

SOUTH LONDON THEATRE CENTRE LIMITED

BYE-LAWS: 1 JULY 2017

made under Paragraphs 49, 50 & 51 of the Articles of Association

SECTION A - MEMBERSHIP

Categories and Definitions

1. Membership of the Company shall be divided into the following categories:

- a) Full Members
- b) Friend Members
- c) Honorary Members
- d) Youth Group

2. In accordance with such Bye-Laws as may from time to time be in force, others of the public may become associated with the Company and its activities without undertaking the guarantee in paragraph 6 of the Memorandum of Association by which the liability of the Company is limited. In the sense only that they do not undertake this guarantee, they shall be known as Friend Members and they shall not be entitled to notice of, to attend or to vote at any general meeting of the Company.

3. All categories of full, friend honorary and youth members shall be expected to take an active part in furthering the aims and objectives of the Company.

i) Full and honorary members shall be entitled to take part in all the activities of the Company.

ii) Friend Members shall be entitled to such benefits of membership as the General Council may, from time to time, and in individual circumstances consider appropriate.

iii) Honorary Membership may be conferred upon individual members at the discretion of the General Council, in recognition of their service to the Company, and such Honorary Members shall be entitled to the same rights as Full Members.

iv) Friend Members shall be entitled to purchase theatre tickets for themselves at relevant Full Member prices and to use the Company's social and bar facilities, but only on a day for which they have purchased a theatre ticket. Friend Members are not entitled to any other benefits of Full or Honorary Membership.

v) Youth Members shall be entitled to participate in shows and any other such benefits of membership as the General Council may, from time to time, and in individual circumstances consider appropriate.

Admission Procedures

4. Applicants for Full, Friend and Youth Membership must first complete an application form and deposit an appropriate first subscription. General Council reserves the right to withdraw Full, Friend and Youth Membership at any time.
5. Honorary Members may be admitted to Membership at the invitation of the General Council who may, or may not define a duration for which the Membership is to exist. Notwithstanding, General Council reserves the right to withdraw Honorary Membership at any time.
6. No person under the age of 18 years shall be entitled to Full or Friend Membership.
7. Applicants for reduced rates as students must hold a current Student Union membership card on the day of application for membership or on the date that their membership is renewed. Membership will be effective until the next renewal date.
8. At the time of appointment, the number of Honorary Members shall not exceed 20, or 5% of full members (whichever is greater)

Subscriptions

9. Subscription rates for each category of membership shall be determined by the General Council and reviewed from time to time.
10. Except as otherwise provided in these Bye-Laws, subscriptions shall cover a period of twelve months from the date of acceptance for or renewal of membership.
11. The General Council, or a Committee of the General Council so authorised, may at their discretion permit memberships of less than twelve months at suitably adjusted rates.
12. If a renewal subscription is not paid on or before its due date, membership shall continue for a period of one month, whereupon if the subscription remains unpaid, membership shall cease.
13. Subscriptions paid within three months of the due date, shall be applied as a renewal of membership, back-dated to the due date. Subscriptions paid after that time must be accompanied by a fresh application for membership.
14. Directors, cast and crew of all shows must have, or have applied for, Full or Youth membership before the first rehearsal. A show may not proceed unless all have Full, Honorary or Youth membership.

15. Subscription categories shall be as follows:

i) Full Members

- a) Full (Full Member) rates
- b) Concessionary (Full Member) rates (Seniors 60+, benefit claimants, students)

ii) Friend Members

- a) Full (Friend Member) rates
- b) Concessionary (Friend Member) rates (Seniors 60+, benefit claimants, students)

iii) Honorary Members

No fees, for the duration of Honorary status.

SECTION B – GENERAL ADMINISTRATION

16. Any person holding an appointment made by the Director responsible may form a Committee, of such Members of the Company as she/he considers necessary to assist in carrying out her/his duties; subject to the approval of the Director responsible. The Chair of any Committee so formed shall be the appointee and the Director responsible should attend any meeting of the Committee and report back to General Council.

17. The quorum for any meeting of a Committee shall not be less than half of its membership and in the case of an equality of votes, the Chair shall have a second or casting vote.

18i) The Box Office Manager, who shall be appointed by the General Council, shall arrange for the production analysis figures, seat capacity and percentage audience figures to be notified to General Council on a quarterly basis. These figures will be made available, on request, to members.

18ii) The Membership Director shall arrange for Membership analysis figures, to be notified to General Council on a quarterly basis. These figures will be made available, on request, to members.

The General Council

19. The General Council may, if they so wish, require a manifesto to be published, before an Annual General Meeting (AGM) by every person nominated for election to the General Council at the AGM.

20. It is the responsibility of the General Council to ensure that the best possible communication between areas and/or departments exists and is maintained.

Theatre Representatives

21. The Theatre Directors shall be fully accountable to the General Council of the South London Theatre Centre Limited and will have autonomy over all artistic directions.
22. The Theatre Directors will make the appointments and carry out the duties in accordance with the guidelines in Appendix A of the Bye-Laws.
23. The Theatre Directors will be responsible for all theatrical activities relating to the Season, which commences after the AGM at which they were elected.
24. A theatrical Season will commence on 1 January each year.
25. In scheduling the theatrical Season, the Theatre Directors should ensure that South London Theatre Centre Limited productions make up a minimum of 65% of the artistic programming for the theatre space.
26. The Theatre Directors shall ensure that the duties are carried out by the General Stage Manager, in accordance with the guidelines in Appendix B.

