

## CONSTITUTION

Adopted on [new date]

### 1) Name

The name of the charity is: **The Wrexham Music & Theatre Society** ("the Society").

### 2) Administration

Subject to matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees, constituted by clause 7 of this constitution ("the Board").

### 3) Charitable Purpose

The Society's objects ("the Purpose") is:

To educate and entertain the community in music and theatre in order to develop public appreciation in the arts in Wrexham.

### 4) Powers

In furtherance of the Purpose but not otherwise the Board may exercise the following powers:

- 1) to promote plays, drama, comedies, operas, operettas, and other dramatic and operatic works for educative value;
- 2) to purchase, acquire and obtain interests in the copyright of, or the right to perform, or show any such dramatic or operatic works;
- 3) to raise funds and to invite and receive contributions provided that in raising funds the Board shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the laws of Wales and England;
- 4) to invest the Society's funds subsequent to taking advice from a qualified financial advisor and in accord with the regulations and guidelines laid down by the Trustee Act 2000 (or any statutory re-enactment or modification of that Act or other applicable legislation);
- 5) to purchase, take on lease or in exchange, any property necessary for the achievement of the Purpose and to maintain any equipment for use;
- 6) subject to any consents required by law, to lease all or any part of the property of the Society;
- 7) subject to any consents required by law and subject also to confirmation by the majority of the members present and voting at a special general meeting, to sell or dispose of all or any part of the land or buildings of the Society;
- 8) subject to any consents required by law and subject also to confirmation by the majority of the members present and voting at a special general meeting, to sell or dispose of all or any equipment or other tangible asset of the Society with a value over £5000;
- 9) subject to any consents required by law to borrow money and to charge all or any part of the property of Society with repayment of the money so borrowed;
- 10) to employ such staff and to engage such assistants, professional or otherwise (who shall not be members of the Board) as are necessary for the proper pursuit of the Purpose and the production of the season's work, and to make all reasonable and necessary provisions, if applicable, for the payment of pensions and superannuation for staff and their dependents;

- 11) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Purpose or of similar charitable purposes and to exchange information and advice with them.
- 12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Purpose;
- 13) to appoint and constitute any advisory committees as the Board may think fit;
- 14) to do all such other lawful things as are necessary for the achievement of the Purpose.

## **5) Membership**

- 1) Membership of the Society shall be open to any person interested in furthering the Purpose and who has paid any annual subscription as may be agreed from time to time by the Board, although those under the age of 16 years shall not be permitted to vote on any matters pertaining to the business of the Society or to the election of member of the Board.
- 2) The Board may establish classes of membership with different rights and obligations and shall record accepted members and their membership class in a register of members.
- 3) No-one shall be accepted as a member of the Society who has not first completed a membership application form. Membership shall be renewable yearly and resignation from the Society shall be by electronic or written notice to the Board.
- 4) Every individual member aged 16 years and over shall have one vote on any question to be decided at a general meeting of the Society.
- 5) The Board may by unanimous vote and for an objectively good reason suspend an individual; provided that the individual concerned shall have the right to be heard by the Board, with the option of being accompanied by a representative of their choosing, before a final decision is made. However, should the Board by unanimous vote and for an objectively good reason wish to expel an individual, then such decisions shall require the approval of the majority of the members present and voting at a special general meeting and following a thorough investigation.
- 6) The Society shall ensure that all its services, activities and facilities are available to all its members, and that there shall be no discrimination against any person on the basis of gender, gender reassignment, marital status, sexual orientation, age, disability, neurodiversity, employment status, financial status, ethnicity, religious or political belief. Discriminatory behaviour will not be tolerated during Society meetings, functions, events, productions or on our premises – similarly, behaviour, independent of the Society, of a discriminatory nature or that is deemed to bring the reputation of the Society into disrepute, may be considered good enough reason for suspension or expulsion, following thorough investigation.

## **6) Officers of the Board of Trustees**

At an annual general meeting of the Society the members shall elect from amongst their number a Chair, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting.

