



**Constitution and Rules of
The Anglo-American Theatre Group
The Hague**

Constitution of The Anglo-American Theatre Group - The Hague

Translated from the Dutch original executed by notarial deed on 2nd July 1992. In the event of any discrepancy between the Dutch original and the English translation, the Dutch original shall prevail.

The Constitution is supplemented by the Rules.

Article 1

Name and Seat

1. The name of the association is "The Anglo-American Theatre Group - The Hague".
2. The association has its seat in The Hague.

Article 2

Object

The object of the association is to present theatrical performances in the English language; to encourage interest in the theatrical arts among English-speaking people in the Netherlands; to foster general social and cultural activities among its members and the public; and to contribute to charities.

Article 2A

Language

The language of the association, also referred to hereinafter as the group, shall be English.

Article 3

Duration

The association shall exist for an indefinite period of time.

Article 4

Members

1. The group shall consist of the following categories of members:
 - a. Individual members;
 - b. Family members;
 - c. Foreign members (resident outside the Netherlands);
 - d. Junior members.

Whenever Articles 2, 5 and 6 of the present Constitution mention members, individual, family, foreign and junior members are meant.

Whenever all other Articles of the present Constitution, with the exception of the present Article 4, mention members, individual, family and foreign members are meant.

2. Subject to the provisions of paragraph 5 hereinbelow, any person wishing to join the group or renew membership as an individual and who is resident in the Netherlands may be admitted or re-admitted, as the case may be, as an individual member.
3. Subject to the provisions of paragraph 5 hereinbelow, any persons wishing to join the group or renew membership as a family and who are resident in the Netherlands may be admitted or re-admitted, as the case may be, as family members.
4. Subject to the provisions of paragraph 5 hereinbelow, any person or persons wishing to join the group or renew membership as an individual or as a family and who is or are resident outside the Netherlands may be admitted or re-admitted, as the case may be, as a foreign member or foreign members.
5. Persons within the meaning of paragraphs 2, 3 and 4 above who are younger than sixteen (16) may be admitted or re-admitted, as the case may be, as junior members.

Article 5

1. Any person who wishes to become a member of the association shall apply for membership to a member of the Committee. The Committee shall consider the application at its next meeting and shall either accept or

reject it. The applicant shall be informed of the Committee's decision and, if rejected, of the reasons therefor. Against the Committee's decision there is no appeal to the General Meeting.

2. Members who wish to terminate their membership may do so at any time and without observing any notice period by giving notice to that effect to the Committee in writing. Sending a notice of change of address to the Committee which shows that the member is leaving the Netherlands shall be deemed to be a notice of termination unless the member explicitly states that he or she wishes to remain a member of the association after his or her relocation.
3. The Committee may terminate the membership of any member who, being in arrears for the payment of membership fee and after being sent a final reminder, has not paid the membership fee within thirty (30) days after the dispatch of the final reminder.
4. Membership can also be terminated by a resolution of the Committee to deprive the person concerned of his or her membership in the event that the person concerned acts contrary to the Constitution, Rules or resolutions of the association or unreasonably damages the association. The person concerned shall be informed of the decision and the reasons therefor as soon as possible by registered mail. The person concerned may appeal against such resolution to the General Meeting by registered mail addressed to the Committee within one month after receipt of the notice of deprivation. During the appeal period and pending the appeal, the membership of the person concerned is suspended.

Article 6

Funds

1. The funds of the association consist of the annual membership fees, donations and other income arising from the activities of the association.
2. The amount of the annual membership fee shall be decided by the Annual General Meeting.
3. A new member admitted more than eight (8) months after the Annual General Meeting need pay only half of the membership fee for the current financial year.
4. The membership fee falls due at the close of the Annual General Meeting, or for new members, at the time of their admission.
5. Honorary members do not need to pay a membership fee.

