Sinodun Players (‘The Rules’)
September 2025 Version

These Rules were put before the Membership at the Sinodun Players Amateur Dramatic Society AGM held on 2nd October 2024 for approval and acceptance. A Resolution to accept these Rules was unanimously approved by the members. It was agreed at the same meeting that any reference to Sinodun Players Amateur Dramatic Society would be amended to read Sinodun Players and the Rules would be transferred to the new Charitable Incorporated Organisation known as Sinodun Players.

The Trustees of the Sinodun Players (SP or SPs) appointed a small working group from the Board of Trustees and SPC to check the SP Rules for consistency and to make any appropriate changes. There has been no substantial change to SP Rules, although the former clause 9.3 has been removed entirely since the content is covered by the charity’s ‘Financial Controls Policy’ which was agreed by the Trustee Board and SPC in March 2025. The Rules will be put before the Members of Sinodun Players for approval and acceptance at the first AGM of Sinodun Players.

1. **OFFICERS**

1.1 There shall be a Board of Trustees (Trustees). Trustees shall be elected by a vote of full members at a General Meeting. The Trustees shall comprise no fewer than three and no more than twelve Trustees and shall govern the Sinodun Players (SP). At every SP Annual General Meeting (AGM) one-third of the Trustees shall retire from office. If the number of Trustees is not three, or a multiple of three, the number nearest one-third shall retire from office. If there is only one Trustee they shall retire. The Trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. Any person who retires as a Trustee by rotation, or by stepping down during the year, is eligible for reappointment. A Trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years. The Committee of Trustees shall elect from its ranks a Chair, Secretary and Financial Trustee at its first meeting following an AGM. *Note: this clause 1.1 does not override the more detailed rules regarding the appointment of SP Trustees found at clauses 12, 13, 15 and 16 of the SP Constitution.*

1.2 There shall be a Chair of the SP. The Chair shall be elected by a vote of full members at a General Meeting, to lead the SP. Their term of office shall be for two years, but they may offer themselves for re-election.

1.3 There shall be a Sinodun Players Committee (SPC) to coordinate the charitable aims of the SP. Committee members shall be elected by a vote of full members at a General Meeting. Their term of office shall be for two years, but they may offer themselves for re-election.

1.4 There shall be an Honorary President of the SP (the 'Honorary President'). The Honorary President shall be nominated by the SPC to be ratified by a resolution passed at a General Meeting. The Honorary President shall be a full member who has provided exceptional service to the SP for a significant period and shall remain in office until retiring or being removed by a resolution of a General Meeting. The Honorary President shall be entitled to attend, ex officio, any meeting of the Trustees or the SPC, but shall have no committee voting rights.

1.5 There may be up to four Honorary Vice Presidents of the SP (Honorary Vice Presidents). Honorary Vice Presidents shall be nominated by the SPC to be ratified by a resolution passed at a General Meeting. Honorary Vice Presidents shall be full members who have provided exceptional service to the SP for a significant period and shall remain in office until retiring or being removed by a resolution of a General Meeting. Honorary Vice Presidents shall be entitled to attend, ex officio, any meeting of the Trustees or the SPC, but shall have no committee voting rights.

2. **MEMBERSHIP**

2.1 All persons who are desirous of furthering the objects of the SP may become members, subject to the criteria defined in clause 9 of the Constitution.

2.2 The Trustees, on the recommendation from the SPC, will determine and/or amend, from time to time, the entitlements of classes of membership and their rights within the SP. In exceptional circumstances, Trustees may terminate a person's membership subject to clause 9 (4) of the Constitution.

3. **SUBSCRIPTIONS**

3.1 The annual subscription for membership of the SP shall be such sums as shall be fixed from time to time by the Trustees, based on the recommendation of the SPC. Subscriptions become due on the first day of June in each year.

3.2 Any new member joining after 31st January shall pay half the category rate.

3.3 In the event that a person's membership is terminated by the Trustees, a refund may be given, the amount at the discretion of the Trustees. This applies to all classes of membership.

4. **SP COMMITTEE**

4.1 The day-to-day activities of SP stage productions shall be in the care of the SPC, whose responsibilities shall be deemed to have been delegated by the Trustees.

4.2 The SPC shall consist of up to ten voting members. One of the ten voting members shall be the Chair. At its first meeting following an AGM, the SPC shall elect from within the following positions: Treasurer, three artistic programming members (the Artistic Team), Marketing, Youth Liaison, Social and Fundraising, Membership, and Member without Portfolio. In addition to their role, one of these SPC members (although not the Member without Portfolio) will be elected as Vice-Chair who shall act in the Chair's stead as may be necessary. Anyone co-opted to take one of the ten voting positions on the committee between AGMs has the same voting rights but must stand for election or stand down at the next AGM.

4.3 For the purpose of conducting its business, any SPC meeting must have a quorum of four voting members of whom at least one must be the Chair, or, in the absence of the SP Chair, the Vice-Chair. SPC members are expected to regularly attend the monthly meetings.

4.4 If any member fails to attend fifty percent of the SPC meetings in any period of six months (other than through reasons of ill health or any reason acceptable to the SPC by majority vote), such member shall be deemed to have resigned.

