



Constitution

Adopted for the members and Trustees
of ACT One on 6th September 2007
(Last Amended 10/05/2017)

PART 1

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

2. Group Name

- (a) The group shall be known as **ACT One**

3. Objects

- (a) The object of the charity is for the benefit of children and young people in Charnwood, Leicestershire and the surrounding area:

to promote education and the arts;

and to provide or assist in the provision of facilities for recreation or other leisure time occupation in the interests of social welfare with the object of improving the conditions of life for the young people of the area of benefit without distinction of sex or of political, religious or other opinions.

4. Application of the Income and Property

- (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent:
- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
- (b) a Trustee from:
- i. buying goods or services from the Charity upon the same terms as other as other members or members of the public;
 - ii. receiving a benefit from the Charity in the capacity of a beneficiary of

the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;

- (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer. In respect of negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - i. fines;
 - ii. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - iii. liabilities to the Charity that result from conduct that a Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- (4) No trustee may be paid or receive any other benefit for being a Trustee
- (5) A Trustee may:
 - (a) sell goods, services or any interest in land to the Charity;
 - (b) be employed by or receive any remuneration from the Charity;
 - (c) receive any other financial benefit from the Charity,
- if:
 - (d) he or she is not prevented from so doing by sub clause (4) of this clause; and
 - (e) the benefit is permitted by sub clause (3) of this clause; or
 - (f) the benefit is authorised by the Trustees in accordance with the conditions in sub clause (6) of this clause.
- (6) (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub clause (3) of this clause, he or she must:
 - (i) declare his or her interest in the proposal;
 - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii) not be counted in determining whether the meeting is quorate;
 - (iv) not vote on the proposal.
- (b) in cases covered by sub clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Charity to contract with or employ that Trustee

rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).

- (c) The Trustees may only authorise a transaction falling within paragraphs 5(a)-(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.
- (7) A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8) In this Clause (4), "Trustee" shall include any person firm or company connected with the Trustee.

5. Dissolution

- (1) If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (2) The Trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (3) The Trustees must apply any remaining property or money
 - (a) directly for the Objects;
 - (b) by transfer to any Charity or charities for purposes the same as or similar to the Charity;
 - (c) in such other manner as the Charity Commission for England and Wales ("the Commission") may approve in writing in advance.
- (4) The members must pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or assets of the Charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub clause (3) above.
- (5) In no circumstances shall the net assets of the Charity be paid to or distributed among members of the Charity (except to a member that is itself a Charity).
- (6) The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the

Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

6. Amendments

- (1) The Charity may amend any provision contained in Part 1 of this Constitution provided that
 - (a) no amendment may be made that would have the effect of making the Charity cease to be a Charity at law;
 - (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or the donors to the Charity;
 - (c) no amendment may be made to clause 5 without the prior written consent of the Commission;
 - (d) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.
- (3) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

7. Membership of the Theatre Group

- (1) Membership of the theatre group shall be open to any person eligible to attend school years 6-13 upon the payment of an annual subscription, provided they have performed a satisfactory audition in front of the **Production Team** or their authorised deputies.
- (2) Membership may be available to persons under the age of 10 at the discretion of the Trustees, subject to the requirements of the production and compliance with the requirements of the Children's Act 1989.
- (3) Membership is open to any person regardless of gender, disability, race, ethnic origin, creed, colour or social status, subject to the performance of a satisfactory audition.
- (4) Members will be required to pay a weekly subscription to be set by the Trustees.
- (5) Members will be required to make additional contributions to other production costs e.g. costumes and rehearsal material at the discretion of the Trustees.
- (6) The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request.

8. Termination of Membership

Membership is terminated if:

- (1) the member dies
- (2) the member resigns by written notice to the Charity
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) at the discretion of the Trustees if the member's conduct at rehearsals is not deemed to be satisfactory.
- (5) at the discretion of the Trustees if a member misses 3 consecutive meetings (rehearsals) without satisfactory explanation or in the event of regular absences without suitable explanation.

9. Meetings

(a) An **Annual General Meeting (AGM)** of the group shall be held during May of each year, at which the following will take place as a minimum:

- i. Agreement of the Minutes of the Previous **AGM** as a true record of events, these being signed by the Chairperson (or acting Chairperson in his/her absence) of the meeting
- ii. Presentation of the group's financial records
- iii. Report of the group's previous year's activities by the Chairperson and/or Producer.
- iv. Election of the Trustees of the group as defined in clause 12 of this Constitution
- v. The setting of the price of Annual Subscriptions
- vi. Distribution of profits
- vii. Any matters affecting changes to the Constitution.

(b) Notice of the **AGM** shall be provided at least 2 weeks before the said **AGM** in writing to:

- i. The parents and/or legal guardians of the members
- ii. The Trustees of the group

(c) An **Extraordinary General Meeting (EGM)** of the group must be held to discuss any changes to the items listed in clause 9 (a) of this constitution. Notice of the **EGM** shall be provided at least 2 weeks before the said **EGM** in writing to:

- i. The parents and/or legal guardians of the members

ii. The Trustees of the group

- (d) If insufficient attendance from the parents and/or legal guardians of the members of the group is represented at the **AGM** or any **EGM**, the current elected Trustees of the group for the time being shall make any decisions or changes to the items listed within clause 9 (a) of this Constitution.
- (e) **Trustee Meetings:** A minimum of 4 Trustee meetings shall be held annually for the management of the group's activities.
- (f) **Group Meetings (Rehearsals):** The membership will normally meet weekly each Friday between the times of 7 and 9.15pm during normal school terms. Additional meetings and longer rehearsals may be held at the discretion of the Production Committee as advised to the members. The venue of the group's meetings will normally remain constant, with any changes and additional meetings being advised to the members giving a minimum of one week notice, except in emergency, where every reasonable attempt will be made to notify members immediately.

10. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is;
- 3 members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time,
- whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present,
- the meeting shall be adjourned to such time and place as the Trustees shall determine.
- (5) The Trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

11. Adjournments

- (1) The members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

12. Officers and Trustees

- (a) The Charity and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution. The Officers and other members of the committee shall be the Trustees of the Charity and in this Constitution are together called "the Trustees".
- (b) The Trustees shall be aged 18 or over as required by law and will not be members of the theatre group.
- (c) The elected officers shall comprise of a **Chairperson, Secretary, Treasurer, Producer, Director and Fundraising Coordinator**. There shall be no maximum number of representatives to the Trustee Committee, including the elected officers.
- (d) All representatives to the committee including the elected officers are elected by the **AGM** annually, except for the posts of **Chairperson, Secretary & Treasurer** which will run for a period of 2 years where practicable.
- (e) In order to maintain continuity, the positions of **Treasurer** and **Chairperson** will alternate with that of **Secretary**.
- (f) The position of **Producer** may be combined with that of the position of **Director** for artistic purposes, and is elected at the **AGM** to start their period of office following the next major production.
- (g) The cast members will be split into 'houses' and their chosen 'head of house' will represent their views to the Trustees.
- (h) All elected officers and the Trustees must be deemed suitable to serve on the committee and all reasonable checks will be made as to their suitability, including the requirement to show evidence to the **Secretary** of a current Disclosure and Barring Service (DBS) check, or for the group to undertake necessary checks. This process will be undertaken for any other person, at the discretion of the Trustees, who are likely to have direct contact with members of the theatre group. One Trustee shall be nominated as the designated Child Protection Officer.

13. Powers of Trustees

- (1) The Trustees must manage the business of the Charity and have the following powers in order to further the Objects (but not for any other purpose):
 - (a) To raise funds. In doing so, the Trustees must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Trustees must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Trustees must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if they intend to mortgage land;
 - (e) To cooperate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) To acquire, merge with or enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
 - (h) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (j) To obtain and pay for such goods and services as are necessary for carrying out the work of the Charity;
 - (k) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) To do all such other lawful things as are necessary for the achievement of the Objects;
- (2) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees;
- (3) Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees.

14. Production Committee & Productions

- (a) The **Production Committee** shall normally comprise of the **Producer, Director, Choreographer & Musical Director**.

- (b) The **Producer**, as elected in clause 12 (c) of this Constitution, will be responsible for appointing the **Choreographer & Musical Director**.
- (c) The **Choreographer & Musical Director** will not be Trustees, unless that individual is elected as a Trustee, in line with clause 10 of this Constitution.
- (d) The choice of the production and associated casting shall be the responsibility of the **Production Team**.
- (e) The **Production Committee** may appoint suitable deputies in their absence or to assist them in their role.

15. Disqualification and Removal of Trustees

A Trustee shall cease to hold office if he or she:

- (1) is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (3) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (4) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

16. Proceedings of Trustees

- (1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this Constitution.
- (2) Any Trustee may call a meeting of the Trustees.
- (3) The Secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision shall be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum shall be three or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as may be decided from time to time by the Trustees.
- (8) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

- (9) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the Chair shall chair meetings of the Trustees.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this Constitution or delegated to him or her in writing by the Trustees.
- (13) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

17. Delegation

- (1) The Trustees may delegate any of their powers or functions to a committee of two or more Trustees but the terms of any such delegation must be recorded in the minute book.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
 - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.
- (3) The Trustees may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

18. Irregularities in Proceedings

- (1) Subject to sub clause (2) of this clause, all acts done by a meeting of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the Constitution to vacate office;

- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

If, without

- the vote of that Trustee; and
 - that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a committee of Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
- (a) the Trustees
 - (b) any committee of the Trustees
 - (c) the Charity in general meeting

shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Charity.

19. Minutes

The Trustees must keep minutes of all:

- (1) appointments of Officers and Trustees made by the Trustees;
- (2) proceedings at meetings of the Charity
- (3) meetings of the Trustees and committees of Trustees including:
 - the names of the Trustees present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

20. Annual Report and Return and Accounts

- (1) The Trustees must comply with their obligations under the Charities Act 1993 with regard to:
 - (a) the keeping of accounting records for the Charity;
 - (b) the preparation of annual statements of account for the Charity;

- (c) the transmission of the statements of account to the Charity;
- (d) the preparation of an annual report and its transmission to the Commission.
- (2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

21. Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

22. Property

- (1) The Trustees must ensure the title to:
 - (a) all land held by or in trust for the Charity that is not vested in the Official Custodian of Charities; and
 - (b) all investments held by or on behalf of the Charity,

is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees.
- (2) The terms of the appointment of any holding Trustees must provide that they may act only in accordance with lawful directions of the Trustees and that if they do so they will not be liable for the acts and defaults of the Trustees or of the members of the Charity.
- (3) The Trustees may remove the holding Trustees at any time.

23. Repair and Insurance

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the Charity (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

24. Notices

- (1) Any notice required by this Constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) The Charity may give any notice to a member either:
 - (a) personally; or

- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (4) A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

25. Rules

- (1) The Trustees may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of the members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at a particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting and meetings of the Trustees in so far as such procedure is not regulated by this Constitution;
 - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the Charity to be kept in electronic form and requires a Trustee to sign the record, the regulations must specify

a method of recording the signature that enables it to be properly authenticated.)

- (f) generally, all such matters as are commonly the subject matter of rules of an unincorporated association.
- (3) The Charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Charity.
- (5) The rules or bye-laws shall be binding on all members of the Charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.