Article 7

Committee

1. The association shall be governed by a Committee consisting of a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and five (5) elected other members, without prejudice to the provisions of paragraph 2 below.
2. The Committee shall have the power to co-opt members at its discretion to serve on the Committee, provided that it ensures that there never be more than eleven (11) members and that the provision of paragraph 3 below is not contravened. The Committee shall always exercise its power of co-option to ensure that there will be at least seven (7) members on the Committee. No co-option is permissible however in the event that, as a result thereof, the number of co-opted members on the Committee would equal or exceed the number of elected members.
3. The Chairman and the other members of the Committee must be members of the association. Only members who have paid their membership fees may be elected as members of the Committee.
4. The members of the Committee shall assume office from the close of the Annual General Meeting at which they were elected and all members of the Committee shall automatically cease to hold office at the close of the next following Annual General Meeting. All members of the Committee shall always be eligible for re-election.
5. Members of the Committee are free to resign at any time upon giving thirty (30) days' notice.
6. Elected Committee members may at all times be dismissed by the General Meeting, and co-opted Committee members may at all times be dismissed by the Committee.

Article 8

1. The Committee shall be elected each year during the Annual General Meeting, without prejudice to the provisions of Article 7 paragraph 2.
2. Candidates for the Committee are persons who are willing to serve if elected and who have been proposed and seconded as such by at least two members, either in writing addressed to the Committee, or verbally from the floor.
3. The Chairman, the Vice-Chairman, the Secretary and the Treasurer shall be successively elected in those capacities. The other Committee members shall thereafter be elected jointly.
4. In the event that there is only one candidate each for the positions of Chairman, Vice-Chairman, Secretary or Treasurer, and in the event that for the other Committee positions there are not more candidates than the Committee positions to be filled, a verbal vote or even a vote by acclamation is allowed.
5. In the event that for the positions of Chairman, Vice-Chairman, Secretary or Treasurer there is more than one candidate, or for the other Committee positions there are more candidates than positions, elections shall be held by secret ballot under the supervision of two members of the association who may not be candidates for the Committee. These two scrutineers shall decide on the validity of the ballot papers, count the votes and announce the results of the elections. If more than the permissible number of names is written or if anything else is written on a ballot paper, then that ballot paper shall be considered invalid.
6. The Chairman, the Vice-Chairman, the Secretary and the Treasurer shall be elected if more than half of the valid votes are cast for them. In the event that none of the candidates has attracted more than half of the valid votes cast, a re-vote shall be held between the two candidates who have attracted the largest number of votes. If as a result of a tie it cannot be established between which candidates the re-vote shall be held, lots shall be drawn in order to determine which tied-vote candidates shall participate in the re-vote. In the case of a tie in the re-vote, lots shall be drawn.
7. In the event of a tied vote in the election of the other members of the Committee so that it cannot be determined which candidates have been elected, a re-vote shall be held between those candidates. If it still cannot be determined after the re-vote which candidates have been elected, the issue shall be decided by drawing lots.

Article 9

1. The Committee is entrusted with the conduct of the affairs of the association and with the representation of the association in law and otherwise. Towards third parties, the association shall be committed by the signature of two Committee members. The Committee however may decide that one or more Committee members may commit the association by their single signature. The Committee furthermore may delegate specific powers to members of the association.
2. In the event that a decision is required before a Committee meeting can be convened, the Chairman (or in his or her absence the Vice-Chairman) is empowered to act on behalf of the association. The Chairman shall consult the available members of the Committee before doing so; the action decided on shall in any case be discussed at the next meeting of the Committee.
3. The Committee may enter into agreements to purchase, sell or encumber registered property, or enter into agreements whereby the association commits itself as a guarantor, as joint and several debtor or as security for the debt of a third party provided that the General Meeting has given prior approval thereto by means of a resolution adopted by at least two-thirds of the valid votes cast.
4. The Committee shall divide the various tasks of the Committee among the members of the Committee as it thinks fit but as much as possible in accordance with the Committee positions as provided for in the present Constitution.

