



CONSTITUTION

(As adopted April 1951 and subsequently amended May 1957,
May 1959, May 1967, May 1970, May 1988, May 1989, May 2004, and
June 2023)

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Rule 1: NAME

The Society shall be called **THE SOCIETY FOR THEATRE RESEARCH** (the “**Society**”). The Society and its property will be administered and managed in accordance with the provisions of this constitution.

Rule 2: OBJECTS

- a) The object of the Society is to advance the education of the public in the knowledge and appreciation of British and British-related theatre by conducting encouraging and fostering research into its history, techniques, practices, and participants, publishing the useful products of such research and by such other means as the Committee shall determine.
- b) In furtherance of these objects the Society shall have the following powers:
- (i) to acquire accept gifts of dispose of and subject to any consents required by law to deal with property of any description and manage and use it for the purposes of the Society;
 - (ii) to support organise provide and manage meetings lectures displays exhibitions teaching and other means of educational communication;
 - (iii) to provide and encourage the provision of facilities and places for the storage retention management and care of records and material relevant to the objects of the Society;
 - (iv) to procure the writing publishing and dissemination of informative material and literature relevant to the objects of the Society;
 - (v) to promote the objects of the Society by publicity;
 - (vi) to establish promote assist and co-operate with other organisations relevant to the objects of the Society;
 - (vii) to open and operate bank accounts and to borrow and raise money to invest the monies of the Society as may be thought fit and to draw accept endorse or execute mercantile instruments;
 - (viii) to undertake any other charitable activity and to do all such other lawful things as shall further the attainment of the objects of the Society.

Rule 3: THE SOCIETY'S YEAR

The Society's year shall begin on October 1st or such other date as the Committee may set and subscriptions shall be due on that date.

Rule 4: MEMBERSHIP

Membership shall be open to anyone interested in theatre research as described in Rule 2 and shall be divided as follows into:

a) INDIVIDUAL MEMBERS

The annual subscription for each individual member shall be such sum as members at an Annual General Meeting shall from time to time decide and shall entitle each such member:

- (i) to attend all meetings of the Society and to vote on all motions put forward at such meetings;
- (ii) to attend all exhibitions organised by the Society;
- (iii) to bring one guest at the discretion of the Committee to all meetings organised by the Society except the Annual and Extraordinary General Meetings;
- (iv) to receive one copy of each issue of the periodical approved by the Committee as the official Bulletin or Journal of the Society;
- (v) to receive one copy of the annual and such other publications as the Committee approve for free issue to members.

b) CORPORATE MEMBERS

The annual subscription for each Corporate Member shall be such sum as members at an Annual General Meeting shall from time to time decide and shall entitle each such member:

- (i) to send two delegates to all meetings of the Society and to one vote by one of those delegates who shall be named to the Hon. Secretary beforehand on all motions put forward at such meetings;
- (ii) to send two delegates to all exhibitions organised by the Society;
- (iii) to allow each delegate to bring one guest at the discretion of the Committee to all meetings organised by the Society other than Annual and Extraordinary General Meetings;
- (iv) to receive one copy of each issue of the periodical approved by the Committee as the official Bulletin or Journal of the Society;
- (v) to receive one copy of the annual and such other publications as the Committee approve for free issue to members.

c) ASSOCIATE MEMBERSHIP (*This category is currently in abeyance.*)

The annual subscription for each Associate Member shall be such sum as members at an Annual General Meeting shall from time to time decide and shall entitle each such Associate Member to attend the Society's meetings but shall not entitle him to vote nor to receive the Society's publications.

d) LIFE MEMBERS (*This category is currently open only to members aged 65 or over*) Individual Members may become Life Members on payment of such sum as members at an Annual General Meeting shall from time to time decide. Life Membership shall not be open to Corporate Members.

e) HONORARY LIFE MEMBERS

The Committee may bestow at their discretion Honorary Life Membership on any person or corporate body at any time and such membership shall confer the advantages enjoyed by ordinary Individual Members or Corporate Members respectively.

f) HONORARY MEMBERS

The Committee may bestow at their discretion Honorary Membership on any person or corporate body at any time for such period as they think fit and such membership shall confer the advantages enjoyed by ordinary Individual Members or Corporate Members respectively except that it shall not entitle them to vote.

