

MADCAP TRUST LIMITED CONSTITUTION

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1. **Name:** The MADCAP Trust Limited

2. **Aims and Objectives:** The MADCAP Trust Limited aims to increase awareness and appreciation of the performing arts through active participation. This is achieved by providing premises and resources for the performances and tuition of the arts. The primary concern is for the youth of Milton Keynes aged 14 - 25, but it is also concerned with provision for the wider community.

3. **Membership**
 - a. Application for membership is open to everybody.
 - b. Applications will be made by filling in a current membership form.
 - c. Applications will be considered at the next Board of the Trust meeting. Acceptance of an application is at the Boards discretion and the Board's decision is final.
 - d. If accepted, membership starts on receipt of the current membership fee.
 - e. The number of members is unlimited.

4. **Membership Rights**
 - a. To receive notice of all General Meetings.
 - b. To attend and vote at all General Meetings.
 - c. To stand for election for the Board of the Trust.
 - d. To submit resolutions to General Meetings.

5. **Membership Arrears**
 - a. A member who falls into arrears by more than 30 days shall lose their entitlement to rights of membership.
 - b. Membership will automatically cease when a member's subscription is 3 months in arrears.

Meetings

6. Annual General Meeting

- a. The purposes of the AGM are:
 - i) To elect officers to the board of the Trust;
 - ii) TO accept officer's annual reports;
 - iii) To set membership rates;
 - iv) To elect auditors for the next financial year;
 - v) To discuss and vote on submitted resolutions;
 - vi) Summarise the year's general performances.
- b. The Trust will hold an Annual General Meeting no less than fifteen months from the last AGM.

7. Extraordinary General Meeting

- a. A General Meeting other than the AGM will be called an Extraordinary General Meeting.
- b. An Extraordinary General Meeting may be convened at any time by the Secretary, on the instructions of the Board or by an five members of the Board.

8. Notices for Meetings

- a. Notices may be served on members either personally by letter, by telephone or by post to a member's registered address. Notice served by post will commence from the time of the post in which it was sent.
- b. Notice for a Board meeting shall be seven days unless the Chairman should determine otherwise (in order to deal with matters of urgency) in which case three days notice shall be given.
- c. Notice of an AGM will be served to all members no less than 21 days in advance.
- d. Notice of 14 days minimum must be served for the convening of an Extraordinary General Meeting.

9. Elections

To the Board of the Trust:

- a. If the number of nominations is smaller or equal to the number of vacancies on the Board, then a simple vote to accept all nominees is all that is required.
- b. If the number of nominations is greater than vacancies, then the election will be made by lot / ballot.
- c. The election of Chairperson, Treasurer and Secretary will be made by a majority vote from nominations put forward.
- d. At the AGM a minimum of one third of the Board will retire, as follows:
 - i) Any member of the Board who has served three consecutive years on the Board will automatically retire.
 - ii) If automatic and voluntary retirements from the Board fail to reach one third then the next longest serving members of the Board must also retire.
 - iii) All retiring Members of the Board may stand for re-election.
- e. The Chairperson, Secretary and Treasurer will retire from their posts at the AGM and will be filled from members of the Board elected at the first Board meeting after the AGM. The previous officers may be re-appointed.
- f. The Board may appoint sub-committees for various tasks. These sub-committees will have a Chairperson chosen by the Board by a majority vote.

10. Resolutions

- a. Resolutions relating to a subject on the agenda may be submitted either in writing or orally at the end of the period set for the discussion of that item.
- b. Resolution items submitted for a position on the agenda must be submitted to the Secretary 10 days prior to the meeting at which they are to be discussed.
- c. Emergency resolutions may be raised verbally in 'any other business' with the consent of the Board.
- d. All resolutions must be properly proposed and seconded.

11. Quorum

- a. Quorum for a General Meeting will be five.
- b. Quorum for a Board Meeting will be three.
- c. Quorum for sub-groups will be set by the Board.
- d. If quorum is not reached at a meeting, the meeting may be cancelled or re-convened.
- e. If at a re-convened meeting, quorum has not been reached with half an hour of the commencement time, then those members present shall be quorum.

12. Minutes

- a. The minutes must be kept of all Trust meetings including sub-committee meetings. All minutes will include the following information:
 - i) The title 'MADCAP Trust Ltd';
 - ii) Committee name;
 - iii) Date;
 - iv) Where held;
 - v) Those present and those for whom apologies received;
 - vi) Matters discussed;
 - vii) Chairperson;
 - viii) Resolutions presented, proposer, seconder, whether won or lost;
 - ix) Time meeting commenced and ended;
 - x) Recommendations and persons to act.
- b. Minutes must be agreed at the following meeting and a copy signed by the Chair of that meeting , and filed at the MADCAP offices within 14 days.

13. The Board

- a. The Board shall have the overall responsibility for the management of the Trust's activities to achieve the aims and objectives set out in the memorandum of association and this constitution of the MADCAP Trust Ltd.
- b. The Board of the Trust shall comprise of a minimum of 5 and a maximum of 15 members.
- c. The Board shall comprise of members elected at the AGM. In the event of a Board member resigning in mid-office, a replacement may be co-opted from the Members to the Board of the Trust. The period of office of any member so co-opted shall be for the unexpired period of the officer they have replaced.
- d. No member of the Board of the Trust shall accept payment for the services provided to the Trust, other than out-of-pocket expenses.
- e. Expulsions from the Board of the Trust can be made at the discretion of the Board by a majority vote.

