

Constitution of the Northampton Festival of Performing Arts

The Festival is an unincorporated charity (registered number 292172). For the purposes of this amended constitution the Festival will be referred to as "The Charity"

- 1 The name of The Charity shall be The Northampton Festival of The Performing Arts.**

The original name, The Northampton Festival of Music and Drama, was changed on 23rd September 2005

- 2 The objects for which the Charity is established are:**

- (i) To advance, promote and encourage generally and by means of the Competition Festival Movement in particular, the study and practice of the arts of music, dancing, elocution, literature and acting in all their branches**
- (ii) To be affiliated to The British and International Federation of Music Festivals and to carry out as far as possible the objects of the said Federation**
- (iii) To do all such other lawful things as are incidental or conducive to the attainment of the above objects**

- 3 The income and property of the Charity, however derived, shall be applied solely towards the promotion of the objects of the Charity as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Charity.**

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Charity or to any member of the Charity in return for services actually rendered to the Charity, nor prevent the payment of interest at a reasonable rate per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Charity but so that no member of the Committee of Management or Governing body of the Charity shall be appointed to any salaried office of the Charity or any office of the Charity paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Charity to any member of such committee or governing body except repayment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Charity provided that the provision last aforesaid shall not apply to any company of which a member of the committee of management or governing body may be a member.

- 4 Membership of the Charity. A member of the Charity shall be any individual or organisation who has contributed to the Charity as an elected or co-opted member of the**

committee. In the case of an organisation, one nominated representative of each organisation will be entitled to vote at General Meetings.

- 5 **Management Committee/Trustees.** Officers and members of the management committee (Trustees) are to be elected annually by the members of the Charity at the Annual General Meeting.

Officers of the Association shall be

Chairperson

Vice chairperson

Honorary Secretary or secretaries

Honorary Treasurer

Music co-ordinator

Speech and Drama co-ordinator

Where appropriate an officer will be co-opted with responsibility for each of the following areas of administration – Media work, Entries, Sponsorship, Trophies, Stewards and Office Management

The maximum number of committee members/trustees will normally be 12 but with co-options may be expanded to a maximum of 20

The committee has the power to co-opt members for a specific period to assist with particular projects. In this case the specific co-opted member will only have the right to vote on that particular matter and may also be asked to attend the meeting for that specific purpose only according to the wishes of the chairperson.

6 FUNCTIONS AND DUTIES OF THE TRUSTEES

The Charity Trustees shall manage the affairs of the Charity and may for that purpose exercise all the powers of the Charity. In selecting individuals for appointment as Trustees, regard should be given to their skills, knowledge and experience needed for the effective administration of the Charity. It is the duty of each Trustee to

Exercise his/her powers to perform functions to their capacity as a trustee of the Charity in good faith and most likely to further the purpose of the Charity.

To exercise, in the performance of those functions, care and skill as is reasonable with their special knowledge

On acceptance of appointment as a charity trustee, he/she should automatically receive a copy of the constitution document, Statement of accounts for the previous financial year and a copy of the charity's annual report.

7 POWERS

The Charity has power to do anything which is calculated to further its objects or is conducive to doing so and in particular, the Charity has power to

Sell, release or otherwise dispose of all or any part of the property belonging to the Charity but must comply with s. 117 & 119-123 of the Charities Act 2011

Employ and remunerate such staff as are necessary for carrying out the work of the Charity in accordance with Benefits and Payments to charity trustees and connected persons given below.

Deposit or invest funds, employ a professional fund manager, and arrange for the investments or other property of the Charity to be held in the name of a nominee, in accordance with the Trustee Act 2000.

8 APPLICATION OF INCOME AND PROPERTY

The income and property of the Charity must be applied solely towards the promotion of the objects

A charity trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him/her when acting on behalf of the Charity

A charity trustee may benefit from the trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to conditions in s189, Charities Act

None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or profit to any member of the Charity.

Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by the following clause.

9 BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

No Charity trustee or connected person may

Buy or receive any goods or services from the Charity on terms preferential to those applicable to members of the public

Sell goods, services or any interest in land to the Charity

10 CHARITY ADMINISTRATION

All monies belonging to the Charity to be paid into a bank specified by the Trustees to the account of the Charity

All cheques drawn on the account of the Charity shall be signed by two of the authorised signatories (selected nominated trustees) of the Charity.

THE ANNUAL GENERAL MEETING of the Charity shall be held in June or July every year

The AGM shall be convened by the Hon Secretary with no less than 21 days' notice in writing given to the members of the Charity and proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent.

Be presented with accounts, together with a balance sheet for the year ended previous to the meeting by the treasurer on behalf of the trustees. The accounts to be audited but if this is not practical due to time constraints then the audit to be confirmed at the first meeting of trustees following the AGM. The auditor to be appointed at the AGM for the following year

50% of members of the Charity shall constitute a quorum for a General meeting

An Extraordinary General Meeting may be convened at any time by the trustees with the same notification stipulated above. The notice of any such meeting shall specify the object of the meeting and no other business shall be considered at that time.

At every General meeting the chair shall be taken by the chairperson. In the absence of that person the Vice-chairperson will take the chair or in the absence of both parties, members will elect a chairperson for that meeting only.

Voting at a General meeting shall be by show of hands. The Chairman or any three members may request a poll. If no such request is received, voting then to proceed with show of hands and the result, which will be determined by a simple majority, declared by the Chair. In the case of equality of votes the Chairperson of the meeting shall have a second or casting vote.

If a poll ensues it shall be taken in a manner directed by the Chair and the result of the poll shall be deemed to be the resolution of that meeting.

A resolution to wind up the affairs of the Charity may only be moved at a General Meeting convened for the purpose.

11 THE COMMITTEE/TRUSTEES

The Committee/Trustees shall meet as required but not less than three times in every year.

Committee meetings shall be convened by the Secretary of the Charity by giving at least seven days' notice to each member or, in the case of an emergency situation, less at the discretion of the chairperson

51% of Committee members/trustees shall form a quorum.

Voting provisions as for General Meetings shall apply.

12 DECISIONS WHICH MUST BE MADE BY MEMBERS OF THE CHARITY

Amendment to the constitution of the charity

Amalgamate with, or transfer its undertaking to, one or more other Charities in accordance with the Charities Act 2011.

Wind up, or dissolve the Charity (including transferring its business to any other Charity) must be made by a resolution of the members of the Charity (rather than a resolution of the Charity trustees – see under General Meetings above.

13 WINDING UP OF THE CHARITY (paragraph 15 of the original constitution which cannot be amended or repealed)

If, upon the winding up or dissolution of the Charity, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity but shall be given or transferred to The British and International Federation of Festivals or some other institution or institutions having objects similar to the objects of the Charity, and which shall prohibit the distribution of its or their income and property amongst its or their members.

14 AMENDMENTS TO THE CONSTITUTION

Subject as hereinafter provided the Constitution of the Charity as set out in this schedule may be added to, repealed or amended by resolution at any General meeting, provided that no such resolution shall be deemed to have been passed unless it be passed by a majority of at least two thirds of the members present at the meeting. and entitled to vote.

Notwithstanding the foregoing no amendment to clause 2 (objects), clause 3 (application of income and property), clause 13 (dissolution) and clause 14 (amendments) shall be made unless the prior consent of The Charity Commissioners has been made in writing.

30th May 2017

