



The AETF

CONSTITUTION

The
ALL-ENGLAND THEATRE FESTIVAL

CONSTITUTION



Issue 5

- Section 2 -
Of the AETF GOVERNING DOCUMENT



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CONSTITUTION

1. NAME:

The name of the Organisation is **THE ALL-ENGLAND THEATRE FESTIVAL**. (AETF)

2. ADMINISTRATION:

Subject to the matters set out below the AETF and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution.

3. OBJECTS:

The AETF's objects are to promote, maintain, improve and advance public education and appreciation of the art of theatre and in particular by establishing workshops, seminars and an annual festival providing advice and assessment of the work of amateur dramatic societies.

4. POWERS:

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 4/1 to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- 4/2 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- 4/3 to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4/4 to appoint and constitute such advisory committees as the Committee may think fit.
- 4/5 to do all such other lawful things as are necessary for the achievement of the objects.

5. MEMBERSHIP:

- 5/1 The organisation shall be open to any amateur dramatic society or festival who supports the objects of the AETF.
- 5/2 The organisation shall be open to any individual who supports the objects of the AETF.
- 5/3 The level of all membership fees will be decided by the Executive Committee annually.
- 5/4 Each member shall have one vote when attending the AGM; the chairman shall hold the casting vote.
- 5/5 The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or member organisation provided that the person or persons representing that body shall have the right to be heard by the Executive Committee before a final decision is made.

6. HONORARY OFFICERS:

At the annual general meeting of the AETF the members shall elect from amongst themselves a chairman, a vice-chairman, a secretary, a treasurer and a publicity officer, who shall hold office from the conclusion of that meeting.

7. EXECUTIVE COMMITTEE:

- 7/1 The Executive Committee shall consist of representatives from the Areas making up the AETF and shall not exceed twelve members. The Executive Committee will consist of:
 - 7/1-1 Not less than two and not more than four nominated members per Area.
 - 7/1-2 One member from each Area to be nominated as a Trustee of the AETF
- 7/2 The Executive Committee may in addition appoint not more than three co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause 10/1 and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.



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- 7/3 All members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but with the exception of the chairman they may be re-elected or re-appointed. The chairman may be re-elected or re-appointed up to a maximum of four consecutive years.
- 7/4 The proceedings of the Executive Committee 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.
- 7/5 Appointees to the Executive Committee must: -
 - 7/5-1 Not be under 18 years of age.
 - 7/5-2 Not be in conflict with section 8.
 - 7/5-3 Be willing to comply with any requirement to supply any information required by the Charity Commissioners or Financial Institutions that the AETF has dealings with.

8. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE:

A member of the Executive Committee shall cease to hold office if he or she:

- 8/1 is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision)
- 8/2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs.
- 8/3 is absent without the permission of the Executive Committee from all their meetings held within a period of 6 months and the Executive Committee resolve that his or her office be vacated.
- 8/4 notifies the Executive Committee a wish to resign, (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect)

9. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED:

No member of the Executive Committee shall acquire any interest in property belonging to the AETF (otherwise than as a trustee of the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

10. MEETINGS & PROCEEDINGS OF THE EXECUTIVE COMMITTEE:

- 10/1 The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- 10/2 The chairman shall act as chairman at meetings of the Executive Committee. If the chairman is absent from any meeting then the vice-chairman shall act as chairman. If both the chairman and vice-chairman are absent from the meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
- 10/3 There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
- 10/4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
- 10/5 The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 10/6 The Executive Committee 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 may be made which is inconsistent with this constitution.
- 10/7 The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.



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11. RECEIPTS AND EXPENDITURE:

- 11/1 The funds of the AETF, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the AETF at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 11/2 The funds belonging to the AETF shall be applied only in furthering the objects.

12. ACCOUNTS:

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to:

- 12/1 The keeping of accounting records for the AETF.
- 12/2 The preparation of annual statements of account for the AETF.
- 12/3 The auditing or independent examination of the statement of account of the AETF.
- 12/4 The transmission of the statements of account of the AETF to the Commissioners.

13. ANNUAL REPORT:

The Committee shall comply with their obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual report and its transmission to the Commissioners.

14. ANNUAL RETURN:

The Committee shall comply with their obligation under the Charities Act 1992 (or any statutory re-enactment or modification of that act) with regard to the preparation of an annual return and its transmission to the Commissioners.

15. ANNUAL GENERAL MEETING:

- 15/1 There shall be an Annual General Meeting of the AETF which shall be held during the month of October in each year or as soon as practicable thereafter.
- 15/2 Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the AETF. All members of the AETF shall be entitled to attend and vote at the meeting.
- 15/3 Before any other business is transacted at the first annual general meeting the persons present shall appoint a chairman of the meeting. The chairman shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- 15/4 The Executive Committee shall present to each annual general meeting the report and accounts of the AETF for the preceding year.
- 15/5 Nomination for election to the Executive Committee must be made by members of the AETF in writing and must be in the hands of the secretary of the Executive Committee at least 7 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

16. SPECIAL GENERAL MEETINGS:

The Executive Committee may call a special meeting of the AETF at any time. If at least six members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.



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17. PROCEDURE AT GENERAL MEETINGS:

- 17/1 The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the AETF.
- 17/2 There shall be a quorum when at least one tenth of the number of members of the AETF for the time being or six members of the AETF, whichever is the greater, are present at any general meeting.

18. NOTICES:

Any notice required to be served on any member of the AETF shall be in writing and shall be served by the secretary of the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

19. ALTERATION TO THE CONSTITUTION:

- 19/1 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.
- 19/2 No amendment may be made to clause 1, clause 3, clause 9, clause 20 or this clause without the prior consent in writing of the Commissioners.
- 19/3 No amendment may be made which would have the effect of making the AETF cease to be a charity at law.
- 19/4 The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

20. DISSOLUTION:

- 20/1 If the Executive Committee decides that it is necessary or advisable to dissolve the AETF it shall call a meeting of all members of the AETF, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given.
- 20/2 If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the AETF. Any assets remaining after the satisfaction of all debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to those of the AETF as the organisation may determine or failing that shall be applied to some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the AETF must be sent to the Commissioners.

Signed on behalf of the Trustees of the All-England Theatre Festival by the AETF Chairman.

Signed:

Mr. Ian Clarke.

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