

## THE GENEVA ENGLISH DRAMA SOCIETY

### STATUTES (Current as of April 2018)

#### CHAPTER I NAME

Article 1 An 'association' within the meaning of Art. 60 et seq. of the Swiss Civil Code is hereby incorporated and shall be known as THE GENEVA ENGLISH DRAMA SOCIETY and, hereinafter, as 'the Society'.

#### CHAPTER II OBJECT, STATUS AND ADDRESS

##### A. Object

Article 2 The object of the Society is to promote interest in the dramatic arts and ancillary activities and to provide a framework wherein those interested in these arts and activities may meet for this purpose and participate in productions or play readings in the English language. The Society does not pursue economic purpose either for its own, or its members' interest.

##### B. Status

Article 3 The Society is a legal entity endowed with legal personality. Its financial liabilities are restricted and limited to its own assets to the exclusion of any liability of its members. It shall not be entered in the Register of Commerce.

##### C. Address

Article 4 The seat of the Society is at the Secretary's private address or, should such an address not be within the Canton of Geneva, shall be determined by the newly elected Committee immediately upon its election.

#### Chapter III MEMBERSHIP

##### A. Application for Membership

Article 5 Membership is open to all persons on application, without restriction.

Article 6 The Committee is competent to accept applications for membership or to reject any application for membership without having to explain its reason.

##### B. Forms of Membership

Article 7 There are three categories of membership, all of which enjoy the same rights as per Article 9:

(a) Full members, who pay the full subscription rate as per Article 11. The Committee determines the conditions of full membership.

(b) Reduced rate members who pay reduced subscription rates as per Article 11. The Committee determines the conditions of reduced rate membership which may include, among others, reduced rates for members under 25 years of age who are students in a recognised educational institution, anyone legally certified as being unemployed or receiving disability benefit and anyone who has reached official retirement age.

(c) Honorary members who do not pay a subscription. The Committee determines the conditions of honorary membership which may include, among others, members who, for services rendered to the Society, are granted honorary membership of the Society either indefinitely or for a stated period by a decision of the Annual General Meeting. All proposals for honorary membership must be presented to the Committee at least one

month prior to the Annual General Meeting, accompanied by a minimum of twenty signatures of existing members.

C. Proof of Membership

Article 8 A valid membership card constitutes proof of membership and must be produced on demand to gain admittance to the Society's activities including playreadings and admittance to the Society's General Meetings. In absence of membership cards, a receipt acknowledging payment of the subscription constitutes proof of membership.

D. Rights of Members

Article 9 All members have the following rights:

- (a) to have access to a copy of the present Statutes;
- (b) to attend and participate in the activities of the Society;
- (c) to receive copies of all notices and communications regarding the Society's activities that are issued by the Committee;
- (d) to attend the General Meetings of the Society and exercise the right of vote therein;
- (e) to stand for nomination and election as Officers of the Society and members of the Committee;
- (f) to apply to the Committee for access to the records of the Society.

E. Loss of Membership

Article 10 Membership shall be lost by any member who:

- (a) resigns from the Society;
- (b) fails to pay the subscription within three calendar months of the date upon which it falls due;
- (c) is excluded from the Society by the Committee. Although the Committee shall not be required to explain its decision, any member thus excluded shall have the right to appeal to the next General Meeting. A reversal of the Committee's decision shall require two-thirds majority of the General Meeting.

F. Subscriptions

Article 11 The annual membership for full and reduced rate subscription is determined by the General Meeting of the Society and any change in subscription rates requires the prior authorization of the General Meeting.

Article 12 Payment of the annual subscription entitles a member to participate in the Society's activities between 1 September and 31 August following. The annual subscription falls due on 1 September. A reduced subscription exists for a person joining the Society after the end of February at the Committee's discretion.

## CHAPTER IV. ORGANS

A. Definition

Article 13 The affairs of the Society are regulated by the following organs:

- the General Meeting
- the Committee
- the Audit Board

B. The General Meeting

(1) Constitution

Article 14 The General Meeting is the sovereign organ of the Society and is composed of Members of the Society. The Society shall hold at least one General Meeting each year, known as the Annual General Meeting. The Annual General Meeting shall take place not later than 31 March in any season on a date fixed by the Committee.

