

LEWES THEATRE CLUB

ANNUAL GENERAL MEETING - SATURDAY 31 OCTOBER 2020, 10.30 am

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Lewes Theatre Club will be held on **Saturday 31 October 2020 at 10.30 am**. The agenda and related documents are attached.

The meeting will be conducted on-line via Zoom.

The meeting is open to all current members of Lewes Theatre Club. Please note that, as this is an on-line meeting, you will not be able to renew your membership on the day. In order to participate you must have access to a laptop or desktop computer fitted with a webcam and microphone, or a smartphone.

If you wish to participate in the meeting, you will need to register your wish to attend. Please do so by no later than Friday 16 October 2020. Registrations received after that date will not be accepted. Please register by copying the link below into your browser.

https://zoom.us/webinar/register/WN_Q3qnZyZWRQec6wLwpre7zg

Those who register successfully will be sent an exclusive, non-transferrable link to the meeting.

Notes

- 1 Three members of the Board of Trustees reach the end of their current periods of office: Estelle Carpenter, Kristy Howell and David Rankin. Two are prepared to continue in office for a further term.

The post of Secretary to the Board, which is currently appointed by membership nomination, is also vacant.

Nominations from members for the positions of Trustee and Secretary to the Board are therefore invited. Nominations may be submitted either by post, or on line. Postal nominations should be submitted using the enclosed forms. On line nominations will be accepted by email, giving the names of the nominee, proposer and seconder, in lieu of signatures, (don't forget to include the position the nomination is for).

Please submit nominations by no later than Friday 16 October 2020. (Nominations received after that date will not be accepted).

The email address for on line nomination forms is: **manager@lewestheatre.org**

The address for postal nomination forms is:

**The Premises Manager
Lewes Little Theatre
Lancaster Street
Lewes
BN7 2PX**

2. Members are invited to submit written questions in advance of the meeting, either on line or by post. If you wish to submit a question, please do by no later than **Friday 16 October 2020**, using the addresses given above. The submission of written questions is open to all members, whether or not they attend the meeting.

LEWES THEATRE CLUB

ANNUAL GENERAL MEETING - SATURDAY 31 OCTOBER 2020, 10.30 am

AGENDA

1. Apologies for absence
2. To approve the minutes of the Annual General Meeting held on 5 October 2019 (attached)
VOTE
3. To adopt the Accounts for 2019/2020 (attached).
VOTE
4. To confirm the appointment of an auditor for 2020/2021.
VOTE
5. To approve the report of the Board of Trustees for 2019/2020 (attached).
VOTE
6. To approve the recommendation of the Board of Trustees to amend the Constitution as set out in the attached report.
VOTE
7. To elect three members to the Board of Trustees
VOTE
8. To elect a Secretary for 2020/21 (only if the amendments recommended in item 6 are not approved).
9. Address by the Artistic Director.
10. To consider any questions submitted by the closing date given in the Notice of Meeting.

LEWES THEATRE CLUB

**MINUTES of the ANNUAL GENERAL MEETING
held on SATURDAY, OCTOBER 5th, 2019
at 10.30 a.m.**

1. **Apologies for absence:** Lesley Boase, Kristine Bowen, Chris Bowers, Tamara Bowers, Catherine Dampney, Ian Edwards, Christine George, John and Juliet Hartnett, Jennifer Henley, Arthur Howell, Miles Jenner, Mike Palmer, David Rankin, Pat Shrimpton, Sue Stone, Mike Trethewey, Peter Wellby.

The Meeting observed a moment's silence in memory of members who had passed away during the year, most notably Patricia Frost, Humphrey Jenkins and Beryl Passmore.

There being 33 members present the President declared the meeting quorate.

2. The **Minutes of the Annual General Meeting** held on September 29th, 2018 were approved, proposed by Don Funnell and seconded by Jancis Ham. They were then signed as a correct record by the President.
3. In the absence of the Hon. Treasurer the Hon. General Secretary presented **the Annual Accounts for 2018-19**. Kristy Howell moved and Sue Tait seconded **the adoption of the Accounts for 2018-19**. The meeting approved the Accounts.

