, personal injury, personal liability, permanent disability and/or death) in any way resulting from or arising in connection with the decisions and actions taken by the Executive Committee. Furthermore the Society covenants not to sue any member of the Executive Committee for any and all losses or damages arising out of the decisions and

actions taken by the Executive Committee, so long as such actions are not fraudulent, the result of wilful misconduct or gross negligence.

6 Committee

The Executive Committee Members shall form a committee, which shall manage the affairs of the Society. At all meetings of the Executive Committee, four committee members shall form a quorum. The Executive Committee shall have powers to form *ad hoc* sub-committees to carry out any specific purpose within the scope of the objects of the Society and may appoint such sub-committees power to co-opt members of the Society. All decisions of the Executive Committee, including any created sub-committees, shall be by majority decision. In the event of a tie vote on any issue, the President of the Executive Committee shall cast the deciding vote.

7 General Meetings

- 1 Unless otherwise arranged, the Society shall meet monthly.
- 2 The Annual General Meeting shall be held at least once per year, as decided by the Executive Committee. The Hon. Secretary shall give thirty days notice of the Annual General Meeting in writing to all members of the Society. The Hon. Secretary shall, concurrent with the notice of the Annual General Meeting, provide to all members of the Society a statement of accounts (prepared by the Hon. Treasurer), proposed fee structure annex for the coming year, the proposed slate of officers for the coming year and any proposed amendments to the constitution of the Society.
- 3 The Hon. Secretary shall convene an Extraordinary General Meeting on the application of the Executive Committee or on receiving a detailed requisition signed by at least twenty-five percent of the members of the Society setting out the reasons for holding such a meeting. The requisition shall set forth the issues to be discussed and the rationale for calling an Extraordinary General Meeting. The Hon. Secretary shall give thirty days notice of such a meeting in writing to all members of the Society and a copy of the requisition shall be sent with each such notice. No other business than that referred to in the notice may be transacted at an Extraordinary General Meeting.
- 4 At all Annual General Meetings of the Society, eight members shall form a quorum.

8 Accounts

- 1 The Financial Year shall be from 1st. January to 31st. December.
- 2 At each Annual General Meeting the Hon. Treasurer shall submit a statement of the Accounts for the immediately preceding Financial Year, such Accounts having been duly audited by an Auditor appointed at the preceding Annual General Meeting. Such an Auditor may be a member of the Society.
- 3 Any profits made by the Society in the course of its activities and funds acquired by donation or in any other way shall be applied solely to the objects of the Society and in particular no dividend, bonus or other reward for services shall be paid to any member of the Society.
- 4 The Society has the power to give donations to causes that are "Charitable In Law".

9 Production Activities of the Society

- 1 As part of its fulfilment of the aforementioned Objects, the Society shall present varied theatrical productions through out the Membership year. The Society shall endeavour to produce a minimum of four "main" productions per year, including but not limited to participation in the SCDA One-Act Competition, a Spring production, participation in the Edinburgh Fringe Festival, and an Autumn production. While the Society shall endeavour to produce the aforementioned minimum, such productions shall be at the discretion of the Executive Committee and general Society. Such

productions are solely dependent upon the interest and willingness of the members of the Society to produce, direct and participate in such productions.

- 2 The Society shall endeavour to announce its complete season for the coming year no later than the beginning of the run of the final play of the current season or the Annual General Meeting, which so ever is the first in time.
- 3 The Executive Committee shall solicit and accept applications to direct productions for the next Membership year through the third quarter of the current Membership year. For the avoidance of all doubt, the directing proposals shall be submitted no later than August 31st. The application process shall ensure transparency and equality of treatment of applicants. In the event that the Executive Committee does not receive enough applications to fill the proposed four productions, it may, at its sole discretion, approach individuals on an invitee basis to fill such vacant production slots; however, preference shall at all times be given to any application received prior to the directing application closure date. For the avoidance of all doubt, the selection of a production and/or a director carries no compensation for those positions.
- 4 Participation in the productions may be by invite or by audition. In the case of invitation, the director's right to "close cast" must be approved by Executive Committee in advance. In the event that auditions are held, such auditions shall be open to both members and non-members of the society. A director shall have complete autonomy in their casting decisions; however, the director shall use all reasonable efforts to fill a minimum of twenty-five percent of any available on-stage parts by current members of the Society.
- 5 Participation in the productions is subject to all participants being a member in good standing and the payment of any applicable performance fees. In the event a participant is new to the group, they shall have fifteen days from appointment to the production to pay their yearly subscription. In the event a participant is already a member in good standing, they shall pay any applicable performance fees within fifteen days from appointment to the production. In the event timely payment has not been made, the Executive Committee may, at its sole discretion, require that such individual be removed from the production. In the event a participant, through financial hardship, cannot pay all of the subscription or performance fee within the aforementioned time frames, the Executive Committee, at its sole discretion, may allow such member to pay the fee by instalments upon terms agreed at the time.
- 6 In the event a member in good standing is removed, for whatever reason, from a production, such removal shall in no way entitle them to re-imburement of any monies paid for their yearly membership or performance fees.
- 7 Each production shall have a general manager. Ideally, such General Manager shall be an Executive Committee member but in the event that they are not, such general manager shall be subject to Executive Committee approval.
- 8 The director of each production shall, in advance, produce a production budget, which shall be reviewed by the Hon. Treasurer and approved by Executive Committee. Any spend is subject to such production budget and may only be approved jointly by the director and general manager. In the event spend is to exceed that previously budgeted, the anticipated over-spend must be previously approved, in writing, by the director, general manager and Executive Committee. Reimbursement of out of pocket expenses by the director, general manager or any member of a production is subject to provision of receipts and budgeted approval. In

the event spend exceeds the budgeted amounts without prior approval of the Executive Committee, the spend will NOT be reimbursed.

10 Dissolution

In the event of the Society being dissolved any assets, including but not limited to any real property and/or the balance of cash remaining in hand after payment of just debts of the Society and after meeting the obligations of the Society shall be donated to The University of Edinburgh.

11 Amendments to the Constitution

This Constitution shall be amended only at the Annual General Meeting or at an Extraordinary General Meeting of the Society. An amendment shall be passed only by a majority of two thirds of the Members present at such a General Meeting.

12 Honorary President

An Honorary President may be elected. The Honorary President shall be elected at a General Meeting and shall hold office for a period of five years and shall be eligible for re-election. The Honorary President shall not be a member of the Society.

13 Honorary Life Members

An individual may be offered Honorary Life Membership of the Society. Such an individual would be proposed by the Executive Committee and shall be elected by simple majority at a Meeting of the Society.

The constitution of the Society has been duly approved, as amended and memorialized in writing herein, at the Annual General Meeting of the Society dated December 18, 2019.



David E. Grimes
Treasurer
December 18, 2019