



PINELANDS PLAYERS

Incorporating the Cape Town Repertory Theatre Society

CONSTITUTION AND RULES

Revised July 2025

1. NAME

The name of the Society is Pinelands Players ("the Society") which incorporates the Cape Town Repertory Theatre Society.

2. AIM

2.1 The aims of the Society are:

- a) to strengthen the sense of community in Pinelands and more widely;
- b) to cultivate an environment where members can practise and grow their skills in all facets of theatrical performance;
- c) to participate in the broader community theatre network; and
- d) to raise money generally for the purpose of the Society.

2.2 To attain these ends, the Society shall, as its resources permit and as it deems advisable:

- a) present theatrical productions considered suitable by the Committee;
- b) encourage all aspects of arts connected with the stage including, but not limited to, play-writing, technical development and performance experience;
- c) arrange members' evenings for the entertainment and instruction of members;
- d) provide and maintain such theatrical scenery, wardrobe and properties as may be considered necessary; and
- e) co-operate with other societies or organisations in any scheme which shall be to the common benefit and consistent with the ideals of the Society.

3. MEMBERSHIP

3.1 Membership shall be open to anyone who:

- a) is older than 16 years of age; and
- b) supports the aims of the Society.

3.2 Membership is obtained by application to the Secretary and subsequent approval by the Committee. Membership becomes effective on receipt of payment of the subscription.

3.3 This actual process of how the above is achieved can be adjusted at the discretion of the Committee from time to time without requiring a Special General Meeting or other approval from the Society provided this is recorded in the Minutes of a Committee Meeting.

3.4 Other than artists specially invited by the Committee, only members of the Society shall be eligible to take part in any of the Society's productions.

3.5 Non-members of the Society wishing to take part in any production of the Society must apply for membership prior to taking part in any such production and will be liable to pay a pro-rata portion of the annual subscription.

3.6 Life Membership

Life Membership shall carry full membership privileges, but no subscription shall be applicable. This privilege is based on length of membership, considerable ongoing contribution to the Society or other such relevant factors.

- a) Nominations for Life Membership shall be submitted to the Secretary for Committee approval not less than 14 days before the date of the Annual General Meeting.
- b) Life Memberships will be announced at an Annual General Meeting.

3.7 Patrons and Honorary Members

The Committee shall have the power to invite Patrons of the Society and to elect Honorary Members of the Society, where it considers this desirable or advisable, provided two-thirds of the Committee are in favour of such invitation and nomination. Patrons and Honorary Members shall be entitled to two free tickets for each society production.

4. SUBSCRIPTIONS

- 4.1 Members shall pay an annual subscription to the Society at the rate to be fixed by the Committee from time to time.
- 4.2 Subscriptions shall apply for the duration the Financial Year of the Society, however renewals will have a grace period for payment until the Annual General Meeting.4.2 Subscriptions shall be valid for the period from one AGM to the next AGM.

5. CEASING TO BE A MEMBER

5.1 Resignations

- a) Members may resign at any time.
- b) A resignation from the Society shall be considered effective once received by the Secretary in writing.
- c) No refund of a pro rata portion of the annual subscription will be applicable.

5.2 Non-Payment of Subscriptions

Any member who has not paid their membership fee by the AGM will be deemed to be an inactive member. They will remain on the database but have no voting rights or be eligible to partake in any productions until the membership is renewed.

- 5.3 The Society is committed to maintaining an inclusive and respectful environment. Any form of offensive behaviour – Including but not limited to racist, sexist, discriminatory, or inflammatory language or actions – shall not be tolerated under any circumstances. Members found to be in breach of this standard may have their membership terminated.

6. MANAGEMENT

The financial, administrative, and general operational affairs of the Society shall be overseen by a duly appointed Committee to be elected at the Annual General Meeting. This Committee shall be responsible for ensuring the effective governance of the Society, safeguarding its assets, and furthering its objectives in alignment with its constitution.

7. COMMITTEE STRUCTURE AND PROCEDURES

7.1 Committee Structure

- a) The Committee will consist of three (3) office bearers – Chairperson, Treasurer and Secretary – and at least a further three (3) other members.
- b) The elected Committee as defined in (a) shall have the discretion to co-opt an additional three (3) members with full voting rights.

7.2 Roles and Responsibilities

While the general areas of responsibility assigned to office bearers and committee members are outlined below, each incoming Committee retains the discretion to structure and allocate duties in a manner it deems most effective for advancing the aims of the Society.

- a) Chairperson – To preside over meetings, represent the Society in official matters, and provide strategic leadership.
- b) Treasurer – To oversee financial matters, including budgeting, accounting, and financial reporting.
- c) Secretary – To manage correspondence, maintain comprehensive records including the membership lists and minutes of all meetings.
- d) Additional Members – Members who may be assigned specific portfolios, such as social media, specific events, communications, technical support or any other aspects as required.