Article 15 The Society shall hold other General Meetings, known as Special General Meetings, in any one of the following circumstances:

- (a) when so decided by the Annual General Meeting; or
- (b) when so decided by the Committee on its own initiative; or
- (c) when so requested to the Committee in writing by not less than one-fifth of the number of members of the Society.

Article 16 All General Meetings are convened by the Committee, which must give members at least fourteen days' notice of such a meeting. This notice shall indicate the business of the meeting. If the election of any Officer or member of the Committee is to take place at the meeting, this shall also be indicated in the notice, as shall be the text of any proposed amendment to these Statutes which is to be discussed. (See article 51)

Article 17 The Chair of the Society or in his/her absence the Vice-Chair (or in the absence of the Chair and the Vice-Chair, the members present shall elect from their number a Chair of the Meeting) presides over all General Meetings, except during the election of Officers and Committee members, when a Polling officer, elected by the members present from among their number, presides. The Polling Officer, together with an appropriate number of assistants appointed by the members present, may not accept nomination as Officers or as Committee members.

(2) Quorum

Article 18 (a) A quorum at any General Meeting (except at a General Meeting specially convened under Article 52) is formed by one-tenth of the number of paid-up members at the date of the Meeting.

(b) If, for an Annual General Meeting, the quorum is not attained, the meeting will nevertheless proceed, subject to the following restrictions:

(i) such an Annual General Meeting may not take decisions governed by Article 10 (c) (exclusion of a member), Article 51 (Amendment of these Statutes) or Article 52 (dissolution of the Society),

(ii) the Committee will make available to all members a copy of the Minutes of such an Annual General Meeting within 14 days following the meeting requesting members' endorsement of the decisions and elections taken by the meeting. Absence of dissent is taken as provisional confirmation of the Minutes, pending ratification by the following General Meeting.

(3) Functions

Article 19 The principal functions of the Annual General Meeting are:

- (a) to consider the adoption of the minutes of the last Annual General Meeting and any Special General Meetings held during the preceding year;
- (b) to consider the adoption of the Report of the outgoing Committee for the preceding year;
- (c) to consider the adoption of the Report of the Treasurer and the audited statement

of the Society's accounts for the preceding financial year;

- (d) to elect, after due consideration of the nominations received in accordance with Article 31, the Officers of the Society and other Members of the Committee for the following year;
- (e) to elect an Audit Board of two members for the current financial year;
- (f) to consider any other business, including sponsored resolutions.

(4) Voting

Article 20 Decisions of the General Meeting are taken by a simple majority of the members present, with the exception of decisions reversing the Committee's exclusion of a member (Article 10 (c)), amending these Statutes (Article 51) or dissolving the Society (Article 52), all of which require a two-thirds majority of the members present and a quorum as per Article 18. All voting takes place by show of hands unless otherwise requested by at least ten members, and in the case of contested elections which shall be held by ballot.

Article 21 The Polling Officer at the Annual General Meeting shall announce the results of the voting in the elections and shall pass the record of the voting to the Secretary of the new Committee immediately after the Meeting as an essential document of reference. In the eventuality of having to appoint co-opted members to the Committee (see Article 24) or to elect substitute Committee members (see Article 38 (b)).

C. The Committee

(1) Constitution

Article 22 The Committee shall consist of four officers of the Society (Chair, Vice-Chair, Secretary and Treasurer) and not less than five and not more than nine other members.

Article 23 The four Officers of the Society and the other Members of the Committee are elected by the Annual General Meeting from among candidates nominated in accordance with the provisions of Article 31.

Article 24 The Committee is empowered to co-opt for specific periods or for specific duties not more than two additional members (with their agreement), who must be members of the Society. In the appointment of co-opted Committee Members, priority shall be given to those members who at the preceding Annual General Meeting received the largest number of votes among the unsuccessful nominees in the elections for Officers of the Society and other Members of the Committee. The names of co-opted members shall be communicated to all members of the Society on co-option. Such co-opted members shall enjoy the right of vote in Committee.

Article 25 Officers and other Members of an outgoing Committee are eligible for nomination and re-election.

(2) Quorum

Article 26 A quorum at any Committee meeting is formed by at least five Members, including at least two of the Officers.

