

# MASQUE THEATRE

## STERN MASQUE THEATRE ASSOCIATION CONSTITUTION

### DEFINITIONS

1. In the interpretation of this constitution:

- "Theatre" means the Masque Theatre, Muizenberg.
- "Association" means the Stern Masque Theatre Association.
- "Member Societies" means those amateur theatrical societies that have produced at least two productions at the Masque Theatre in the Association's preceding financial year and which are in good standing.
- "Amateur or community theatrical society" means a properly constituted, non-profit organisation with elected officers.
- "In good standing" means that there are no outstanding financial obligations to the Association.
- "Members" of the Association means the Member Societies and the Trustees.
- "Delegate" means a paid up member of a Member Society.
- "Voting Delegate" means the chairperson of a Member Society or the person he/she nominates to cast a representative vote for a Member Society at general meetings.
- "Trust" means the Stern Masque Theatre Trust.
- "Trustee" means a trustee of the Stern Masque Theatre Trust, pursuant to the Will of the late HL Stern.
- "Board" means the management board of the Association (refer to Clause 20 below)



## NAME

2. The voluntary association hereby constituted will be called The Stern Masque Theatre Association.
3. The Association shall:
  - a. exist in its own right, separately from its members'
  - b. continue to exist, even when its membership changes and there are different office bearers,
  - c. be able to own property and other possessions,
  - d. be able to enter into contracts and sign leases,
  - e. be able to open and operate bank account/s,
  - f. be able to sue and be sued in its own name.

## OBJECTIVES

4. The Association's primary objectives are to:
  - a. manage, administer and control the Theatre in all aspects of its operation to the satisfaction of the Trust,
  - b. provide a venue wherein amateur, community and professional productions can be mounted, with specific focus and support for those produced by amateur and community theatrical societies,
5. The Association's secondary objectives are to:
  - a. support amateur and community theatrical development,
  - b. facilitate training in all aspects of theatre operation in the theatrical community.
  - c. support activities pertaining to the arts, such as lectures, art exhibitions and musical events.
  - d. raise funds for the operation, maintenance and upgrading of the Theatre,

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## **INCOME AND PROPERTY**

6. The Association shall keep a record of everything it owns.
7. The Association may not distribute any assets to its Members or office bearers.
8. A Member of the Association, who is not an employee, may recoup money from the Association only against actual expenses incurred on behalf of the Association.
9. Members or office bearers of the Association have no rights over any assets belonging to the Association.

## **MEMBERSHIP**

10. Members of the Association shall comprise the Trustees and the Member Societies.
11. An amateur or community theatrical society may become eligible to apply to become a Member of the Association for a financial year from 1 March – 28/29 February provided that it:
  - a. is a properly constituted and bona fide amateur theatrical society with a constitution and properly elected officers,
  - b. has produced at least two productions at the Theatre in the preceding year,
  - c. has fulfilled all contractual agreements with the Theatre in the preceding year, and is not in arrears with any payments owing to the Association,
  - d. actively promotes the development of amateur actors and amateur theatre.
12. An amateur theatrical society which wishes to become a Member of the Association must:
  - a. apply for membership to the Board in writing:
    - (i) signed on behalf of that amateur theatrical society by at least two of its officers; and by both of the Members referred to in paragraph (b) below; and

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- (ii) in such form as the Board from time to time directs; and
  - b. be proposed by one Member and seconded by another Member of the Association.
- 13. The Board members must consider each application made under clause 12 at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
- 14. An applicant whose application for membership of the Association is rejected under clause 13 must, if it wishes to appeal against that decision, give notice to the Secretary of the Board of its intention to do so within a period of 14 days from the date it is advised of the rejection.
- 15. When notice is given under clause 14, the Association in a general meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting.
- 16. Member Societies shall pay an annual membership fee that is determined by the Association's Board by 1 April each year.
- 17. A Member whose annual membership fee is not paid by 30 April ceases to be a Member, unless the Board decides otherwise.
- 18. Membership of the Association may be terminated upon:
  - a. receipt by the Secretary or another Board member of a notice in writing from a member, resigning from the Association. Such Member remains liable to pay to the Association the amount of any subscription due and payable by that Member to the Association but unpaid at the date of termination; or
  - b. non-payment by a Member of the subscription by 30 April as referred to in clause 17; or
  - c. expulsion of a Member in accordance with Clause 19 below.
- 19. If the Board considers that a Member should be suspended or expelled from membership of the Association because of conduct which is detrimental to the interests of the Association:
  - a. the Committee must communicate, either orally or in writing, to the Member:



- (i) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
  - (ii) particulars of that conduct,

not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- b. At the Board meeting referred to in a notice communicated under Clause 19, the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Board, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- c. Subject to sub-rule (e), membership is suspended or a Member ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated under sub-rule (b).
- d. A Member who is suspended or expelled under sub-rule (b) must, if the Member wishes to appeal against that suspension or expulsion, give notice to the Secretary of the intention to do so within the period of 14 days referred to in sub-rule (c).
- e. When notice is given under sub-rule (d):
  - (i) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
  - (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel is confirmed under this sub-rule.

