

# DRAFT

## Friends of East Suffolk Performing Arts MEMBERS' BOOKLET OF RULES

### Firstly some explanation and definitions:

**The Constitution:** this is the document submitted to the Charity Commissioners and approved by them. Part 1 may not be changed without their prior consent, and Part 2 may be changed only if the alterations are notified to the Commissioners and they agree that they do not breach their terms. So every word in the Constitution applies to all Members - Trustees and Officers included. Much of the detail, however, concerns only the Trustees as it specifies how various administrative procedures are to be carried out.

Every *Friend* - or Member - is entitled to have access to a copy of the Constitution. Please make your requests in writing to Jean Kelk, our Secretary, and note that if you wish to receive your own copy of the Constitution, the Master copy is photocopied and a charge has to be made.

**The Rule Book:** the Charities Commission approval does not specify in every detail how FESPA meets its obligations. So, some of our formal organisation is decided by the Trustees and membership without reference to the Charities Commission, always providing that there is no breach of the Constitution. These aspects are set out in the *Rule Book*.

**The Members' Booklet of Rules:** Your Trustees believe the majority of *Friends* want a single booklet that covers those parts of the Constitution and the Rule Book that affect them. So this version - the draft presented here for your consideration - is in two sections. The first is a very simplified version of the constitution; the second is our supplementary set of rules.

**Some conventions:** in this draft, extracts and summaries from the Constitution are shown in **bold type**.

See FESPA newsletter for details of the Special General Meeting called to discuss and approve this draft.

# SECTION 1: THE CONSTITUTION SUMMARISED

The document approved by the Charity Commissioners is in two parts.

**PART ONE** *(No provision in Part One may be amended without the prior written approval of the Charity Commissioners.)*

## **FESPA's objects are:**

**“To advance education in the field of the performing arts for the people of East Suffolk and to promote such arts in the area for the benefit of the community and in furtherance of the Objects in particular (but without prejudice to the generality of the above)**

- a) (i) by promoting practical and academic training in the performing arts including theatre and stage management;
  - (ii) by facilitating, underwriting and subsidising public performances in East Suffolk;
  - (iii) by providing or assisting in the provision of a public venue or venues for public performances; and
  - (iv) to do other such lawful things as are incidental or conducive to the attainment of the above objects:
- b) to invite and receive contributions from any person or organisation by way of subscription or donation: and
  - c) such other charitable purposes as the trustees shall from time to time determine."

## **Application of Income and Property:**

**FESPA's income and property shall be applied solely towards the promotion of its objects.**

**No Trustee may receive any financial benefit for being a Trustee, and only reasonable expenses, properly incurred, may be claimed.**

**Trustees are only covered by an indemnity insurance policy if their conduct is, at all times, in their perception of the best interests of FESPA.**

**In any financial dealings with FESPA, Trustees have only the same rights as other Members and must declare all interests.**

## **Dissolution:**

**Should Members resolve to dissolve FESPA, the Trustees must remain in office to wind up its affairs and to carry out the transfer of assets in accordance with the advance written instructions of the Charity Commissioners.**

**PART TWO** *(Any of the provisions in Part Two may be amended by a Resolution passed by a simple majority of the Members present and voting at a General Meeting. However, the amendments must not breach the terms approved by the Charity Commissioners and must be notified to them within 21 days.)*

**Membership** is open to anyone aged 18 or over, and to organisations that have been approved by the Trustees. Any refused applications must be notified within 21 days of the decision and there is an appeal procedure. Each accepted organisation may nominate in writing a representative to represent them.

A register of members' names must be kept (accessible to members on request).

Membership will cease if the member resigns in writing, dies, or does not pay any sum due within 12 months.

Any Member who wishes to receive notice of meetings, etc. must provide a current address within the UK.

**General Meetings:** An Annual General Meeting (AGM) must be held within 12 months of the date this Constitution was adopted, and subsequently in each year within 15 months of the prior AGM.

All other general meetings are called Special General Meetings. The Trustees may call a SGM at any time. The Trustees must also call a SGM if requested in writing by at least 10 Members or 5% of Membership, whichever ever is the greater.

The Trustees must give all Members at least 14 days' notice of any General Meeting. This should specify the date, time and place of the meeting and the general nature of the business to be transacted.

A quorum of 5% of the total membership must be present before any business may be transacted.