(3) Duties

Article 27 The principal duties of the Committee are:

- (a) to carry out the work of the Society and to administer its assets in accordance with the object of the Society as defined in Article 2 of these Statutes; in particular the Committee is responsible for the approval of plays to be produced and read, and the appointment of Directors and of organizers of playreadings;
- (b) to furnish to the Annual General Meeting a report on its activities, including a

Treasurer's report and the audited financial statements;

- (c) to implement the decisions taken by Annual and Special General Meetings;
- (d) to distribute among its members such posts and duties as the Committee considers appropriate;
- (e) to appoint, from among the members of the Society, any posts and sub-committees which the Committee deems necessary;
- (f) to make adequate provision for insurance coverage for the Society's assets and activities.

Article 28 The Committee may draw up and apply such procedures as it may deem proper for the conduct of the Society's business, provided that no such procedure is at variance with the terms or spirit of the present Statutes.

(4) Voting

Article 29 Decisions of the Committee are taken by simple majority of members present. In the case of equality of voting, the Chairman shall have the deciding vote.

## **CHAPTER V OFFICERS AND COMMITTEE MEMBERS**

### A. Definition

Article 30 The Officers of the Society are:

- Chair
- Vice-Chair
- Secretary
- Treasurer

The other Members of the Committee are those specified in Article 22.

### B. Election

Article 31 The Officers of the Society and other Members of the Committee are elected by the Annual General Meeting from among members of the Society who are nominated as candidates by their fellow members. Such nominations must reach the Polling Officer in writing before the start of the election. In the absence of a sufficient number of nominations, the Polling Officer may decide to accept late nominations. Nominations are not valid unless the Polling Officer is satisfied that the person nominated in each case is willing to serve if elected. If the Annual General Meeting finds it impossible to complete the elections, the Officers and Members of the Committee who have been elected shall fill any vacancies by co-option. If it considers it to be necessary, the Committee may call a Special General Meeting to fill any vacancies by election.

### C. Duties

#### (1) Officers

- Article 32
- (a) Chair: The Chair presides over the General and Committee meetings. S/he ensures that the policy and decisions of the General Meeting and Committee are carried out and s/he guides and co-ordinates the work of the Committee and its sub-committees. S/he is an *ex officio* member of all these bodies. S/he may issue public statements on behalf of the Society with the approval of the Committee.
  - (b) Vice-Chair: When the Chair is absent from Geneva or is otherwise unable to carry out his/her duties, the Vice-Chair assumes the functions and responsibilities of the Chair of the Society. The Vice-Chairman is an *ex officio* member of all sub-committees.

Article 33 Secretary: The Secretary alone commits the Society as specifically authorized by the Committee. S/he may issue public statements on behalf of the Society with the approval of the Committee. S/he arranges the preparation and distribution of documents for General Meetings, drafts and despatches the agenda for General Meetings and Committee Meetings in consultation with the Chairman, and ensures that the Minutes of all General and Committee meetings are taken. The Secretary is an *ex officio* member of all sub-committees.

Article 34 Treasurer: The Treasurer maintains the books of the Society, receives payments, discharges bills after obtaining the approval of the Committee for those bills which in his/her discretion should have the Committee's prior approval, and manages the Bank and other accounts. S/he is responsible for preparing the annual statement of accounts and submitting this to the Audit Board at least three weeks before the Annual General Meeting. S/he is an *ex officio* member of all sub-committees.

Article 35 Negotiation and Commitment: The Officers and Members of the Committee, other than the Secretary, have the power to negotiate on behalf of the Society in their respective sectors. In accordance with Article 33, confirmation of arrangements is binding only when emanating in writing from the Secretary. Following each Annual General Meeting the signatures of the Chair, Secretary and Treasurer with those financial institutions with which the Society has accounts and which require them. These Officers shall have the right of individual signature, unless the Committee shall decide otherwise.

(2) Other Members of the Committee

Article 36 The duties and responsibilities of other Members of the Committee are prescribed to them by the Committee, including participation in the work of sub-committees.

D. Removals and Replacements

Article 37 Any Officer or Committee Member shall forfeit his/her office or seat on the Committee in any one of the following circumstances:

- (a) if s/he resigns his/her office or seat on the Committee in writing;
- (b) if s/he is absent without justification from three consecutive Committee meetings of which s/he has been sent due notice;
- (c) if s/he ceases to be a member of the Society for any of the reasons stated in Article 10.