7.3 Committee Meetings

- a) The Committee shall meet at least once in every two months on such dates as may be fixed by the Committee from time to time. At least seven (7) days' notice shall be given in writing to all Committee members of all ordinary meetings of the Committee.
- b) A special meeting of the Committee may be summoned by the Secretary upon giving twenty-four (24) hours' notice, or upon an emergency arising, by the Chairperson without such notice.

7.3 Removal of Committee Members

- a) If any member of the Committee shall be absent from three consecutive meetings of the Committee without leave of absence, they shall forfeit their seat on the Committee.
- b) Any elected member of the Committee may be removed from office by a resolution carried out by two-thirds of the votes recorded by members present and entitled to vote, at a Special General Meeting, called after due notice for the express purpose of considering such a resolution.

7.4 Filling of Vacancies

A vacancy occurring in the membership of the Committee shall be filled by the Committee from among the members of the Society. The Committee shall also have the power to co-opt a member temporarily in place of any member to whom it shall have granted leave of absence.

8. SPECIAL COMMITTEES

The Committee shall have the power to appoint Special Committees from among members of the Society and Sub-Committees from among its own members and to delegate to such Committees and Sub-Committees such powers as it may deem advisable. The Chairperson shall be an ex-officio member of every such Committee and Sub-Committee, but such bodies shall elect their own Chairperson.

9. MEETINGS

9.1 The Chairperson shall preside at all Annual and Special General Meetings. The Chairperson shall preside at all meetings of the Committee. In their absence, the Secretary shall preside, or failing them, then some member elected by the members present and duly entitled to vote.

9.2 At all meetings, the Chairperson of the meeting shall have both a deliberate vote and a casting vote.

9.3 The ruling of the Chairperson shall be final on all matters of order or interpretation, unless immediately challenged by a member. In such cases, the Chairperson may confirm or revise their ruling at their discretion, without further debate.

9.4 It is the intention that all communication with members will be done via e-mail, unless a member has made a specific arrangement with the Secretary. As such when any notice is required to be given, it shall be deemed to have been given if e-mailed to the address recorded by the Secretary when a member joins the Society. Members are responsible for alerting the Secretary in writing of any changes to contact details.

9.5 Votes shall be recorded only by members present and entitled to vote at meetings or by those members who have completed and submitted their proxy, and shall be by show of hands unless the Chairperson, in their discretion shall determine otherwise.

10. QUORUM

10.1 The number of members required to form a quorum shall be as follows:

- a) Committee Meetings – five (5).

- b) Special Committee or Sub-Committee meetings – one half of the members appointed, including at least one of the ex-officio members.
 - c) Annual and Special General Meetings – twenty-five (25) in person or by proxy, **OR** 50% of paid-up members of the society, whichever is the lesser.
- 10.2 Should a quorum not be present at a duly convened Annual General Meeting or Special General Meeting; the meeting shall stand adjourned for a period of one (1) week. The adjourned meeting shall reconvene at the same time and place, and those members present at that time shall constitute a quorum, regardless of their number.

11. ANNUAL GENERAL MEETING (AGM)

11.1 An Annual General Meeting (AGM) will be held before or on the last day of March of each year. If for any significant reason this is not possible, the members must be notified in writing of the reason and announce a date for the AGM which can be no longer than three (3) weeks after the end of March.

11.2 The AGM shall be convened for the purpose of:

- d) presentation and approval of a report on the activities and the financial statements of the Society for the preceding year;
- e) consideration and adoption of any proposed amendments to the Rules of the Society, or to frame new Rules as necessary;
- f) election or re-election of the Committee for the ensuing year (no member shall be eligible for nomination unless they are present at the meeting or have submitted written consent to stand for election); and
- g) conducting any other general business including, but not limited to, discussion on membership fees, policies, future plans and anything else deemed appropriate by the Committee or motions or agenda items raised by members in accordance 11.3(b) below.

11.3 Notice of Meeting

- a) Notice of the AGM including the date, time and venue of the meeting shall be sent to all members of the Society by the Secretary at least twenty-one (21) days in advance of the AGM.
- b) Written notice of any motion for consideration must be sent to the Secretary no later than fourteen (14) days before the date of the meeting.
- c) The agenda for the meeting shall be circulated to all members at least seven (7) days before the date of the meeting.

11.4 Voting and Decision Making

- a) All members have the right to attend and speak at the AGM, and each member in good standing is entitled to one vote.