All General Meetings will be chaired by the Chairman of the Trustees or, in his or her absence, by the Vice Chairman (or another Trustee).

Each Member present shall have one vote. In the event of a tie, the Chairman has an additional casting vote.

**Trustees and Officers:** The management of FESPA is the responsibility of the Trustees and Officers elected by Members at a General Meeting. The Officers are: Chairman, Vice-Chairman, Secretary and Treasurer. Only *Friends* (or the nominated representatives of member-organisation) may be Trustees.

The First Trustees shall retire at the next AGM but shall be eligible to serve for one or two three-year terms. It is planned to arrange for the First Trustees to serve for varying periods so that, eventually, two Trustees will retire at each AGM. The number of Trustees shall not be less than 5 or greater than 11.

Between AGMs, the Trustees may invite people with particular attributes to become Trustees, as long as the total number does not exceed 11. At the next AGM, a resolution to elect such co-opted Trustees must be put to the Members present and approved by a simple majority.

**Powers and Responsibilities of the Trustees:** In order for the board of Trustees to manage the business of FESPA, they have defined powers. These include raising funds; buying or hiring property and equipping it for use; selling property; borrowing money; and co-operating with other charities, voluntary bodies and statutory authorities. In financial matters the Trustees are additionally constrained by the Trustee Act 2000. The last term empowers the Trustees to “do all other such lawful things as are necessary for the achievement of the Objects”.

The Trustees must keep in repair and insure any property. They must also insure suitably in respect of public liability and employer’s liability.

**Proceedings of Trustees:** These rules are chiefly intended to control the manner in which the Trustees manage their affairs. They include:

A Trustee shall cease to hold office if he or she resigns or fails to meet the published requirements of the other Trustees. Such events must be reported in detail at the next AGM.

The Trustees must meet at least 3 times annually and a quorum (*three, currently*) must be present before any decisions may be taken.

The Trustees may delegate any powers to a committee of two or more Trustees, providing that details - including any restrictive conditions - are recorded in the Minute Book.

During meetings a Trustee must declare any conflict of interest and abstain from voting on such matters.

The Minute Book must record all appointments of Officers and Trustees, the proceedings and decisions made at all meetings - including committees - and set out the names of Trustees present.

**Annual Report:** The Charities Act 1993 obliges FESPA to keep accounting records in accordance with agreed standards and to prepare annual statements for the Charity Commissioners and its membership.

**Bye-laws:** The Trustees are empowered to make bye-laws for the conduct of their business. Any such changes will be notified to Members and put to those present at the next AGM for ratification or rejection.

## SECTION 2: THE RULE BOOK

*(As long as the rules and explanations set out below - in every respect - do not breach the Constitution approved by the Charity Commissioners and have been approved by Members at a General Meeting, they remain in force until amended by another General Meeting).*

**Trustees and Officers:** All Trustees and Officers must be paid-up *Friends* with two exceptions:

- The Auditor must be someone with appropriate qualification.
- If no suitably qualified *Friend* is willing to undertake the duties of Treasurer, the Trustees must appoint a non-*Friend* who satisfies the needs of the Charity Commissioners as a paid employee. Even though this proviso is not relevant at present, the allocation of duties and responsibilities set out below takes it into account.

In this document, some *Friends* who accept certain duties but who are not Trustees are described as Post-holders to differentiate them from Officers who are. However, a Trustee may simultaneously occupy such a post.

The Trustees are required to identify changing needs and devise ways of meeting them. This may involve organisational changes - possibly at short notice - but, in all cases, such changes will be explained at the next AGM and the approval sought of those present.

Currently, in addition to the Trustee-Officers, a number of post-holders will be appointed by the Trustees. Details of these will be set out at the following AGM:

Membership Secretary ] jointly supporting our  
Database Manager ] Trustee-Treasurer.  
Newsletter Editor  
Website Manager  
Events Organiser  
Publicity Organiser  
Media Organiser

The functions of all Officers and Post-holders, stated briefly, are currently:

The **Chairman of the Board of Trustees** - and, during absences, the **Vice-Chairman** - provides leadership, guidance and liaison with the Management Team, *Jill Freud and Company* and other outside bodies.

The **Treasurer**, assisted by the **Database Officer** and **Membership Secretary**, keeps up to date membership records and all accounts to standards that satisfy the Charities Commission and the **Honorary Auditor**.