The President thanked the Hon. Treasurer for his diligence in preparing and stewarding the club's finances.

4. The meeting affirmed **the re-appointment** of Roger Dixon, Chartered Accountant, as Auditor of the club's accounts for 2019-20, proposed by David Williams, seconded by the General Secretary.
5. The meeting received the **Membership Secretary's report** for 2018-19. There are now 891 members, with 61 new members joining last season. Already the club has welcomed 11 new members since August. The Membership Secretary was pleased to note that two-thirds of the members had already renewed before the season had started.

The President thanked the Membership Secretary for all his hard work during the season.

6. The meeting received **the Committee Report for 2018-19**. The Committee Report was adopted, proposed by Sue Tait, seconded by Derek Watts. The General Secretary outlined the salient features in his report. He made reference to the fact that it was his ninth and final report, mentioning that the most consistent theme of his tenure had been the effective management of change. He also highlighted the Extras programme, an attractive and eclectic series of one-off events scheduled for the coming season.

The President expressed thanks to Sue Tait for her chairmanship of the Committee. She also thanked the General Secretary for the preparation of the report and for all his hard work over the previous nine years and made a presentation to him on behalf of the club.

7. The meeting received **the Director's Report for 2018-19**. The Director presented his third report, again stressing the need to increase the quality of each production. There had been an increasingly rigorous focus on every aspect of the theatre's work. He outlined the season just completed and noted that the intense drive for higher standards was beginning to bear fruit. He noted with regret a decrease in attendances and despite the high quality of them plays presented. He reiterated the need for a higher and more focused marketing profile, which was beginning to happen. He then highlighted the plays which were scheduled for the coming season, which he hoped and believed would take the theatre's standards and reputation to the next level; he noted in particular the ground-breaking collaboration with

Lewes Musical Theatre on the production of 'Lust' in May. He paid tribute to the work of all the volunteers who make the theatre such a vibrant and exciting place to be.

The President expressed the thanks of the club to the Director for his assiduous work in seeking constant improvement and performance in an increasingly challenging leisure environment.

8. The meeting then considered the following resolution, proposed by the Committee of the Club:

"That the document 'LTC Constitution 2019' be adopted as the Constitution of Lewes Theatre Club'.

The resolution was moved by the Hon. General Secretary and seconded by Don Funnell.

The President thanked Bob Leeds, who had led the review into the Management and Governance of the club. The Director stressed that the 'Leeds Review' was an on-going process.

The resolution was adopted nem. con.

9. Election of the Officers of the Club.

In the light the resolution under item 8 having been passed, this item became null and void.

10. Election of Members of the Committee.

There were two vacancies for members of the Board of Trustees. Two nominations had been received. James Meikle was elected to serve a further three years and Mike Palmer was elected to serve as a Trustee.

11. Questions

The General Secretary had received no questions from the membership.

In closing the meeting, the President thanked all those members for attending and everyone who in various ways helped to keep the theatre club in being - and thriving.

There being no further business, the President closed the meeting at 11.33 a.m.

Signed.....

Date.....

LEWES THEATRE CLUB

BALANCE SHEET AS AT 31 JULY 2020

	2019-20	2018-19
Fixed Assets		
Freehold property - Site Value	£1,100,000	£1,100,000
Fixtures and fittings	£15,430	£19,421
Additions for year	£37,325	£1,153
Less 25% depreciation for year	-£13,189	-£5,144
	£39,566	£15,430
Current Assets		
Bank current accounts	£2,030	£1,354
Bank deposit accounts	£9,000	£2,990
COIF account	£65,000	£75,000
Development account	£4,589	£32,589
Cash	£485	£485
Total cash and banked funds	£81,104	£112,418
Bar stock	£339	£350
Total current assets	£81,443	£112,768
Less Current Liabilities		
Sundry creditors (Audit Fee)	£780	£780
Net current assets	£80,663	£111,988
TOTAL ASSETS	£1,220,229	£1,227,418
REPRESENTED BY		
Accumulated funds brought forward	£1,227,418	£1,234,223
Increase/(decrease) in bar stock		£100
From income and expenditure	-£7,189	-£6,905
	£1,220,229	£1,227,418

