

The Constitution of the Friends of Shanklin Theatre

Last amended at the 2017 Annual General Meeting

1. Name

The name of the Organisation shall be **Friends of Shanklin Theatre**, referred to as "**FOST**" throughout this Constitution.

2. Address **Shanklin Theatre**

Steephill Road
Shanklin
Isle of Wight
PO37 6AJ

3. Status **Unincorporated Charitable Association**

3.1 **FOST** is a subsidiary of **Shanklin Theatre & Community Trust**.

3.2 For purposes of insurance cover, under normal circumstances, the Officers/Committee Members/ Volunteers of FOST are protected by the insurances of Shanklin Theatre and Community Trust and/or Shanklin Theatre Ltd, whilst under the supervision of the Theatre itself. When FOST carries out activities of its own, or away from the Theatre, insurance cover is its responsibility and a policy with adequate cover will be maintained. Cover therefore applies, providing that Members do not behave in an illegal or reckless manner and work within the scope of activities defined by the Constitution of FOST and the Memorandum and Articles of Association and Charitable aims of the Trust.

4. Government ID **Shanklin Theatre & Community Trust**

Registered Charity No. 1146834
Company No. 07450494

5. Law **To be interpreted in accordance with the laws of England**

6. Objectives **The primary objectives of FOST are as follows:**

6.1 To encourage public support for Shanklin Theatre including, as necessary, providing a strong and focused public voice in support of its continuation.

6.2 To provide support services and volunteers as appropriate in consultation with Theatre management and users.

6.3 To undertake any other activities which are directed towards constructive support of Shanklin Theatre, including raising funds to benefit the Theatre.

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7. Committee

7.1 The Committee is responsible for the day to day activities of FOST.

7.2 **The Committee will consist of:**

7.2.1 Members elected at the Annual General Meeting (AGM), the number of which is determined by the previous year's Committee and conforms to the Government Guidelines - preferably between 6 & 10.

7.2.2 Additional members may be co-opted as the Committee deems appropriate.

7.2.3 Each nominee can be proposed and seconded by any member. The nomination will be on a form agreed by the Committee.

7.2.4 Nominations will close at the commencement of the AGM. If more nominations are received than places available, then the election will be by secret ballot on a paper prepared in alphabetical order.

7.2.5 Nominees, currently members of the Committee, will be indicated by an asterisk on the ballot paper.

7.2.6 Members present at the AGM may vote for up to 10 nominations as they wish.

7.3 **The Committee shall make the following appointments:**

7.3.1 Officers of Chair, Vice Chair, Secretary, Treasurer & Membership Secretary.

7.3.2 Group Representatives to liaise with the Volunteers' Team Supervisors.

7.3.3 These appointments may be with or without specified terms, although a term of 1 year or that which is between AGMs is expected.

7.3.4 The Committee also has the power to terminate these appointments.

7.4 The Committee shall meet at least 4 times a year. The date of each meeting shall be set at the previous meeting. Should any amendment to meeting dates, or additional meetings be necessary, the Secretary shall give 14 days' written notice to all Committee Members.

7.5 **Voting procedures shall be:**

7.5.1 A quorum shall comprise 4 Committee Members

7.5.2 14 days' notice must be given to the Secretary to propose any motion.

7.5.3 7 days' notice must be given to all Committee Members of the proposal.

- 7.5.4 Supporting documentation must be included with the notice, when available.
- 7.5.5 All voting shall be decided by simple majority of those present and eligible to vote.
- 7.5.6 In the event of a hung vote, the Chair (or Chair pro tem) shall have an extra casting vote.

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8. **Membership**

Any individual who supports the continuing existence of Shanklin Theatre as an active venue for theatrical and community-based activities may apply for membership. Applications should be made through the FOST Membership Secretary, together with contact details, including email addresses. *Email is the preferred method of contact by FOST, however, in line with data protection legislation, applicants can opt out of being contacted by email if they so wish.* Members who become volunteers will commit themselves to the FOST Code of Conduct for Volunteers which shall be reviewed annually.