- b) Members who are unable to attend a duly convened meeting may exercise their voting rights by proxy, provided that:
 - i. The appropriate proxy form is submitted in writing and clearly identifies the designated representative.
 - ii. All proxy submissions must be received by the Secretary prior to the commencement of the meeting.
 - iii. A member may revoke their proxy at any time prior to the vote, by written notice to the Secretary.
 - iv. No individual may hold more than three (3) proxies at any given meeting.
 - v. Proxy votes shall be counted toward quorum and decision-making only if they meet the above requirements.
- c) Guests may attend at the discretion of the Committee but do not have voting rights.

11.5 Minutes and Records

The Secretary must record accurate minutes of the meeting. These should include attendance, decisions made, and actions agreed upon. Approved minutes must be circulated to members as soon after the AGM as practically possible ahead of the next AGM and retained for official records.

12. SPECIAL GENERAL MEETING (SGM)

- 12.1 A Special General Meeting may be called at the discretion of the Committee **OR** shall be called by the Secretary within fourteen (14) days after receipt of a written request by not fewer than twenty (20) members.
- 12.2 Not less than ten (10) days' notice shall be given of a Special General Meeting.
- 12.3 No other business will be transacted at the meeting other than that specific issue/s that the SGM was called for.

13. FINANCE

- 13.1 The Financial Year of the Society shall be the period of twelve (12) months from 1st January to the 31st December.
- 13.2 The accounts shall be audited / independently reviewed at the end of each year by an Honorary Auditor to be appointed by the Committee, provided that the Honorary Auditor so appointed shall not be a member of the Committee.

- 13.3 The audited / independently reviewed Financial Statement shall be presented to the Committee as soon as practicable after the end of the Financial Year, and shall be submitted for confirmation at the Annual General Meeting.
- 13.4 All monies received by the Society shall be deposited to the credit of the Society's banking account, and all withdrawals shall be signed by any two of the following: the Chairperson, the Treasurer and one other member of the Committee duly authorised thereto by the Committee.
- 13.5 The Committee shall have the power to receive donations to the Society. Donors may stipulate the use to which such donations shall be put, failing which the Committee shall have full power to decide the use to which a donation shall be put;
- 13.6 All monies surplus to the immediate requirements of the Society may be invested as from time to time determined by the Committee.

14. WINDING UP OF THE SOCIETY

- 14.1 In the event that the Society is unable to continue running for any reason the Committee shall do the following with as little delay as is reasonable in the circumstances:
- a) Communicate the situation by informing the membership by notice circulated using one or more of email, letter, fax or other method of distribution that the Society is unable to continue running under the prevailing circumstances and clearly explain the circumstances as well as steps required to address the failure and consequences of failing to rectify the failure.
 - b) Call a Special General Meeting of the members of the Society to attempt to remedy the circumstances at the earliest possible date but not later than thirty days (30) from the date of such notice
- 14.2 Should the situation resulting in cessation of normal operation of the Society not be rectified by any such action as is required by the prevailing circumstances then the Committee shall take steps in their sole discretion to determine the appropriate actions required to dispose of the assets of the Society in the manner best considered to support the aims of the Society. Such action may include but is not limited to the following or any combination thereof:
- a) Amalgamation with another society with similar aims and objectives, provided that any or all monies, equipment, props, costumes, scenery, stock and any other materials or articles owned by the Society may be transferred to the other society at the sole discretion of the outgoing Committee.
 - b) Sale or donation of non-cash assets described in clause 14.2(a) above to another society or third party.

- c) Donation of appropriate non-cash assets to a disadvantaged educational establishment for the purpose of furthering the dramatic arts at that establishment.
- d) Donation of cash assets to an educational body for the purpose of providing financial support in the form of a bursary or similar to qualifying students of the performing arts at an approved tertiary institution.
 - i. Cash assets will be determined as the final value after disposal of non-cash assets and payment of any outstanding liabilities.
 - ii. The Committee may be guided by the chosen institution as to the value and qualifying criteria for the award.

14.3 The Committee shall take all necessary steps to terminate any active contracts, leases, agreements or other formal arrangements including but not limited to the closing of any banking or investment accounts as are outstanding at that time such that on the final operating date of the Society all financial liabilities have been honoured.

14.4 The Honorary Auditor shall review a final Distribution Account on the closure of the Society and this shall be included with the final report of the outgoing Chairperson and Treasurer for circulation to the members.

This Constitution supersedes all previous rules and regulations of the Society and remains in force until amended or repealed.

This Constitution was duly adopted by the members of the Society at a Special General Meeting held at the **Pinelands Players Clubhouse** on **28th July 2025** and shall take effect immediately upon its adoption.

Signed on behalf of the Society:

 PHILIPPA VAN RYNEVELD
 CHAIRPERSON

 ROBYN LAW
 SECRETARY

Date: _____

Date: _____