APPROVED:
(Hon Treasurer)

LEWES THEATRE CLUB

INCOME FOR THE PERIOD ENDING 31 JULY 2020

	2019-20	2018-19
Production Income		
Bar sales	£3,993	£6,408
Foyer refreshments income	£468	£1,427
Programme sales	£444	£697
Programme advertising	£120	£600
Seat sales	£25,351	£39,029
Total Production Income	£30,376	£48,161
Non-Production Income		
2004 Building fund	Nil	£110
Car park rental	£1,590	£2,195
Covid-19 Small Business Grant	£10,000	Nil
Income tax refund (Gift Aid)	£2,103	£3,224
Interest income	£369	£455
LTYG student fees	Nil	£5,690
LTYG income	Nil	£150
Subscriptions	£6,276	£7,277
Theatre hire	£113	£1,043
Total Non-Production Income	£20,451	£20,144
TOTAL INCOME	£50,827	£68,305

LEWES THEATRE CLUB

EXPENDITURE FOR THE PERIOD ENDING 31 JULY 2020

	2019-20	2018-19
Production expenditure		
Backstage refreshment	£204	£433
Bar expenditure	Nil	£180
Bar purchases	£2,288	£4,501
Foyer Refreshments Expenditure	£417	£539
Costumes & wigs	£296	£1,005
Hall hire	£375	£1,110
Licences	£2,886	£2,179
Lighting & sound	£312	£651
Programmes	£1,910	£1,325
Props & furniture	£415	£1,657
Scripts	£796	£850
Set expenditure	£1,161	£5,235
Ticket refunds	Nil	£12
Total production expenditure	£11,060	£19,677
Non-Production expenditure		
Audit fee	£780	£780
Bank charges	Nil	£11
Box Office Management	Nil	£3,075
Chaperones	Nil	£35
Computer accessories	Nil	£40
Depreciation	£13,189	£5,144
Electricity & gas	£4,440	£4,338
Equipment	Nil	£65
Hospitality	£65	Nil
Insurance	£1,623	£3,136
Little Theatre Guild	£70	£105
LTYG expenditure	Nil	£1,421
LTYG teaching fees	Nil	£5,415
Maintenance	£6,769	£9,456
Music	£40	Nil
Newsletter	£2,749	£3,372
Photographs	£290	£1,057
Postage	£1,036	£1,291
Publicity	£4,551	£4,892
Rates, water & refuse	£1,353	£2,274
Software	£522	£401
Stationery and printing	£1,184	£1,242
Sundries	£147	£67
Telephone	£739	£676
Theatre management	£7,068	£7,028
Travel	£10	Nil
Workshop expenditure	£331	£212
Total Non-Production expenditure	£46,956	£55,533
TOTAL EXPENDITURE	£58,016	£75,210
REDUCTION IN ACCUMULATED FUNDS	-£7,189	-£6,905

LEWES THEATRE CLUB
BOARD REPORT 2019/2020

The Board comprises six elected Trustees:

	Last Elected	Term Expires	6-year rule	Attendance
Estelle Carpenter	September 2017	2020	2023	9/9
Kristy Howell	September 2017	2020	2023	8/9
James Meikle	October 2019	2022	2022	9/9
Mike Palmer	October 2019	2022	2025	9/9
David Rankin	September 2017	2020	2023	8/9
Sue Tait	September 2018	2021	2021	9/9

The Board has met on nine occasions since the last Annual General Meeting (AGM), with six following the closure of the theatre in March conducted via Zoom. Sue Tait was appointed Chair for 2019/2020.