## MANAGEMENT, MEETINGS AND PROCEDURES

20. The Association shall be managed, controlled and administered by a Board comprising the officers referred to in Clause 22 below. Two of the Board members must be Trustees of the Stern Masque Theatre Trust. Elected Board members may not serve on the committee of a Member Society and need not be Members of a Member Society. The Board shall have a



minimum of seven (7) members and a maximum of eleven (11) members.

21. The Board members, other than the two Trustees, will be elected at the Annual General Meeting of the Association, by Members of the Association who are entitled to vote. The Members of the Association who are entitled to vote are the Trustees and Voting Delegates mandated by the Member Societies. Those elected will need to be ratified by the Trustees within two weeks of the Annual General Meeting. If a Board member is not ratified by the Trustees, and this result in the Board comprising fewer than 7 members, a Special General Meeting must be called to elect such Board members as required. Member Societies may nominate Board members, and the Trustees will invite nominations from Member Societies if necessary. The Trustees may accept or reject any such nominations.
22. The Board will comprise the following officers, who will be elected by the Board at their first Board meeting. The Trustees on the Board may not be elected to the offices of Chairperson or Vice-Chairperson:
  - a. A Chairperson
  - b. A Vice-Chairperson
  - c. A Secretary
  - d. A Treasurer
  - e. Such additional officers as the remaining officers may from time to time deem desirable.
23. Board members shall serve a two year term of office. Elections shall be held every second year. At the end of the first year of office of the first Board constituted under this Constitution, fifty per cent of the Board members, or fifty per cent plus one in the event of an odd number, shall resign but shall be eligible for re-election.
24. It is mandatory for the Board to meet quarterly and at such other intervals as the Chairperson may determine.
25. Any member of the Board who fails to attend two consecutive meetings without leave of the Board and fails to show good cause shall be deemed to have resigned.
26. Fifty per cent of the members of the Board shall constitute a quorum at any meeting of the Board. At least the Chairperson or Vice-Chairperson and one



other office bearer must be in attendance for a valid quorum to be constituted.

27. Minutes will be taken at every meeting to record the Board's decisions and draft minutes shall be distributed for comment and finalisation to Board members within seven days of the meeting. The amended draft minutes shall be distributed to Board members within a month of the meeting. These minutes shall be submitted for approval at the following meeting of the Board and if confirmed as an accurate record of proceedings shall thereafter be signed by the chairperson.
28. The Association may form sub-committees or ad-hoc committees. Decisions made by such sub-committees or ad-hoc committees shall be referred to the Board, which will decide whether such decisions shall be approved or not. These decisions will need to be ratified at the next meeting of the Board.
29. The Board may take on the power and authority, subject to final Trustee approval, it believes necessary to achieve the objectives stated in paragraphs 4 and 5 above. This does not limit the right of the Board to call a Special General Meeting.
30. The Board has the power and authority to raise funds and/or to invite and receive contributions.
31. The Board shall consider the annual budget proposed by the Operational Team appointed in terms of paragraph 34 below, and may accept, reject or refer the budget back to the Operational Team for consideration.
32. The Board has the power to buy, hire, sell or exchange any assets that it needs in order to achieve its objectives, subject to the approval of the Trustees.
33. The Board may develop policies and procedures for proper management, including procedures for application, approval and termination of membership of the Association.
34. The Board shall appoint a Head of Operations and an Operational Team, to fulfil, inter alia, the following operational functions of the Masque Theatre:
  - a. Marketing, Public Relations and Publicity
  - b. Fund Raising

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- c. Repairs and Maintenance
  - d. Stage Management
  - e. Front-of-House Management
  - f. Technical
  - g. Wardrobe
  - h. Financial Management
  - i. Audience Development
  - j. Skills Development
  - k. Administration
35. The Board may appoint staff as required for the effective operation of the theatre. Such staff will be accountable to the Head of Operations.
36. Any voluntary Operational Team members will be appointed by the Board for a minimum of 2 years and their period of appointment may be terminated or extended at the discretion of the Board.
37. Member Societies may nominate people for appointment to the Operational Team. The Board may accept or reject any such nominations.
38. The Operational Team will operate the Masque Theatre in accordance with the Masque Theatre Operational Policies and Procedures approved by the Board. These Policies and Procedures shall be reviewed at least every 2 years.

#### GENERAL MEETINGS

39. Annual General Meetings. The Annual General Meeting shall be held no earlier than 1 April and no later than 31 May of each year. It shall be open to any Delegate, together with present Members of the Association, Board members, Operational Team members, employees, and all Member Societies in good standing. All the above shall have the right to speak.
40. The Board Secretary shall send a call for agenda items for the Annual General Meeting to all Trustees, Board members, Operational Team members, employees and the secretaries of Member Societies to reach them at least 21 days prior to the date of the meeting. Motions must be submitted





to the Board Secretary within 5 days of receipt thereof.