All members shall be entitled to receive past or additional copies of the Society's publications upon payment of such additional subscription or subscriptions as may be decided upon by the Committee from time to time.

A member can terminate their membership of the society by sending a notice of resignation to the Committee

. In the case of annual subscription, memberships shall end upon their expiry and unless the subscription has previously been renewed as a further annual subscription.

Rule 5: REGIONAL GROUPS (*There are no Regional Groups currently active*)

The conditions governing Regional Groups shall be as follows:

- a) Each group shall have a minimum of six members of whom at least three shall be full Individual Members of the Society. Any or all of these full members may be so by right of their individual payment of the subscription or by the payment and appointment of the Group.
- b) The Society shall remit such sum as the Committee shall decide of each Individual Membership annual subscription back to the Group to help finance its activities.
- c) Associate Membership of a Group shall entitle each such Associate Member to take part in the local activities of the Group and to vote at Group Meetings but shall not entitle him to vote at the Annual General Meeting of the Society or at any of the Society's other meetings nor to receive the Society's publications. The annual subscription for Associate Members of Regional Groups shall be decided by the Group but shall not be less than such sum as the Committee shall decide and the Group shall remit such sum as the Committee shall decide of each such annual subscription to the Society, the balance being retained by the Group to help finance its activities.
- d) Associate Membership of the Society as defined in Rule 4(c) shall be open to Associate Members of the Regional Groups on payment to the Society of an additional subscription of such sum as the Committee shall decide.

Rule 6: ELECTION TO MEMBERSHIP

All applications for membership shall be submitted to the Committee who shall have power to reject any application without giving a reason.

Rule 7: ADMISSION TO MEMBERSHIP & NON-PAYMENT OF SUBSCRIPTIONS

Immediately upon election notice thereof shall be given to the member, his subscription shall become due, he shall be furnished with a copy of the Constitution and he shall be entitled to all benefits and privileges of membership applicable to his class of membership and be bound by these Rules. Members whose subscriptions are more than three months in arrears shall be removed from the Society's list of members but may be reinstated by the Committee at their discretion.

Rule 8: CANCELLATION OF ELECTION

The Committee may cancel the election of any member at any time without assigning a reason therefor but in such case the unexpired portion of his subscription shall be returned to him. The Committee may also decline to allow a member to renew his annual subscription without assigning a reason therefor and shall give to the member notice in writing of its decision to do so. Any person shall upon ceasing to be a member of the Society (whether under this rule or otherwise howsoever) forfeit all right and claim upon the Society and its property and funds.

Rule 9: MANAGEMENT

The Society (except as otherwise provided by these rules) shall be managed by a President, Vice-Presidents, Officers and a Committee of sixteen members all of whom shall be appointed or elected as hereinafter provided.

Rule 10: PRESIDENTS AND VICE-PRESIDENTS

The Committee acting on behalf of the Society shall invite some distinguished persons not necessarily members to serve as President and Vice-Presidents for the Society's ensuing year and if not already members they shall be elected to Honorary Membership for that year. At meetings of the Society and of the Committee the President when present shall take the chair. At least once during his Presidency he shall be invited to give an address. The President and Vice-Presidents shall be *ex officio* members of the Committee and entitled to all rights of membership thereof.

Rule 11: COMMITTEE

A Committee member shall serve for four years from the date of election. Each year four of the sixteen members of the Committee who have served four years since their election shall retire but may offer themselves for re-election. The election shall take place at the Annual General Meeting and candidates must be Individual Members of the Society. Nominations duly proposed and seconded and signed by the candidate must be received by the Hon. Secretary not less than 21 days before the Annual General Meeting. The four candidates who receive most votes shall be declared elected. The Committee shall have power to co-opt additional members as individuals or as representatives of another body but such co-options shall not exceed six and shall be subject to approval annually at the Annual General Meeting.

Rule 12: CHAIRMAN AND VICE-CHAIRMEN

At the first Committee meeting after the Annual General Meeting from the sixteen Committee members a Chairman and one or more Vice-Chairmen of the Society shall be elected. In the absence of the President the Chairman shall if present preside at all meetings of the Society and of the Committee and shall in the case of an equality of votes have a casting vote. One of the Vice-Chairmen shall in the absence of the President and the Chairman deputise for them and have when necessary a casting vote.

