

# The Constitution of the Friends of Shanklin Theatre

Last amended at the ~~2023~~ 2024 Annual General Meeting

## 1. Name

The name of the Organisation shall be Friends of Shanklin Theatre, referred to as 'FriendsOST' throughout this Constitution

## 2. Address

Shanklin Theatre, Steephill Road, Shanklin, Isle of Wight, PO37 6AJ

## 3. Status

Unincorporated Charitable Association allied to Shanklin Theatre Limited and a subsidiary

~~3.1 FOST is a subsidiary~~ of Shanklin Theatre & Community Trust

~~3.12 For purposes of insurance cover, under normal circumstances, the Officers/Executive 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 Shanklin Theatre Ltd insurance cover also applies 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, will only apply providing that Members/Volunteers of FOST 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 Friends members support Shanklin Theatre through their membership, which may include benefits to the member~~

## 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 the FriendsOST 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 assist Theatre 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

## **7. Executive Committee**

**7.1** The Executive Committee is responsible for managing the day-to-day financial activities of the FriendsOST

**7.2** The Executive 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 Executive Committee and conforms to the Government Guidelines - preferably between foursix and fiveten (46 & 510)

**7.2.2** Additional members may be co-opted as the Executive 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 Executive Committee

**7.2.4** Nominations will close 28 (twenty-eight) days prior to the AGM

**7.3** The Executive Committee is responsible for making all appointments:

**7.3.1** These appointments may be with or without specified terms, although a term of one (1) year or that which is between AGM's is expected

**7.3.2** The Executive Committee has the power to terminate these appointments

**7.4** The Executive Committee shall meet at least four (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 fourteen (14) days' written notice to all Executive Committee Members

**7.5** Executive Committee Decision making:

**7.5.1** A quorum shall comprise of threefour (34) Executive Committee Members

**7.5.2** All decisions shall be decided by simple majority of those present and eligible to vote

**7.5.3** In the event of a hung vote, the Chairman (or Chairman pro tem) shall have an extra casting vote

## **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~~ Friends area of the Theatre website, together with contact details, including email addresses. Email is the preferred method of contact by the FriendsOST, ~~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 Executive Committee shall have the discretion to set a subscription for membership of the FriendsOST. Amendments to subscription fees must be presented to the membership at the AGM

## **10. Accounts and Financial Matters**

**10.1** The Executive Committee shall:

**10.1.1** Keep proper accounting records detailing all transactions undertaken by, and monies belonging to, the FriendsOST. 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 31st March, being the end of the FriendsOST 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 the FriendsOST at the AGM

**10.2** Bank accounts may be opened and held in the name of the FriendsOST. Authorised expenses may be paid by Cheque or by an on-line facility. Cheques shall be signed by two (2) out of three

(3) authorised signatories, it is recommended that these be taken from the roles of Treasurer, Chairman and one other member of the Executive Committee

**10.3** All funds shall be applied solely toward promoting the objectives of the FriendsOST as set out in Article 6 (six). No funds shall be paid (whether directly or indirectly) to members,

other than legitimate expenses previously agreed by the Executive Committee and incurred on behalf of the FriendsOST which will be reimbursed

**10.4** The FriendsOST Treasurer in agreement with the FriendsOST Chairman, shall have the authority to expend an amount not exceeding £1,000 for any single purchase relating to the FriendsOST objectives as set out in Article 6 (six) of this Constitution. All proposed single purchases exceeding £1,000 in total, shall be presented to the Executive Committee, and decided by a simple majority vote as set out in article 7.5.2. (seven five two).

## **11. General Meetings**

### **11.1 Annual General Meeting**

**11.1.1** The AGM should be held no later than fifteen (15) months after the previous AGM, but if a situation arises beyond control of the FriendsOST Executive Committee, it can adopt an option to arrange that the AGM and the FriendsOST Executive Committee meetings are held at a

more suitable date and time. This will be reviewed on a regular basis by the standing FriendsOST Executive Committee

**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 seven (7) days prior to the AGM may, at the discretion of the Executive Committee, be held over until the next AGM

### **11.2 Extraordinary General Meeting**

**11.2.1** The Executive Committee may convene an Extraordinary General Meeting (EGM) at their discretion to deal with a particular matter

**11.2.2** The Executive Committee must convene an EGM on receipt of a request for an EGM signed by at least 10% (ten per cent) 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 twenty-one (21) days' notice of General Meetings by posting a notice stating the time, date, and venue of the meeting. All members shall receive a notice by e-mail unless they do not have an e-mail address, in which case they will receive the notice by post

**11.3.2** The Chairman of the Executive Committee at the commencement of the General Meeting shall act as Chairman for the duration of the General Meeting. If the Chairman is not present, or formally vacates the Chair during the meeting, the Vice Chairman shall act as Chairman for the remainder of the meeting. Should neither be present, the voting members present shall elect a Chairman pro tem for the remainder of the duration of the meeting

**11.4** Voting eligibility and procedures shall be:

**11.4.1** 5% (five per cent) of the current Membership who are present at the meeting 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 (twelve)

**11.4.3** In the event of a hung vote, the Chairman (or Chairman 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 sixteen (16) years of age

## **12. Constitution**

This Constitution shall only be altered at ~~an~~ the AGM, or a specially convened EGM, by a resolution passed by a majority of 60% (sixty per cent) of those present. Notice of proposed amendments to the Constitution must be given to the Secretary not less than twenty-eight (28) days before the AGM/EGM, in order that the requisite twenty-one (21) days' notice may be given to the membership

## **13. Dissolution**

In the event of the FriendsFOST being dissolved, any assets remaining after all debts have been cleared shall be dispersed to Shanklin Theatre Limited, ~~at the discretion of the Executive Committee to such organisations as seem best to satisfy the objectives in Article 6 (six) of this Constitution~~

Document Reviewed May ~~2024~~ 2025