4.5 Any retiring Member of the SPC, including the Chair, may offer themselves for re-election at any time, but the Chair position must always be voted on by the membership every two years.

4.6 Each member of the SPC shall have one vote on committee business, and in the case of equality of vote, the Chair may exercise a second or casting vote.

4.7 In the event of a vacancy occurring on the SPC for any reason, it may co-opt a member to fill the vacancy for the period until the following AGM. The person so co-opted to fill the vacancy shall have the same voting rights as a duly elected member (see clause 4.2)

4.8 The SPC shall have the power to co-opt one additional member, in addition to the ten voting members of the committee to serve on the SPC, but such Member shall have no voting rights.

4.9 The SPC may appoint an unelected minutes secretary who will have no voting rights. Minutes of the SPC meetings shall be posted on the SP Website and be available for inspection by members following ratification by the SPC.

4.10 The SP Chair shall, when possible, attend Trustee Committee meetings. If the Chair is unavailable to attend a meeting, when possible, another SPC member may attend instead.

4.11 A Trustee shall, when possible, attend SPC meetings.

4.12 The SP Chair will sit as a Director on the Board of Corn Exchange Wallingford Limited (CEW Ltd) and attend monthly Board meetings. If the Chair is unavailable to attend a meeting, when possible, another SPC member may attend instead but will not have voting rights.

5. **PRODUCTION MANUAL**

5.1 The SPC shall produce and maintain a Production Manual which shall detail how productions shall proceed. The Manual shall contain guidance and requirements on topics such as budgets, safeguarding, health and safety and risk assessments, amongst others.

5.2 The manual shall be made available to members on the SP Website.

6. **ANNUAL PROGRAMME**

6.1 An annual programme of productions shall be presented by the Artistic Team to the SPC for approval and then duly presented to the Members.

6.2 The annual programme may be subject to change in the event of unforeseen circumstances.

6.3 The SPC will provide an overall indicative forecast of income and expenditure to the Trustees once the annual programme of productions has been confirmed.

7. **CASTING**

7.1 Casting of a production shall be the responsibility of the Director of the production, who may consider the advice of the Artistic Team and the SPC Chair.

8. **VETO**

8.1 The SPC shall have the power to veto the presentation of a production should that production, in their opinion, not meet the standards of the SP.

9. **PRODUCTION PLANS AND BUDGETS**

9.1 The SPC shall publish and maintain a financial process for running the SP. The SPC shall have authority to spend such sums as the Trustees shall allocate annually to further the objects of the SP, subject to a limit of £5,000 for any single purchase.

9.2 A Production Budget for each production shall be submitted to the SPC after the first production meeting for approval by the SPC. It will then be passed for approval by the Trustees. Approval by the SPC and the Trustees should be **PRIOR TO** the commencement of the first production rehearsal.

9.3 The SPC Treasurer shall keep detailed accounts and produce an annual report. The SPC Treasurer is answerable to the Financial Trustee and shall make the accounts and statements available upon their request.

9.4 Total SPC funds in bank accounts should not normally exceed £15,000. The SPC shall review this figure at each SPC meeting and authorise the transfer of excess amounts to the Trustees' bank account. At their discretion, the SPC may, if necessary, approach the Trustees for additional funding.

9.5 Larger payments, not covered by Production Budgets, such as rent, shall be paid by the Financial Trustee from the Trustees' bank account.

10. NOMINATION AND ELECTION OF TRUSTEES AND SPC MEMBERS

10.1 Nominations for election to both bodies shall be proposed by a Full Member and seconded by another Full Member and must be received by the Secretary of the Trustees in writing not less than four days before the date of the AGM or Special General Meeting at which the elections are to take place. All contested elections of SPC members shall be by written ballot of those Full Members attending the AGM.

11. THE CORN EXCHANGE

11.1 The Corn Exchange is owned and operated by Corn Exchange Wallingford Limited (CEW Ltd) which is 100% owned by the SP.

11.2 The SP has priority use of storage, wardrobe and workshop facilities in the Corn Exchange. Rehearsal and meeting room facilities are available by agreement via Room Booker. At agreed times the SP shall also have use of the Auditorium and Front of House facilities.

11.3 A rent may be payable for these facilities by the SP. This shall be agreed and set periodically by the Trustees and the Board of CEW Ltd.

11.4 The SPC shall liaise regularly with the Board of CEW Ltd. Each shall have visibility of the other's meeting minutes in confidence.

11.5 The SPC and the Board of CEW Ltd shall jointly co-operate in productions and in the operation of the Corn Exchange.

11.6 The Trustees recognise that the Board of CEW Ltd is responsible for providing:

a) appropriate insurance cover for the building, its contents, and staff (in this case volunteers),
b) appropriate indemnity insurance for all officers of CEW Ltd,
c) Public Liability insurance cover for the Corn Exchange and suitable insurance cover for the activities of the CEW Ltd, including where these activities take place outside the Corn Exchange building and for goods in transit.

11.7 The SP will ensure that appropriate insurance cover is in place for all its activities, including where these activities take place outside the Corn Exchange building and for goods in transit, and that appropriate indemnity insurance is in place for all officers of the SP, including the Trustees, and its members.

11.8 All members shall comply with the health and safety instructions issued by CEW Ltd Board, or its designated representative, whilst on the premises.