Rule 13: VACANCIES ON COMMITTEE OR IN OTHER OFFICES

In the event of a vacancy occurring on the Committee it shall be automatically filled by the unelected candidate for the Committee who received the largest number of votes at the last election of members to the Committee and if no such candidate is available the Committee shall have power to appoint a member to fill such a vacancy. Any member so appointed shall hold office for the remaining period of office of the retiring member providing his appointment is confirmed by the next Annual General Meeting. If a vacancy should occur in any other office of the Society the Committee shall have power to fill such vacancy until the following Annual General Meeting.

Rule 14: MEETINGS OF THE COMMITTEE

The Committee shall meet at such times as are necessary to carry on efficiently the business of the Society. Five members of the Committee shall form a quorum.

Rule 15: DUTIES OF THE COMMITTEE

The Committee shall make necessary payments and discharge all business appertaining to the activities of the Society and shall have power to appoint, pay and dismiss a Secretary and other employees. They shall also have power to appoint such honorary officials as may from time to time become necessary. The Committee shall have power to make purchases for the Library and

Collections of the Society and to draw up bye-laws under which these may be made available for the use of members.

Rule 16: SUB-COMMITTEES

The Committee shall have power to appoint advisory and research Sub-committees composed of Committee members and such other members as the Committee decides to co-opt. Such Sub-committees may seek the advice of expert non-members if they so desire.

Rule 17: BYE-LAWS

The Committee may from time to time make, repeal and amend all such bye-laws and regulations (not inconsistent with these Rules) as they shall think expedient for the management and well-being of the Society. All Bye-laws and Regulations made by the Committee under this rule shall after notification be binding upon members until repealed by the Committee or a General Meeting.

Rule 18: OFFICERS

The officers of the Society shall consist of an Honorary Secretary or Joint Honorary Secretaries and an Honorary Treasurer (each, an “**Officer**”) who shall be elected annually at the Annual General Meeting to serve from that date. The Officers of the Society shall be *ex officio* members of the Committee and shall be entitled to all rights of membership thereof. The Committee shall however have power to pay a suitable honorarium to a member or a non-member of the Society to act as an Officer or other functionary of the Society. Any such Officer or functionary in receipt of emolument shall not be a member of the Committee (but may advise the Committee at its invitation on matters concerning his specific remit as necessary) and shall not be a Trustee of the Society.

Rule 19: APPOINTMENT OF TRUSTEES

- a) Trustees shall be appointed by the Committee. Each Trustee must be a natural person of at least 16 years of age who is not disqualified from acting as a trustee by virtue of section 178-180 of the Charities Act 2011.
- b) No person is entitled to act as a “**Trustee**” of the Society until they have expressly acknowledged their acceptance of the office of Trustee.
- c) The number of Trustees shall not be more than four nor less than two.

Rule 20: RETIREMENT AND REMOVAL OF TRUSTEES

A Trustee will hold office on appointment by the Committee until they:

- a) retire by notifying the Society in writing (but only if sufficient charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- b) die;
- c) are disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or
- d) are removed from office by resolution of the Committee, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

Rule 21: ANNUAL GENERAL MEETING

An Annual General Meeting shall be held at such time and place as the Committee shall determine for the following purposes:

- a) to receive from the Committee an Annual Report, Balance Sheet and Statement of Accounts for the preceding year;
- b) to elect Officers (i.e. Hon. Treasurer and Hon. Secretary or Joint Hon. Secretaries);
- c) to elect members to fill vacancies on the Committee;
- d) to appoint an Honorary Auditor and an Honorary Solicitor;
- e) to decide on any Resolutions submitted to the meeting;
- f) to decide on such amendments to the Rules as appear necessary;
- g) to conduct any other necessary business.

A member wishing to move any Resolution at a General Meeting shall give notice of it in writing to the Honorary Secretary not less than 21 days before the meeting.

Rule 22: EXTRAORDINARY GENERAL MEETING

The Committee may at any time for any special purpose call an Extraordinary General Meeting and they shall do so forthwith upon the requisition in writing of any twenty members stating the purpose for which the meeting is required.

