

FRIENDS OF THE SEWELL BARN THEATRE

Constitution

1. Title

The name of the Society shall be the Friends of the Sewell Barn Theatre (hereinafter referred to as “the Society”).

(Note: Amended by a resolution of the Society at the Annual General Meeting held on 22 July 2007)

2. Object

The Society and its Committee carries on the day-to-day management of the Sewell Barn Theatre on behalf of the Trustees from time to time (the “Trustees”) of the Sewell Barn Theatre Trust (the “Trust”), as set out in Article 8 of the Trust Deed dated 26 February 1979, establishing the Trust (the “Trust Deed”).

The object of the Trust and of the Society shall be to advance the education of the pupils of the Blyth Jex School (as of 2015 renamed the Sewell Park Academy) and of the inhabitants of Norwich and surrounding area in the arts by maintaining a theatre for the exhibition of plays, cinematograph films, concerts, meetings and lectures.

(Note: Amended by a resolution of the Society at the Annual General Meeting held on 5 November 2023)

3. Membership

The members of the Society shall be those who pay the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

3A. President

There shall be a President of the Society who shall be appointed by the Society at an Annual General Meeting and who shall hold office until retirement or until removed therefrom at an Annual General Meeting by a majority of not fewer than seventy-five per cent of the members present and voting. The President shall not be eligible for election as an officer or as a member of the Committee of the Society.

(Note: Introduced by a resolution of the Society at the Annual General Meeting held on 28 June 1985)

4. Officers and Committee

4.1 The management of the Society shall be in the hands of a Committee consisting of:

- (a) A Chairman and Honorary Secretary and Honorary Treasurer and six other members all of whom shall be elected by and out of the Society`s members at the Annual General Meeting (“elected officers”);

- (b) One member who shall be appointed from time to time by and out of the Trustees of the Sewell Barn Theatre Trust (the "Trustees") ("trustee officer");
 - (c) Such members as the members of the Committee entitled to vote at proceedings of the Committee may nominate from time to time in the event of a vacancy, such members being required to resign and (if they so wish) to present themselves for election at the next subsequent Annual General Meeting ("temporary officers");
 - (d) One (or as the Committee may deem appropriate a maximum of two) member(s) as the members of the Committee entitled to vote at proceedings of the Committee may nominate from time to time (and may remove from time to time) subject to the approval of the Trustees and who shall be allocated overall responsibility for theatrical productions ("Artistic Director(s)"); and
 - (e) Such further member(s) as the members of the Committee entitled to vote at proceedings of the Committee may nominate from time to time (and may remove from time to time) to operate as additional non-voting members in order to assist the object of the Society as set out in Clause 2 ("non-voting officers").
- 4.2 The elected officers shall hold office subject, on their first election by the members, to approval of candidates by the Trustees prior to their election:
- (a) The Committee shall send to the Trustees candidates' resumés outlining their experience, involvement in the Sewell Barn Theatre and suitability to serve as an elected officer no later than three weeks before the general meeting at which their election is to take place;
 - (b) Notice of approval (or as the case may be of declinature) may be given by the Trustees to the Chairman of the Society, or if the notice relates to the Chairman, or if there is at that time no Chairman, to such other officer as the Trustees shall select;
 - (c) Trustee approval shall not be required in the case of any elected officer who is re-elected to the same office immediately on expiry of their term of office.
- 4.3 Subject to paragraph 4.2, the elected officers shall hold office for one year and be available (if they so wish) for re-election.
- 4.4 Each of the elected officers, the trustee officer, the temporary officers, the Artistic Director and the non-voting officers shall be entitled to attend and speak at any meetings of the Committee and to receive notice of all meetings and copies of all minutes thereof.
- 4.5 The elected officers, the trustee officer, the temporary officers and the Artistic Director shall be entitled to vote on any matter at any meetings of the Committee, but the non-voting officers shall not be entitled to vote.
- 4.6 The quorum for any meeting of the Committee shall be five of the members of the Committee entitled to vote at proceedings of the Committee.
- 4.7 In any vote in any proceedings of the Committee, in the event of a tie, the Honorary Chairman shall have a casting vote.
- 4.8 Any member of the Committee may be removed from office by:
- (a) In the case of any member other than the trustee officer, a resolution by a two-thirds majority of the members present at a General Meeting, subject to

the same notice, quorum and procedural requirements as set out in Clause 10 as for an Annual General Meeting having been observed. For the purposes of this Clause, a General Meeting may be requisitioned by written request(s) served on the Honorary Chairman for the time being and signed by at least 30 members of the Society or (if fewer) one-third of the members of the Society.

- (b) In the case of any member of the committee, a resolution of the Trustees acting in accordance with the Trust Deed.

(Note: Amended by resolutions of the Society at the Annual General Meeting held on 22 July 2007 and on 5 November 2023 and on 3 November 2024)

5. Management

The day to day management of the theatre and of the activities carried on therein and the control of finance shall be in the hands of the Committee who may appoint out of its members persons to carry out such particular functions of management as the Society shall in formal meeting approve.