The **Database Officer** is responsible to the **Treasurer** for the design and operation of the computer-based system of recording and analysing membership.

The **Membership Secretary** is responsible for obtaining and distributing recruitment leaflets, for ensuring that new members are properly recorded and their successful applications acknowledged.

The **Secretary** provides support services - to both the Board of Trustees and the Officers' Committee - of a general and secretarial nature.

The **Events Organiser** initiates and oversees events - social and/or fund-raising.

The **Newsletter Editor** is responsible to the Chairman for the material to be published; for its collecting and editing; and for arranging for all matters (including inserted material) concerned with printing the annual editions.

The **Website Manager** is responsible to the Chairman for the material to be published; for its collecting and editing; and for arranging for all matters concerned with its design, publishing it on the website and ensuring that the content is regularly updated.

The **Publicity Organiser** is responsible for working with members of the Company to plan the distribution of programme cards and posters, and to carry out the distribution. In this latter aspect, he/she is assisted by a number of *Active Friends* and, should the pressure of this work prove excessive, one or more paid helpers.

The **Media Organiser** is responsible for liaison with the theatre company to achieve widespread appreciation of its work, and publicizing the *Friends*. This is done by exploiting opportunities in local press and broadcasting organisations, and by organising speakers at suitable local meetings, etc.

(The **Honorary Auditor** - who must be suitably qualified - will be elected annually at the AGM.)

**Day-to-Day Operations:** The Trustee-Officers, together with the Post-holders named above, form the **Management Team** that meets from time-to-time under the Chairman - or Vice Chairman - of the Trustees, and works to ensure that all approved policies are carried through successfully.

**Fund Raising:** The Charity Commissioners forbid charities such as FESPA from accumulating monies without purpose. Therefore the Board of Trustees must identify specific needs before encouraging the raising of large sums, and set only appropriate annual budgets. If a large-scale project is identified and approved, the Trustees will invite one or more suitably qualified people to become Trustees.

## **Membership and Subscriptions**

**Full Individual Membership:** Each individual member, upon payment of the annual subscription, becomes entitled to attend and vote at General Meetings, to attend other FESPA events (although an entrance fee may be required), and to benefit from the *Friends'* early-booking arrangements.

From 1 January 2008 the annual subscription is £10 per person.

The subscription year runs from 1 January to 31 December; although requests for payments are usually sent out with the invitation to the AGM. All individual members are encouraged to become *Active Friends* and to devote some spare time to helping in our work: by distributing programme cards and posters; by sharing in organisational work; by running stalls and games at our Fete, etc.

Other categories of *Friends* include:

**Honorary Membership:** The Board of Trustees may, from time to time, submit a resolution to a general meeting that a member

who has given the Charity especial service be awarded an honorary title. Providing this resolution is passed by a simple majority of those present, the Trustees will arrange to make the award. The permitted honorary titles are: President; Vice President and Honorary *Friend* (none of these entitle the holder to participate as a Trustee or member of the Management Team) and all awards are for the duration of membership. There is no restriction to the number of Honorary *Friends*; the maximum numbers of Vice Presidents is two; there can be only one President at any one time.

**Nominal Friends:** although these people have not chosen to pay a subscription, they have given valuable unpaid help to our organisation and therefore receive newsletters and other mailings. They are not invited to our functions or receive any other benefits.

## **THE FIRST TRUSTEES (Six in number)**

**Sidi Scott - Chairman**

(14a High Street, Wangford NR34 8RA)

**Jack Clayton - Vice Chairman**

(5 Old Brewery Yard, Halesworth IP19 8AW)

**Peter Gibbs - Treasurer**

(18 Jenkins Green, Lowestoft NR32 4WX)

**Jean Kelk - Secretary**

(Merriewood House, Low Street, Badingham IP13 8JS)

**Terry Collins**

(Holly Lodge, Orchard Gardens, Woodbridge IP12 1AS)

**Donald Wilson**

(19 Collins Close, Carlton Wood, Saxmundham IP17 1GE)

Please note we will welcome comments on this draft from *Friends* who may not be able to attend the SGM. Send them to Jack Clayton at the above address or to [jackclayton@keme.co.uk](mailto:jackclayton@keme.co.uk).