Rule 23: CONVENING OF GENERAL MEETINGS

Notice of the Annual General Meeting or any Extraordinary General Meeting shall be sent to every member not less than one month in advance and a detailed Agenda shall be sent to every member before the meeting. This rule shall not apply to Associate Members.

Rule 24: PROCEEDINGS AT GENERAL AND OTHER MEETINGS

At all General and other Meetings of the Society the President and in his absence the Chairman and in his absence one of the Vice-Chairmen and in their absence a member selected by the Committee shall take the chair. Ten members in addition to Committee members and Officers of the Society shall form a quorum and every Individual member and one named delegate representing each Corporate member shall be entitled to vote upon every motion and in the case of equality of votes the Chairman at the meeting shall have a casting vote. The Committee shall be empowered if they think fit to enable members unable to be present to vote in writing.

Rule 25: AUDIT AND PRESENTATION OF ACCOUNTS

The Accounts of the Society shall be balanced annually and shall then as soon as possible be prepared, audited or examined as may from time to time be prescribed by law by a suitable person (not being a member of the Committee) appointed at each Annual General Meeting. A vacancy occurring in the office of Auditor during the year shall be filled by the Committee. The Accounts of the Society shall after audit be presented to the Annual General Meeting and copies shall be held by the Hon. Secretary for the inspection of members.

Rule 26: ACTIVITIES

The Committee shall have power at their discretion to promote any activity necessary or desirable for managing the affairs of the Society or furthering its objects.

Rule 27: APPLICATION OF INCOME AND PROPERTY

- a) The Committee shall have the power to take and accept gifts of property of any description whether subject to any special trusts or not and to invest and deal with the monies of the Society not immediately required in such manner as the Society may from time to time determine subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law.
- b) The property of the Society (other than cash which shall be under the control of the Committee) and materials on loan to the Society shall be vested in and controlled by the Trustees, but the Trustees shall deal with such property and materials as directed by resolution of the Committee (of which an entry in the Minute Book shall be conclusive evidence), provided this does not infringe any applicable law, including the Trustee Act 2000.
- c) Officers, Committee members, and Trustees are entitled to be reimbursed from the property of the Society (except out of any original research material entrusted by way of gift to the Society) or may pay out of the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society and in addition may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- d) The income and property of the Society shall be applied solely towards the promotion of the objects listed at Rule 2. None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus to any member of the Society. This does not prevent a member who is not also an Officer, Committee member, or Trustee from receiving:
 - (i) a benefit from the Society in the capacity of a beneficiary of the Society; or
 - (ii) reasonable and proper remuneration for any goods or services supplied to the Society.
- e) [Nothing in this constitution shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.]

Rule 28: BENEFITS AND PAYMENTS

- a) No charity trustee or connected person (as defined under sections 177 and 188 of the Charities Act 2011, respectively) may:
 - (i) buy or receive goods or services from the Society on terms preferential to those applicable to members of the Society or the general public, provided that charity trustees and connected persons may receive a benefit from the Society as a beneficiary where this benefit is available generally to beneficiaries of the Society;
 - (ii) sell goods, services, or any interest in land to the Society;
 - (iii) be employed by, or receive any remuneration from, the Society;
 - (iv) receive any other financial benefit from the Society,

unless the payment is permitted under Rule 18, paragraph (c) of Rule 27, paragraph (b) of this Rule 28, or authorised by the court or the Charity Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

- b) A charity trustee or connected person may:
 - (i) receive a benefit from the Society in the capacity of a beneficiary of the Society, provided that the majority of trustees do not benefit this way;
 - (ii) enter into a contract for the supply of services or goods for the Society where this is permitted in accordance with section 185 of the Charities Act 2011 and section 30 of the Charities Act 2022 (as applicable);
 - (iii) subject to paragraph (c) of this Rule 28, provide the Society with goods that are not supplied in connection with services provided to the Society by the charity trustee or connected person;
 - (iv) receive interest on money lent to the charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);
 - (v) receive rent for any premises let by the charity trustee or connected person to the Society, provided that the amount of the rent and the other terms of the lease must be reasonable and proper, and the charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;
 - (vi) take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.
- c) The Society, its charity trustees and any connected persons may only rely upon the authority provided by paragraph (b)(iii) of this Rule 28 if each of the following conditions is satisfied:
 - (i) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Society and the charity trustee or connected person supplying the goods ("**the supplier**") under which the supplier is to supply the goods in question to or on behalf of the Society;
 - (ii) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
 - (iii) the Trustees are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so;
 - (iv) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with them or it with regard to the supply of goods to the Society;
 - (v) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting;
 - (vi) the reason for the Trustees' decision is recorded by the Trustees in the minute book; and
 - (vii) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Rule 28.