SECTION C – FINANCIAL ADMINISTRATION

27. The financial year of the Company shall end on 31 December each year on which day the accounts shall be balanced.
28. The General Council shall appoint a Treasurer.
29. Officers of the Company, or individuals authorised by General Council, may act as signatories on any cheques, promissory notes, drafts, bills of exchange and other negotiable instruments issued by the Company, with two signatories required. Other forms of payment may be processed by the person authorised by General Council to undertake those payments.
30. The Financial Director shall form a Finance Committee each year to meet not later than 31 October for the purpose of producing a budget for all the Company's income and expenditure for the next financial year commencing on the following 1 January.

The Finance Committee shall comprise the Financial Director, one or more Theatre Directors, the General Stage Manager, the Publicity Director, the Membership Director, the Treasurer of the Members' Club and any other person considered appropriate at the time.

Final budget proposals proposed by the Finance Committee should be presented to the General Council for approval and adoption no later than 30 November.

SECTION D – ADMISSION TO PREMISES

31. Members may bring guests to the premises and purchase tickets for guests for any performances or function, but the General Council, or any Committee of the General Council, may withdraw or restrict this privilege from time to time for extraordinary functions as they see fit.

SECTION E - MISCELLANEOUS

32. Neither the Company nor any Officer thereof shall be liable to any Member or guest of a Member for any loss of or damage to any property occurring, from whatever cause, in or about, the Company's premises, or premises being used by the Company, nor for any injury sustained by any Member or guest whilst on or entering or leaving such premises; a notice to this effect shall at all times be displayed in a prominent position on the Company's premises and website.

Constitution

33. A full and accurate copy of the Constitution and Rules of the SLTC shall be kept within the Members' Club for inspection by any Member of SLTC Limited, or available electronically from the General Secretary or Company Secretary. A notice to this effect being permanently displayed on the Notice Board and SLT website.

Minutes

34i. The official minutes of every AGM/EGM shall be published in full on the SLT website or via other suitable communication method.

34ii. The official minutes of General Council will be available for inspection by individual members upon request to the General Secretary.

AGM Notice and Information

35. The following information will be notified to Full and Honorary Members 60 clear calendar days before the AGM:

- a) Date/ time / place of the AGM;
- b) Closing date for the receipt of resolutions;
- c) Rules summary governing resolutions;
- d) Opening and closing dates for Directors nominations;
- e) Summary of the rules relating to proxy voting; and
- f) Subsequently publish all resolutions as received on the SLT website, or other suitable communication method.

APPENDIX A

Which forms part of the Bye-Laws of the South London Theatre Company Limited

Duties for the Theatre Directors

1. The Theatre Directors will structure the theatrical Seasons.
2. SLT productions should make up a minimum of 65% of the artistic programming for the Season.
3. The Theatre Directors shall consider and programme any other workshops and training-orientated events, including those by visiting professionals, companies or other productions.
4. The Theatre Directors shall consider and programme performance opportunities for all SLT groups, as exist from time to time, including Youth classes, Writers' Circle, etc.
5. The Theatre Directors will be responsible for the choice of material performed, the production directors and for the competence of all productions staged.
6. The Theatre Directors will ensure that the choice of material to be performed can be successfully administered in terms of space, casting and technical resources.
7. The Theatre Directors may attend casting readings and will follow rehearsal progress and oversee all productions.
8. The Theatre Directors will appoint, for the theatrical season, a person or persons (directly responsible to the Theatre Directors) to perform administrative duties, including royalty applications, performing rights returns, minuting of meetings, space scheduling and notification of production information to other administrative departments, e.g. Publicity, Front of House, Training, Open Day organisers and Members' Club, etc.
9. The Theatre Directors, with the approval of General Council, will appoint, for the theatrical Season, a Technical Co-ordinator (directly responsible to the Theatre Directors) to work with the General Stage Manager, her/his tasks to include the smooth running of their individual areas, liaison with Production Directors regarding crewing and with any Maintenance and Safety Officers regarding the upkeep of hardware, stock and facilities.

10. The Theatre Directors will ensure that Production Directors hold Production meetings, or via other appropriate communication, and that they are attended by/communicated to all relevant technical staff.
11. The Theatre Directors shall prepare, for presentation to annual Finance meetings called by the Financial Director, a proposed expenditure budget for each Season for which they are responsible.

APPENDIX B

which forms part of the Bye-Laws of the South London Theatre Centre Limited

Duties of the General Stage Manager

1. Care and control of all stage equipment (including lighting and sound).
2. To liaise with the Theatre Directors and Technical Co-ordinator regarding the technical feasibility of productions.
3. To ensure that the Stage Manager of each production effectively carries out the 'Get in' and 'Get out'.
4. To ensure that stocks of consumables are maintained.
5. To maintain an up-to-date inventory of all non-consumable stock.
6. To advise annual Financial meetings called by the Financial Director of expenditure requirements for the projected Season and to administer the allocated budget.