Article 38 Should any Officer or Member of the Committee be prevented during the year from serving or be removed from office under Article 37, the Committee may effect a replacement as follows:

- (a) For an Officer, the Committee normally elects a substitute from among its own members;
- (b) For a Committee Member, in case the minimum number of Committee Members is not reached as per Article 22, the Committee elects a substitute from among the members of the Society, priority being given to those members who at the preceding Annual General Meeting received the largest number of votes among the unsuccessful nominees in the elections for Officers and Committee Members.

Article 39 The Member elected to fill either kind of vacancy shall serve until the next General meeting. The Committee shall notify the change to all members of the Society.

## **CHAPTER VI SUB-COMMITTEES**

Article 40 Each sub-committee lays down its own rule of procedure.

## **CHAPTER VII FINANCIAL PROVISIONS**

A. General

Article 41 The financial policy of the Society is as follows:

- (a) to maintain sufficient cash assets to cover the complete production costs of one full-scale production and to finance the other main activities of the Society;
- (b) to ensure that the programme of productions for any given season be self-supporting.

In executing the financial policy of the Society, the Committee is empowered to adopt such fund-raising activities as it deems necessary, including accepting sponsorship, advertising and donations.

Article 42 The financial year of the Society runs from 1 August to 31 July.

Article 43 The annual statement of accounts covering this period is prepared by the Treasurer, audited by the two Auditors appointed at the previous Annual General Meeting, and presented for approval to the Annual General Meeting.

Article 44 The Treasurer supplies the Committee, upon request, with an up-to-date statement of the Society's current financial situation at any time during the financial year.

Article 45 All Committee members are empowered to incur or approve items of expenditure not exceeding 300 Swiss francs in connection with their appointed duties. The reimbursement of such expenses remains at the discretion of the Treasurer. Any expenditure in excess of this amount requires full Committee approval. Members of the Society other than Committee Members are not empowered to incur expenditure without approval by the responsible Member of the Committee.

Article 46 If at any time the cash assets of the Society fails to a level whereby the financial policy as set out in Article 41(b) cannot be maintained, the Committee is required to inform the membership and call a Special General Meeting.

B. Productions

Article 47 When the Committee has authorized a production, and before rehearsals start, the Director submits to the Treasurer, on the form provided, an estimate of the cost of the production. The estimate, which may be discussed by the Committee with the Director, must be approved by the Committee before any expenditure is incurred. When the estimate has been approved by the Committee, expenditure for the production may be incurred.

Article 48 Any and all expenditure incurred in connection with a production should be submitted to the Treasurer for reimbursement within one month of the final performance. Such expenditure must bear the approval of the Director (or, in his/her absence, the Stage Manager) who is acting as a delegate of the Committee for the approval of expenditure (see Article 45) within the limits of the approved budget. The Committee is entitled to refuse reimbursement for unauthorized expenditure (including budget overruns) and is not obliged to honour late or unauthorized commitments.

Article 49 The Committee may decide what, if any, part of the proceeds of any performance or performances shall be devoted to charities and, if so, to which. In making such donations preference shall be given to non-sectarian charity organizations.

## **CHAPTER VIII MISCELLANEOUS PROVISIONS**

A. Interpretation of Statutes

Article 50 Any difficulty arising out of the interpretation of these Statutes shall be submitted to the Committee for decision. If the difficulty persists, it shall be submitted to the next General Meeting for clarification or, in accordance with Article 51, for amendment of the relevant

Articles, as the General Meeting shall decide.

B. Amendment of Statutes

Article 51 These Statutes may be amended only by decision of a two-thirds majority of the members present at a duly constituted General Meeting of the Society having a quorum as per Article 18. The text of all proposed amendments shall be despatched to all members of the Society at least 14 days before the General Meeting at which they are to be discussed.

C. Dissolution of the Society

Article 52 The Society may be dissolved only by a decision of a two-thirds majority of members present at a General Meeting of the Society specially convened for the purpose. A quorum at such a General Meeting is formed by one-third of the number, at the date of the Meeting, of paid-up members eligible to attend. If this quorum is not attained, a further Meeting shall be called to take place within 14 days at which a decision may be taken by simple majority irrespective of the number of members present.

Article 53 In the event of the dissolution of the Society, such funds and property as remain after settlement of all just debts shall be donated to a "not for profit" and non-taxable association(s) that pursues objectives similar to those of the Society, as defined in Article 2 of these Statutes. The identity of the association(s) to receive these funds shall be decided by the General Meeting called according to Article 52.

These statutes have been duly amended and are effective as of April 2018

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