d) Legislative references in this Rule refer to those provisions as from time to time applying.

Rule 29: INTERPRETATION OF RULES

The Committee shall be the sole authority for the interpretation of these Rules and of any By-laws and Regulations made thereunder and the decision of the Committee upon any question of interpretation or upon any matter affecting the Society and not provided for by these Rules or any Bye-laws or Regulations made thereunder shall be final and binding on members.

Rule 30: AMENDMENT OF RULES

Alteration to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or an Extraordinary General Meeting. A resolution for the alteration of the Constitution must be received by the Hon. Secretary or the Joint Hon. Secretaries of the Society at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given to the membership by the Hon. Secretary or the Joint Hon. Secretaries and must include notice of the alteration proposed. It is provided that no alteration shall be made to Rule 2 (Objects), Rule 32 (Dissolution of the Society) or this Rule (Rule 30) until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and that no alteration shall be made which would have the effect of causing the Society to cease to be a charity in law.

Rule 31: LIABILITY OF MEMBERS

- a) The maximum liability which members of the Society (whether or not members of the Committee) may incur shall be limited to an amount not exceeding one year's subscription.
- b) If the Society is wound up, the members of the Society have no liability to contribute to its assets and no personal responsibility for settling its debt and liabilities.

Rule 32: DISSOLUTION OF THE SOCIETY

If at any General Meeting a resolution to dissolve the Society is passed by a majority it shall then be laid before an Extraordinary General Meeting convened not less than one month later with a provision for those members who are unable to be present to submit their votes in writing. If this Extraordinary General Meeting confirms the resolution by a two-thirds majority the Committee shall thereupon or at any such future date as shall be specified in such resolution aforesaid return any articles upon loan and after discharge from the funds of the Society of all liabilities divide the remaining assets among such charitable Research Organisations or Theatrical Charities as the Committee shall decide and when such assets have been divided as aforesaid the Society shall be dissolved.

Rule 33: RESPONSIBILITIES OF THE TRUSTEES UPON DISSOLUTION

- a) If the members of the Society resolve to dissolve the Society in accordance with Rule 32, the Trustees shall remain in office and be responsible for the winding up of the affairs of the Society in accordance with this Rule 33.
- b) The Trustees must collect in all the assets of the Society and must pay or make provision for all the liabilities of the Society. As per Rule 32, the Committee may decide how to divide any remaining assets of the Society, and the Trustees shall comply with any such resolution provided that it is consistent with paragraph (c) below.
- c) The Trustees must apply any remaining property or money:

- (i) directly for the objects;
- (ii) by transfer to any charity or charities for purposes the same as or similar to the Society;
- (iii) in such other manner as the Charity Commission for England and Wales may approve in writing in advance.

- d) The net assets of the Society shall not be paid to or distributed among the members of the Society except: (i) to a member that is itself a charity; or (ii) by way of honorarium in accordance with Rule 18.
- e) The Trustees must notify the Charity Commission promptly that the Society has been dissolved. If the trustees are obliged to send the Society's accounts to the Charity Commission for the accounting period that ended before its dissolution, they must send the Charity Commission the Society's final accounts.

Rule 34: DATA PROTECTION ACT AND COMPUTERISATION

The Committee is authorised to conduct operations of the Society by computer as and when expedient subject to the provisions of the Data Protection Act 2018 and any subsequent amendments to that Act. Any member who desires to be excluded from computer-based operations is hereby empowered to register his exclusion with the Society's Hon. Secretary.

Rule 35: INTERPRETATION

In these rules unless the context otherwise requires the masculine gender shall include the feminine and in the case of corporate members the singular shall include the plural.