## **7) The Board of Trustees**

- 1) The Board shall consist of not less than 3 members and not more than 12 members
  - a. The officers specified in the preceding clause;
  - b. And not more than 9 members elected at the annual general meeting who shall hold office from the conclusion of that meeting;

- 2) The Board may, in addition, appoint not more than 4 co-opted members, but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Board would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Board called under clause 10(1) and shall take effect from the end of the meeting unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 3) All members of the Board shall retire from office at the end of the annual general meeting which falls three years after the date on which they came into office (the "Initial Term"), but they may be re-elected or reappointed for a further two terms of three years up to a total of nine years. After which they must take a break for three years before standing for election again.
- 4) The proceedings of the Board shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 5) Nobody shall be appointed as a member of the Board who is aged under 18 years who would, if appointed, be disqualified under the provisions of the following clause (clause 8).
- 6) No person shall be entitled to act as a member of the Board whether on a first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the Society.

#### **8) Determination of Membership of the Board**

A member of the Board shall cease to hold office if they:

- 1) are disqualified from acting as a member of the Board by virtue of sections 178-179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or any other relevant legislation; or
- 2) cease to be a member of the Society; or
- 3) are absent without formal apology for three consecutive meetings of the Board within a period of six months and the Board resolve, via a unanimous vote that their office be vacated; or
- 4) notify the Board that they wish to resign (but only if at least three members of the Board remain in office when the notice of resignation takes effect).

#### **9) Trustees Shall Not be Personally Interested**

- 1) The income and property of the Society shall be applied solely towards the promotion of the Purpose and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the society, provided that nothing in this document shall prevent any payment in good faith by the Society:
  - a) of reasonable and proper remuneration for any services rendered to the Society by any member, office or servant of the Society, including a member of the Board where such remuneration for services has been subject to unanimous business case approval by the Board.
  - b) to any member of Executive Council of reasonable and properly incurred out-of-pocket expenses.
- 2) The Trustees shall be required upon appointment to complete a declaration of interest to record any personal interests which may conflict with the operation of the Society. Each Trustee shall be subject to an ongoing duty of disclosure for any change in circumstances which may require an update to the register of in the course of their appointment.

- 3) The Secretary shall keep a register of any interests which shall be available for inspection by any other Trustee on request.

#### **10) Meetings and Proceedings of the Board**

- 1) The Board shall hold at least 4 ordinary meetings every year. A special meeting of the Board may be called at any time by the Chair or by any two members of the Board upon not less than 7 calendar days' notice being given to other members of the Board of the matters to be discussed, but if the matters include an appointment of a co-opted member not less than 14 days' notice must be given.
- 2) The Chair shall act as Chair at meetings of the Board. If the Chair is absent from any meeting, the members of the Board present shall choose one of their number to be Chair of the meeting before any other business is transacted.
- 3) The Board may convene meetings either face to face or virtually by way of appropriate digital platform or if required, using a combination of the two methods.
- 4) There shall be a quorum when at least one third plus one of the number of members of the Board for the time being or three members of the Board, whichever is greater, are present at a meeting.
- 5) Every matter shall be determined by a majority of votes of the members of the Board present (both in person or virtual) and voting on the question, unless otherwise stipulated in this Constitution. In the case of a tie of votes on a particular matter, the Chair shall have a second or casting vote.
- 6) The Board shall keep minutes, in a readable and accessible format for the purpose, of the proceedings at meetings of the Board and any advisory or sub-committee.
- 7) The Board may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule shall be made which is inconsistent with this Constitution.
- 8) The Board may appoint one or more sub-committees, each consisting of two or more members of the Board for the purpose of making any inquiry or supervising or performing any function or duty which, in the opinion of the Board, would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the Board.
- 9) Any meeting either in person or virtual may be recorded for the purpose of accurate record keeping and/or to facilitate wider participation.

#### **11) Receipts and Expenditure**

- 1) The funds of the Society, including all donations, contributions and bequests, shall be paid into an account operating by the Board in the name of the Society at such bank as the Board shall from time to time decide. All financial instruments drawn on the account must be signed by at least two members of the Board who are designated signatories.
- 2) The Board permits the use of online banking provided it is with an institution which allows the use of dual signatories.
- 3) The funds belonging to the Society shall be applied only in furthering the Purpose.