Article 10

General Meetings

1. General Meetings shall be held as often as necessary to comply with the present Constitution or as the Committee deems advisable.

2. The Committee shall convene the General Meeting. All General Meetings shall be held in The Hague or its surroundings in the evening of a normal working day. The Committee shall give the members at least fourteen (14) days' written notice, which notice shall include the agenda for the Meeting.
3. At the written request of at least one-tenth of the members of the association addressed to the Committee, the Committee shall, not later than fourteen (14) days after receipt of such a request, convene a General Meeting, failing which the members who made the request may convene a General Meeting themselves in accordance with the provision of paragraph 2 above, with the proviso however that their right to do so lapses if they have not availed themselves of that right within thirty (30) days after receipt of their written request by the Committee. The persons who made the request to convene a Meeting shall communicate to the Committee on which subjects they wish the Meeting to deliberate and/or decide, and the Committee will shall put those subjects on the agenda for the Meeting. The Committee convening a Meeting at the request of members shall do so within a period of not more than four weeks.
4. At any General Meeting the Chair shall be taken by the Chairman of the Committee or, in his or her absence, by the person designated by the Committee for that purpose.
5. Only members may speak and vote at the General Meeting. Resolutions shall be adopted with an absolute majority of the valid votes cast, without prejudice to any provisions of the present Constitution that provide otherwise.

Article 11

1. Each year before the 1st of May, the Committee shall convene an Annual General Meeting. The Committee shall send a preliminary written notification of the precise time and date of the Annual General Meeting to all members at least forty-two (42) days in advance. The Committee shall then send a second written notification in accordance with the provisions of Article 10 paragraph 2. The latter notification shall include a list of those Committee members who are and who are not standing for re-election.
2. Any member who wishes to propose any subject for inclusion on the agenda of the Annual General Meeting shall notify the Committee in writing at least twenty-eight (28) days before the date of the Annual General Meeting.
3. During the Annual General Meeting the Committee shall report on the activities of the Committee and of the association during the past financial year and the Committee shall render account of the management of the finances during the past financial year while submitting the necessary records which shall be available for inspection by the members.

Article 12

Financial Year and Supervision

1. The financial year of the group shall run from the fourteenth day before the Annual General Meeting up to and including the fifteenth day before the next Annual General Meeting.
2. The Committee's management of the finances during any financial year shall be supervised by two auditors who shall be elected each year by the Annual General Meeting. The auditors do not have to be members of the association. Members of the Committee may not be auditors. The election of the auditors shall take place jointly in the same manner as stated in Article 8, paragraphs 5 and 7.
3. The auditors shall investigate the books and records of the Committee with respect to the last financial year of the association. In addition the auditors may execute interim audits during the course of the financial year.
4. The auditors shall report during the next Annual General Meeting with respect to their conclusions, which report shall be submitted for approval to the Annual General Meeting.

Article 13

Amendment to the Constitution

1. The Constitution of the association may only be amended by a resolution of the General Meeting which has been convened by a notice stating that at the Meeting an amendment of the Constitution will be proposed and

which is attended by a minimum of thirty-five (35) members or by at least one-quarter of the members, whichever is less. In the event that this quorum is not achieved within one hour of the stated starting time of the Meeting, the Committee shall convene a second Meeting not earlier than three (3) weeks after the first Meeting, at which second meeting resolutions to amend the Constitution may be adopted irrespective of the number of members present.

2. The written convening notice shall state that the wording of the proposal to amend the Constitution will be made available at a suitable location for the members to inspect it from at least fourteen (14) days prior to the Meeting until the expiration of the date on which the Meeting is held. A verbatim English translation of the proposal shall also be included in the convening notice.
3. Members who do not attend the General Meeting during which a decision will be taken on the proposal to amend the Constitution may give their comments on the proposal to the Committee and the Committee is obliged to inform the Meeting of such comments.
4. A resolution to amend the Constitution may only be adopted with a two-thirds majority of the valid votes cast. In addition, two-thirds of the members present and voting must have cast their vote in favour of the proposal.
5. A resolution to amend the Constitution shall only come into effect after it has been incorporated into a notarial deed. The Committee is authorised and obligated to arrange such notarisation.