41. Notice of the Annual General Meeting shall be sent to all Trustees, Board members, Operational Team members, employees and the secretaries of Member Societies to reach them at least 14 days prior to the date of the meeting.
42. Agenda. The agenda for the Annual General Meeting shall comprise:
  - a. confirmation that a quorum is present
  - b. apologies for absence
  - c. presentation of minutes of the previous Annual General Meeting
  - d. approval of the minutes of the previous Annual General Meeting
  - e. Board Chairperson's report
  - f. report from the Operational Team
  - g. Association Treasurer's Report and presentation of annual financial statements
  - h. acceptance and approval of the annual financial statements
  - i. notification to members of membership fees for the following financial year
  - j. appointment of external auditor
  - k. election or ratification of any officers for any positions on the Board which have fallen vacant during the previous year
  - l. any other business.
43. Special General Meetings. On receipt of a requisition signed by at least two chairpersons of the Member Societies, or two thirds of the Trustees or two thirds of the Board, a Special General Meeting shall be convened to transact only the business described in the requisition.
44. The conditions of notice and the rights to speak at Special General Meetings shall be as for the Annual General Meeting.
45. The Board may call a Special General Meeting by giving 14 days prior notice thereof to all Association Members referred to in paragraph 10 above and to the secretaries of Member Societies.
46. Quorum. At any general meeting a quorum shall comprise two thirds of the Members, namely the Member Societies' nominated Voting Delegates and the Trustees or their proxies.
47. If a quorum is not obtained within 15 minutes from the time of commencement, the meeting shall stand adjourned for a period of between



- two and three weeks to a date announced by the Board chairperson at the meeting, and further notice of such meeting shall not be necessary.
48. At such re-convened meeting, should a quorum not be present the business of the meeting shall nonetheless be validly transacted.
49. Voting. At both Annual and Special General Meetings each Member Society and Trustee shall have a vote.
50. Each Member Society shall nominate a Voting Delegate to represent it at the meeting.
51. Voting shall be by show of hands unless the Board Chairperson decides otherwise or 4 (four) people of those present request a ballot.
52. The Chairperson of the Trust shall have a casting as well as a deliberative vote in the event of a tie.
53. All motions, other than those set out in paragraphs 63 and 65 below, shall require a simple majority.

#### FINANCES

54. The financial year of the Association shall run from 1 March to 28/29 February.
55. All monies received shall be banked in the name of the Association.
56. The Association shall operate at least one bank account. Two (2) of three (3) signatories shall be required to draw upon the account, one of these being that of the Treasurer, Chairperson or Board member to be designated.
57. Annual financial statements shall be prepared for presentation at the Annual General Meeting.
58. The auditor shall be appointed at the Annual General Meeting to audit the books of the Association.
59. The Association's financial statements must be ready and handed to the Director of Non-Profit Organisations within six months of the financial year end.
60. The Association shall not be permitted to distribute any of its profits or gains



to any persons and shall utilise its funds solely for achieving the objectives as in Clauses 4 and 5 above, for which it has been established.

61. Funds available for investment may be invested only with registered institutions as defined in section 1 of the Financial Institutions (Investment of Funds) Act, 1984, or in securities listed on a licensed stock exchange as defined in the Stock Exchanges Control Act, 1985 (Act No. 1 of 1985).
62. The Association may not have the power to carry on any business, including, inter alia, ordinary trading operations in the commercial sense, speculative transactions, dividend stripping activities as well as the letting of property on a systematic or regular basis.

#### **CHANGES TO THE CONSTITUTION**

63. No amendments to this constitution shall be made except at a general meeting. Details of the proposed change must be submitted to the Association Secretary 21 days prior to the meeting and a written notice detailing the proposed changes shall be distributed to the Members of the Association not less than 14 days prior to the date of the meeting at which the changes to the constitution are to be proposed. The resolution has to be agreed upon and passed by not less than two-thirds of the membership at the Annual General Meeting or Special General Meeting.
64. No amendments may be made to the constitution which would have the effect of making the Association cease to exist.

#### **DISSOLUTION**

65. The Association may be dissolved if at least two-thirds of the Members of the Association present and voting at a general meeting convened for the purpose of considering such matter are in favour thereof.
66. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets whatsoever, the same must not be paid to or distributed among the Members, or former Members. The surplus assets must be given or transferred to another association which has similar objectives and which is not carried out for the purposes of profit or gain to its individual Members, and which association shall be determined by resolution of the Members of the Association.



This constitution was approved and accepted by Members of the  
Stern Masque Theatre Association  
at a  
Special General Meeting  
held on  
8 February 2012



Chairperson



Secretary