#### **12) Property**

- 1) Subject to the provisions of sub-clause (2) of this clause, the Board shall cause the title to:
  - I. All land held by or in trust for the Society which is not vested in the Official Custodian for Charities; and

II. All investments held by or on behalf of the Society;

To be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Board at their pleasure and shall act in accordance with the lawful directions of the Board. Provided they act only in accordance with the lawful directions of the Board, the holding trustees shall not be liable for the acts and defaults of its members.

- 2) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Society, the Board may permit any investments held by or in trust for the Society to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any stockbroking company) as nominee for the Board, and may pay such a nominee reasonable and proper remuneration for acting as such.

**13) Accounts**

The Board shall comply with their obligation under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) or other relevant legislation with regard to:

- 1) The keeping of accounting records for the Society;
- 2) The preparation of annual statements of account for the Society;
- 3) The auditing or independent examination of the statements of account of the Society; and
- 4) The transmission of the statements of the Society to the Charity Commission.

**14) Annual Report**

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

**15) Annual Return**

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

**16) Annual General Meeting (AGM)**

- 1) The Board shall arrange an annual general meeting to take place within the first six months of each financial year or as soon as practicable thereafter. The Financial year of the Society shall commence on the 1<sup>st</sup> July and conclude on the 30<sup>th</sup> June.
- 2) Every annual general meeting shall be called by the Board and the secretary shall give at least 30 calendar days' notice of the annual general meeting to all members of the Society.
- 3) The Chair shall be Chair of the annual general meeting. But if they are not present before business is transacted, the persons present shall appoint a Chair of the meeting.
- 4) The Board shall present to each annual general meeting the report and accounts of the Society for the preceding year, but at least 5 days' notice must be given by any member of the Society of any other matter to be discussed at the annual general meeting.

- 5) Nominations for election to the Board must be made by members of the Society, in writing, and must be in the hands of the Chair or Secretary at least 5 days prior to the commencement of the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **17) Extraordinary General Meeting (EGM)**

The Board or any 12 members of the Society may request an extraordinary general meeting (EGM) of the Society at any time. Providing that such a request is made in writing, stating the business to be considered, the secretary shall call a meeting. At least 14 calendar days' notice must be given. The notice must state the business to be discussed.

#### **18) Procedure at General Meetings**

- 1) The secretary or other person specially appointed by The Board shall keep a full record of proceedings at every general meeting of the Society.
- 2) There shall be a quorum when at least one fifth of the number of members of the Society for the time being or three members of the Society, whichever is greater, are present at any general meeting.
- 3) General meetings shall be open to all members of the Society, although only those aged 16 years and over shall have the power to vote.
- 4) Voting shall be permitted via the following means:
  - a. in person
  - b. post
  - c. proxy
  - d. online voting tool where available.

Voting is also permitted to be carried out prior to a general meeting where postal voting methods are utilised and all postal votes shall be counted as valid as if made at a general meeting.

- 5) Every matter shall be determined by a majority of votes of the members voting on the question, but in the case of a tie of votes the Chair of the meeting shall have a second or casting vote.

#### **19) Notices**

Any notice required to be served on any member of the Society shall be in writing and shall be served by the Secretary of the Board on a member, either personally, by e-mail or by sending it through the post in a letter addressed to such member at their last known address, and any letter so sent shall be deemed to have been received within 4 days of posting.

#### **20) Alterations to the Constitution**

- 1) Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- 2) No amendment may be made to:
  - I. Clause 1 (the name of the Society clause);
  - II. Clause 3 (the Purpose clause);
  - III. Clause 9 (Executive Council members not to be personally interested clause);

IV. Clause 22 (the dissolution clause);

or this clause without the prior written consent, in writing, of the Charity Commission.

- 3) No amendment may be made which would have the effect of making the Society cease to be a charity in law.
- 4) The Board should promptly send to the Charity Commission a copy of any amendment made under this clause.

**21) Indemnity**

The members of the Board shall be entitled to an indemnity out of the assets of the Society against all losses and liabilities properly incurred by them (incurred in good faith) in the management of the affairs of the Society so long as all losses and liabilities properly incurred can be met from the Society's funds.

**22) Dissolution**

If a majority of the Board decides it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society of which not less than 30 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Board shall have the power to realise any assets on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having similar objects to the Society as the members of the Society may determine. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commission.

**23) Adoption of Constitution**

This constitution was adopted at a general meeting on the date mentioned above by the persons whose signatures appear at the bottom of this document.