Article 14

Dissolution

1. A resolution to dissolve the association may only be adopted by a majority of two-thirds of the valid votes cast. The provisions of Article 13, paragraphs 1 through 4, shall apply to such a resolution correspondingly.
2. In the event of dissolution the Committee shall be entrusted with the liquidation of the association. The funds remaining after all debts have been paid shall be donated to one or more charities.

Article 15

The General Meeting may lay down further regulations in one or more sets of Rules which may not, however, be contrary to the present Constitution or to earlier Rules. A resolution to amend such Rules may only be taken with a majority of two-thirds of the valid votes cast, observing the provisions of Article 13 which are hereby declared to apply correspondingly, with the proviso, however, that the quorum requirement of Article 13 paragraph 1 shall not apply.

Article 16

In all cases in which the present Constitution, the Rules or the decisions of the General Meeting do not provide for, the Committee shall decide, without prejudice to the right of the General Meeting to decide otherwise.

Rules of The Anglo American Theatre Group - The Hague

As amended and adopted at the Deferred Annual General Meeting of the AATG
held on 16 September 2020

1. Further to Article 4 of the Constitution, the categories of membership of the association may be temporarily adjusted, as deemed necessary, by the Annual General Meeting. Any such adjustment shall remain in effect until otherwise determined by a subsequent Annual General Meeting.
2. A copy of the Constitution and of these Rules shall be made available to every member on joining the association. By the fact of becoming a member, he or she shall be bound by them.
3. When membership is terminated there shall under no circumstances be any refund of annual membership fee to the member.
4. If a member of the Committee is unable to perform his or her duties for some period of time, the Committee may, at its discretion, invite another member of the association to perform those duties.
5. If an auditor resigns, the Committee shall appoint a successor, who shall not be a member of the Committee.
6. The Committee shall at all times act in accordance with the Constitution and Rules of the association and be bound by resolutions passed at a General Meeting of the members.
7. The Committee shall at its own discretion meet about once a month (and never less than six times a year) and shall be responsible for the day-to-day running of the association. Thus it shall be empowered collectively to open bank accounts, spend monies, hire theatres, make forward bookings, enter into contracts and to perform all such functions as it considers necessary to the good running of the association in the furtherance of the objects as set out in Article 2 of the Constitution.
8. Half of the Committee (which must include either the Chairman or the Vice-Chairman) shall constitute a quorum at any meeting of the Committee.
9. Decisions of the Committee shall be taken by a simple majority of the Committee members present and voting. In the event of an equality of votes in a Committee meeting the Chairman (or in his or her absence the Vice-Chairman) shall have a second or casting vote.
10. At General Meetings the following two motions may be proposed at any time and, if seconded, shall be voted upon immediately with no discussion:
 - (a) That all discussion on the motion under consideration cease and that the matter be voted upon forthwith.
 - (b) That all discussion on the motion under consideration cease and that the matter be shelved without a vote being taken.
11. Further to Article 11 paragraph 1 of the Constitution, the Committee may alternatively convene an Annual General Meeting between the 1st of May and the 15th of June of any year.
12. Further to Article 11 paragraph 2 of the Constitution, any member wishing to propose any subject for inclusion on the agenda of the Annual General Meeting, including any amendments to the Constitution or Rules, shall notify the Secretary in writing at least twenty-eight (28) days before the date of the Annual General Meeting.
13. Further to Article 8 paragraph 2 of the Constitution, candidates for the Committee are persons who are willing to be elected and who have been proposed and seconded as such by at least two members in writing addressed to the Secretary at least fourteen (14) days prior to the Annual General Meeting so that postal voters giving specific voting instructions are aware or can be informed by the Secretary of the full list of

candidates. If no postal votes stating specific voting instructions are delivered to the Secretary before the Annual General Meeting is opened, candidates may be proposed and seconded verbally from the floor. If postal votes stating specific voting instructions are indeed delivered to the Secretary before the Annual General Meeting is opened, candidates may still be proposed and seconded verbally from the floor provided they are unopposed candidates.