At their first meeting, the Board appointed Ian Edwards as Treasurer, Tony Bannister as Artistic Director and Nigel Sharpe as Membership Secretary. They also resolved to appoint an Honorary President, and the position was offered to Joanne Cull. The President is invited to attend all Board meetings, but does not have voting powers.

Despite a rigorous recruitment procedure, the Board have as yet been unable to make a suitable appointment to the new position of Operations Manager and the duties and responsibilities are being covered by the other senior theatre managers. Similarly, a suitable candidate for the post of Secretary to the Board is yet to be identified, and these duties are also being covered on an interim basis. At their meeting on 28 July 2020, the Board formally appointed Shaun Hughes as Artistic Director. Shaun had been working alongside the former AD for some months.

The principal responsibility of the Board is to oversee and safeguard the strategic management and welfare of the Trust. Responsibility for the operational management of the theatre is delegated to the Executive Committee (EC), comprising the Operations Manager, Artistic Director, and Treasurer, with the Premises Manager being co-opted on a regular basis. The EC normally meets fortnightly, and is fully accountable to the Board for all decisions made. In view of the current volume of executive business, and the continuing vacancy for Operations Manager, the EC have recently co-opted two Board members, Mike Palmer and David Rankin. Following the appointment of Shaun Hughes as AD, Tony Bannister has continued to serve on the EC as a co-opted member, until the appointment of an Operations Manager.

The Board have entered into an agreement with Rohan & Co of Haywards Heath to act as legal advisers.

The Board adopted a new Health and Safety Policy in November 2019. Work to imbed updated health and safety and public safety procedures in all areas of the theatre is continuing. At the same time, the Board adopted a fully revised and updated Child Safeguarding Policy. The Theatre's insurance policies have been fully reviewed and a new comprehensive policy was introduced in March.

Through the Executive Committee, the Board have initiated a review of ticket prices, but in the light of the prolonged closure of the theatre, and the present uncertainty about the date of reopening, this is being held over for the time being.

A fire risk assessment covering all areas of the building was initiated in January, and completed in March. A detailed action plan has now been produced, and a programme of implementation,

coordinated by the EC, is currently under way with a view to completion before reopening. It is also hoped that the auditorium will be fully cleaned and redecorated in time for reopening, following the redecoration and progressive upgrading of the foyer. The windows and exterior doors to the foyer and front of the building have now been replaced and upgraded, following a delay of some months due to lockdown.

The unauthorised use of the theatre car park and the attendant security issues continue to be a concern. The EC have been examining a number of measures, including the use of number plate recognition cameras. Legal advice is currently being sought on a potential scheme, to enable the Board to make a final decision. Full details will be announced once a decision is made.

Following the spread of COVID-19, and subsequent Government guidelines, the Board had no alternative but to close the theatre to the public and volunteers with effect from Tuesday 17 March. The theatre has remained closed to the public from that date, although access is now being granted to identified volunteers and contractors to undertake essential work to prepare for reopening. A detailed COVID risk assessment has been drawn up to cover volunteers working in the building.

Following recent changes in HMG guidelines, detailed planning for the reopening of the theatre for public performance is now under way. At the time of writing, (mid September), the required social distancing regime is being designed and tested, and COVID risk assessments to cover rehearsals and performances are being prepared.

The closure came in the middle of the season for 2019/2020, and only three of the scheduled six productions were performed. In each case, nine performances were given, rather than the traditional eight:

Production	% Capacity Attendance
Haunting Julia	51.8
Psychic Connections	54.3
Charles Dickens' A Christmas Carol	85.1

The remaining three productions, *Jeeves and Wooster in Perfect Nonsense*, *Lust the Musical* and *A Voyage Round My Father*, have all been suspended pending possible future revival, and the season for 2020/2021, which was due to be announced in April, has been put on hold. Further announcements will be made as soon as possible.

At the end of the season 2019/2020, there were 557 current memberships, made up of 753 individual members. Up to date membership figures will be given at the meeting.