(Note: Amended by resolutions of the Society at the Annual General Meetings held on 30 June 1981 and on 22 July 2007 and on 3 November 2024)

6. Use of Theatre

The Society may offer the facilities of the theatre to any organisation for the purposes set out in Clause 2 of this constitution.

(Note: Amended by a resolution of the Society of the Annual General Meeting held on 22 July 2007)

7. Finance

Funds held by the Society are the property of the Trust and are to be used by the Society for the purposes of the day to day management of the theatre and of the activities carried on therein as the Committee considers appropriate, save that no substantial expenditure on the fabric, furniture or fittings of the theatre shall be incurred except with the written approval of the Trustees first obtained. "Substantial" shall mean as determined by the Trustees from time to time.

- (a) The financial year of the Trust shall end on the Thirty first day of August.
- (b) One or more banking account(s) shall be opened in the name of the Society. Payments from said account(s) may be made by the Treasurer of the Committee subject to any stipulations that may be made from time to time by the Trustees in respect of any account(s) and/or substantial payments..
- (c) The Society may on behalf of the Trust receive donations, grants in aid and financial guarantees and tickets for any or all concerts and other events promoted by the Society may be offered for sale to the public.
- (d) The Society shall on behalf of the Trust charge fees to such organisations as are mentioned in Clause 6 of this constitution for the use of the theatre at such rates as shall be determined by the Trustees from time to time on the

recommendation of the Society.

- (e) The Committee shall present the draft annual accounts to the Trustees for approval on no less than an annual basis.
- (f) The Committee shall present the draft annual budget to the Trustees for approval on no less than an annual basis.
- (g) The income and the property of the Society whencesoever derived shall be applied solely towards promoting the objects of the Trust and of the Society as set forth in Clause 2 of this constitution and no portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Society except in payment of legitimate expenses incurred on behalf of the Society.
- (h) In the event of the winding-up or dissolution of the Society any remaining assets after all liabilities have been discharged shall be paid or transferred to the Trustees for the benefit of the Sewell Barn Theatre Trust or such other charitable institution or institutions having similar objects.

(Note: Amended by resolution of the Society at the Annual General Meeting held on 22 July 2007 and on 3 November 2024)

8. Property

All property purchased or otherwise acquired by the Society shall be deemed property of the Trust and shall be recorded in an inventory by description of the property, date of acquisition, cost price (if purchased) source (if acquired otherwise than by purchase) duration in loan (if appropriate) and disposal particulars.

(Note: Amended by resolution of the Society at the Annual General Meeting held on 3 November 2024)

9. Rules

The Society may make rules for the conduct of the affairs of the Society, such rules and any amendments thereto taking effect on being approved by the Trustees in writing.

10. Annual General Meeting

There shall be an Annual General Meeting of the Society within three months of the close of the financial year of which 14 days notice in writing shall be given to every member save that the inadvertent omission of any member or members from such notice shall not invalidate the meeting. The quorum for the Annual General Meeting shall be 30 members provided that if fewer members are present at the time of commencement of the meeting the meeting shall be adjourned for 15 minutes after which the number of members then present shall constitute a quorum. The business of the meeting shall include:

(Note: Amended by a resolution of the Society at the Annual General Meeting held on 28 June 1985)

- (a) Election of Officers and Committee members.
- (b) Presentation of accounts for the year next before ended.

- (c) Presentation of the financial budget for the year in progress.
- (d) Appointment of Auditor.
- (e) Appointment or removal of President.

(Note: Introduced by a resolution of the Society at the Annual General Meeting held on 30 June 1981 and amended by a resolution of the Society at the Annual General Meeting held on 3 November 2024))

10A. Other General Meetings

The Committee may convene a General Meeting of the members of the Society at such times and for such purposes as they shall deem appropriate, subject to the same notice, quorum and procedural requirements set out in Clause 10 as for an Annual General Meeting having been observed.

(Note: Introduced by a resolution of the Society at the Annual General Meeting held on 22 July 2007)

11. Audit of Accounts

The financial accounts shall be audited and presented to the Society at the Annual General Meeting.

(Note: Amended by resolution of the Society at the Annual General Meeting held on 3 November 2024)

12. Amendments

The constitution may be amended by a two-thirds majority of the members present at a General Meeting provided that:-

- (a) 14 days notice in writing of the proposed amendment has been sent to all members save that the inadvertent omission of any member or members from such notice shall not invalidate the meeting or the motion to amend.
- (b) The Trustees have first approved the amendment in writing.
- (c) No amendment may be authorised which shall have the effect of the Society ceasing to be a charity. No alteration or deletion or addition may be made to Clauses 2, 7(h) or this Clause.

THIS CONSTITUTION was approved and adopted by the Trustees pursuant to Clause 8 of a Trust Deed dated 26 February 1979 at a meeting held on that date at St Cuthbert's Parish Church, Norwich.