14. Powers of the Board

- a. To bring resolutions and recommendations and other information to General Meetings, that it thinks material to the objects and interests of the Trust.
- b. Appoint or disband committees made up wholly or partly of members of the Trust. All such committees shall conform to regulations set by the Board.
- c. Delegate powers within stated terms of reference to standing committees, sub-committees, members of the Board, or members of the Trust.
- d. To act on any matter brought before it that it considers affects the Trust or its members.
- e. To elect a Chairperson, Secretary and Treasurer (these offices may be combined) of the Board of the Trust.
- f. Will elect a standing committee termed "the Finance and General Purposes Committee" to manage the day-to-day activities of the Trust, as directed in the constitution.

Trust Officers

15. The Chairperson

- a. The Chairperson has the responsibility of direction the Board of the Trust through the agenda for a meeting to ensure:
 - i) Balanced debate from the members of the Board;
 - ii) Resolutions are properly taken;
 - iii) Times set for debate are used efficiently;
 - iv) The minutes for each meeting truly reflect the feelings and procedures of the meeting.
- b. The Chairperson should attend all meetings of the Board. If the Chairperson is not present within 15 minutes of the meeting's commencement time, then the Board may elect one of their members to act as Chairperson.
- c. The Chairperson may, with the consent of the Board, adjourn a meeting to another time or place.
- d. If at the meeting a request is properly made for a resolution to be decided by poll, then it will be taken in the manner and at such a time as the Chairperson directs.
- e. If at any time an equality of votes is reached, then the Chair is granted a second and casting vote.
- f. The Chair will sign agreed minutes of previous meetings.
- g. The Chair may at any time require the Secretary to convene a meeting of the Board.
- h. The Chair will produce an annual written report and present it at the AGM.

16. The Secretary

- a. Will be responsible for dealing with matters relating to the legal documentation of the MADCAP Trust Ltd. This will include:
 - i) maintaining the register of Directors;
 - ii) the preparation of returns to Companies House;
 - iii) dealings with the Charity Commission;
 - iv) responsible for the deeds of property of the Trust;
 - v) maintaining licences and insurances.
- b. Will convene all meetings as directed by the Board, the Chairperson or the members, as allowed for in the Constitution.
- c. Will be responsible for the administrative needs of General and Board meetings, including:
 - i) the agenda;
 - ii) the minutes;
 - iii) other documents as may be required by the Board/
- d. Will produce a written report and present it at the AGM.

17. The Treasurer

- a. Will chair the Finance and General Purposes Sub-Committee.
- b. Will be responsible for the preparation of draft accounts for presentation to the Trust auditor.
- c. Will be responsible for the presentation of the audited accounts to the AGM.
- d. Maintain an oversight on all financial matters.
- e. Present a financial report at all Board meetings.
- f. Present to the Board an up-to-date cashflow analysis at a minimum of three monthly intervals.
- g. Will produce a written report and present it at the AGM.

18. Finance and General Purposes Committee

- a. This committee will be chaired by the Trust Treasurer. It will consist of a further two or three members elected by the Board, at least one of whom will be a member of the Board.
- b. The purpose of this committee is to oversee the day to day financial activities of the Trust. The principal responsibilities of this committee are therefore:

1. Finance

- i) to maintain an oversight of all matters relating to finance, ensuring that agreed budgets are adhered to and all standing debts are paid;
- ii) vet all requests for expenditure and recommend specific actions to the Board;
- iii) advise all sections of the Trust of their financial constraints and opportunities;
- iv) co-ordinate and prepare financial development plans for consideration by the Board;
- v) ensure that the proper book-keeping and accounting procedures are maintained to a satisfactory standard.

2. Building and Equipment

- i) Maintain an oversight on building maintenance / repair within an agreed budget.
- ii) Recommend to the Board such equipment acquisition and maintenance as may be required.
- iii) Maintain an oversight on building letting fees and equipment hire charges, recommending adjustments to the Board when necessary.

3. Staffing

- i) Monitor staff performance and advise the Board as necessary.
 - ii) Research future staffing development requirements and advise the Board.
 - iii) Investigate and implement opportunities for staff training as required within agreed budgets.
 - iv) Act as initial conciliatory body for inter-staff conflicts and prepare a report for the Board.
 - v) Maintain an effective system of regular communication with staff.
- c. The Finance and General Purposes Committee will submit a written report to all standard Board meetings.

19. Amendments to the Constitution

Any amendments to the Constitution may only be made at a properly convened Annual General Meeting or Extraordinary General Meeting, and must be passed by a majority vote.

20. Dissolution

- a. An Extraordinary General Meeting may be called to dissolve the MADCAP Trust Limited.
- b. A majority of two thirds of the members is required to pass a resolution to dissolve the Trust.
- c. Upon dissolution any assets of the Trust will be donated to an appropriate charity, ie. Having objectives similar to the objectives of the MADCAP Trust Limited.