14. The agenda of the Annual General Meeting shall be as follows:
 1. Minutes of the last Annual General Meeting and of any intervening General Meetings.
 2. Chairman's report on the past year.
 3. Treasurer's report on the past year and approval of the audited financial statements for the past financial year.
 4. Any proposed amendments to the Constitution or Rules submitted in accordance with the Constitution.
 5. Election of Committee for the ensuing financial year.
 6. Election of Auditors for the ensuing year.
 7. Any adjustment of membership categories; determination of membership fees for the ensuing financial year.
 8. Any motions received under Rule 12 above or submitted by the Committee.
 9. Any other business.
15. During the Annual General Meeting, at a time prior to the Committee elections, the Chairman shall draw the attention of the Meeting (1) to the provisions of Article 7 of the Constitution and (2) to the desirability that the Committee should reflect the diversity of the association's membership. In addition, members running for election must be able to fulfil at least one year on the Committee or otherwise let it be known that this is not the case.
16. Should there be more than five (5) candidates for membership of the Committee, the Secretary shall arrange for the names of the candidates to be visibly displayed.
17. Voting by post
 1. Voting by post is allowed for the election of the Committee and for all other matters to be voted on at General Meetings except amendments to the Constitution or the dissolution of the association. Voting by post shall be understood to include voting by e-mail or by any other electronic means.
 2. The Secretary shall endeavour to ensure that the full list of candidates for the Committee, duly proposed and seconded in accordance with the first sentence of Rule 13, is promptly communicated to postal voters. Postal voters may then amend their postal votes in the light of that information.
 3. A postal vote shall be delivered to the Secretary in writing before the Meeting is opened.
 4. The Secretary shall verify the authenticity of the postal vote.
 5. The postal vote shall include:
 - a. the name of the person voting;
 - b. the date of the Meeting for which it is valid;
 - c. the specific voting instructions of the voter or the appointing of a proxyholder by the voter.
 6. If a person who has sent in a postal vote attends the Meeting, then that postal vote is void.
 7. Before the voting starts, the Chairman shall read out the names of all those who have delivered valid postal votes.
 8. A postal vote is valid for the specified General Meeting only.
 9. If a postal vote does not stipulate specific voting instructions but stipulates that a named member of the association attending the General Meeting is to vote by proxy on behalf of the absent member, then that proxyholder may only vote by proxy on behalf of one absent member. If two or more absent members appoint one and the same proxyholder, then that proxyholder shall decide which

one of the proxies he or she will exercise. The remaining proxy or proxies shall be deemed null and void.

18. Further to Article 12 paragraph 1 of the Constitution, the Committee may decide that the financial year of the association shall run from the 1st of April to the 31st of March inclusive of any year.
19. In authorising financial expenditure, the Committee shall be guided by the following considerations:
 1. when contributing to charity under Article 2 of the Constitution, the Committee shall at all times endeavour to keep sufficient money in hand to cover at least the entire costs of the next theatrical performance;
 2. the contribution from the association's funds to social functions organised by the association shall not exceed the total receipts from annual membership fees in that same financial year.
20. Liability
 - (a) The association shall not be responsible for actions concerning the association's affairs that are carried out by any member of the association without prior approval of the Committee, subject only to the special provisions of Article 9 paragraph 2 of the Constitution.
 - (b) The association has third-party liability insurance coverage for paid-up members, the particulars of which are available from the Committee on request.

21. Interpretation of the Rules

The Committee is empowered, in case of doubt or incompleteness, to interpret any of the above Rules as it thinks fit.