9. **Subscriptions**

The Committee shall have the discretion to set a subscription for membership of FOST. Amendments to subscription fees must be presented to the membership at the AGM for ratification.

10. **Accounts and Financial Matters**

10.1 **The Committee shall:**

10.1.1 Keep proper accounting records detailing all transactions undertaken by, and monies belonging to, FOST. These records should be made available to the membership on simple demand at the Box Office.

10.1.2 *Draw up a summary of Payments and Receipts each year to 31 March, being the end of the FOST financial year and forward this to Shanklin Theatre and Community Trust, for scrutiny and inclusion by their accountants as part of their own financial reporting each year.*

10.1.3 Present the Payments and Receipts account before FOST at the AGM.

10.2 *Bank accounts may be opened and held in the name of FOST. Authorised expenses may be paid by Cheque or by an on-line facility. Cheques shall be signed by 2 out of 3 authorised signatories, it is recommended that these be taken from the roles of Treasurer, Chair and one other member of the Committee*

10.3 All funds shall be applied solely toward promoting the objectives of FOST as set out in Article 6. No funds shall be paid (whether directly or indirectly) to members, other than legitimate expenses previously agreed by the Committee and incurred on behalf of FOST which will be reimbursed.

11. General Meetings

11.1 Annual General Meeting

- 11.1.1 The AGM shall be held not later than 15 months after the previous AGM.
- 11.1.2 Matters for inclusion on the Agenda at the AGM shall be notified in writing to the Secretary. Any matters so notified less than 7 days prior to the AGM may, at the discretion of the Committee, be held over until the next AGM.

11.2 Extraordinary General Meeting

- 11.2.1 The Committee may convene an EGM at their discretion to deal with a particular matter.
- 11.2.2 The Committee must convene an EGM on receipt of a request for an EGM signed by at least 10% of the current membership. The request must specify the reason for calling the EGM.
- 11.2.3 The purpose of an EGM is to transact only the matter for which it has been called and no other business.

11.3 All General Meetings

- 11.3.1 The Secretary shall give not less than 21 days' notice of General Meetings by posting a notice, stating the time, date and venue of the AGM. All members shall receive a notice by e-mail unless they have otherwise advised FOST that they wish to receive the notice by post or by post if they do not have an e-mail.
- 11.3.2 The individual who is Chair of the Committee at the commencement of the General Meeting shall act as Chair for the duration of the General Meeting. If the Chair is not present, or formally vacates the Chair during the meeting, the Vice Chair shall act as Chair for the remainder of the meeting. Should neither be present, the voting members present shall elect a Chair pro tem for the remainder of the duration of the meeting.

11.4 Voting eligibility & procedures shall be:

- 11.4.1 10% of the current Membership who are present at the AGM shall be deemed to be a quorum.
- 11.4.2 All votes shall be decided by simple majority of those present and eligible to vote, with the exception of votes on resolutions to change the Constitution, for which see article 12.
- 11.4.3 In the event of a hung vote, the Chair (or Chair pro tem) shall have an extra casting vote.

11.4.4 Any member who is unable to attend a General Meeting may nominate in writing a member to act as proxy to vote for the absent member in accordance with written instructions where these are given, or in accordance with the proxy's best judgement otherwise.

11.4.5 Over 16 years of age.

12. Constitution

This Constitution shall only be altered at the Annual General Meeting by a resolution passed by a majority of 60% of those present. Notice of proposed amendments to the Constitution must be given to the Secretary not less than 28 days before the AGM, in order that the requisite 21 days' notice may be given to the membership.

13. Dissolution

In the event of FOST being dissolved, any assets remaining after all debts have been cleared shall be dispersed at the discretion of the Committee to such organisations as seem best to satisfy the objectives in Article 6 of this Constitution.

16 April 2018