Although affected by the pandemic as all theatres have been, we are making ready to move forward as soon as possible. We are working hard to enable our audiences, technicians, casts, backstage and front of house teams to feel safe as they come back to the theatre. Following our refurbishment we will be putting safety measures into place for future performances and, social distancing notwithstanding, there will be a warm welcome ready for all, and an exciting programme of events to look forward to.

We agree with Oscar Wilde: *"I have the simplest tastes. I am always satisfied with the best."*

LEWES THEATRE CLUB

AMENDMENTS TO THE CONSTITUTION 2020

In Clause 4 (3) (b), add the following sub-clause:

(iii) entering into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with and subject to the condition in, section 185 of the Charities Act 2011.

Amend Clauses 16 and 17 to read as follows:

16 Trustees

(1) The Charity and its property shall be managed and administered by a Board of Trustees comprising members elected in accordance with this Constitution.

(2) The Board of Trustees shall appoint the following:

Artistic Director
Treasurer
Secretary
Membership Secretary

and/or persons to any other position they may deem necessary for the efficient management of the Charity and the Theatre. The duties and responsibilities of the persons so appointed shall be such as are prescribed by the Trustees from time to time.

The Artistic Director shall be responsible for the artistic policy of the Charity in accordance with its Objects, and the decision of the Artistic Director on all such matters shall be final, notwithstanding anything which may be contained in any other rule herein.

(3) A Trustee must be a member of the Charity or the nominated representative of an organisation that is a member of the Charity.

(4) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Trustees shall be six (unless otherwise determined by a resolution of the Charity in general meeting).

(6) The first Trustees shall be those persons elected as Trustees at the meeting at which this constitution is adopted.

(7) A Trustee may not appoint anyone to act on his or her behalf at meetings of the Trustees.

17 The Appointment of Trustees

(1) The Charity in general meeting shall elect the Trustees.

(2) The Trustees shall be elected for a period of three years, after which they shall retire. The retiring Trustees shall be eligible for re-election, with the exception that after six consecutive years as Trustees they shall not be eligible for re-election for the ensuing year, but thereafter shall again be eligible for re-election. Co-opted members shall be appointed on an annual basis, but shall be subject to the same restrictions as to re-appointment as applies to the re-election of Trustees. The Trustees shall have the power to fill any vacancies by nomination until the next Annual General Meeting.

(3) The Trustees shall have the power to co-opt up to four members, who will not themselves be Trustees, and who will not be entitled to vote at meetings of the Trustees, to the Board of Trustees.

(4) No-one may be elected a Trustee at any Annual General Meeting unless prior to the meeting the Charity is given a notice that:

- (a) is signed by two members eligible to vote at the meeting;
- (b) states the members' intention to propose the appointment of a person as a Trustee;
- (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) The appointment of a Trustee, whether by the Charity in general meeting or by the other Trustees, must not cause the number of Trustees to exceed any number fixed in accordance with this Constitution as the maximum number of Trustees.

LEWES THEATRE CLUB
NOMINATION FORM

The following is hereby nominated for appointment/election to the position of SECRETARY of Lewes Theatre Club:

_____ (name)

Proposed by _____ (name)

_____ (signed)

Seconded by _____ (name)

_____ (signed)

I confirm that I have accepted the above nomination _____
(signed)

LEWES THEATRE CLUB
NOMINATION FORM

The following is hereby nominated for appointment/election to the position of TRUSTEE of Lewes Theatre Club:

_____ (name)

Proposed by _____ (name)

_____ (signed)

Seconded by _____ (name)

_____ (signed)

I confirm that I have accepted the above nomination _____
(signed)

LEWES THEATRE CLUB
NOMINATION FORM

The following is hereby nominated for appointment/election to the position of TRUSTEE of Lewes Theatre Club:

_____ (name)

Proposed by _____ (name)

_____ (signed)

Seconded by _____ (name)

_____ (signed)

I confirm that I have accepted the above nomination _____
(signed)