

**CONSTITUTION OF N K THEATRE ARTS
REGISTERED CHARITY NUMBER 1049259**

1. NAME

The name of the Charity is N K THEATRE ARTS (hereinafter called "the Charity").

2. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees, constituted in clause seven of this constitution (hereinafter called the "Trustees").

3. OBJECTS

The objects of the Charity ("the objects") are: -

- a) The advancement of education in Greater Manchester and surrounding areas (hereinafter called the area of benefit), particularly in the field of drama, creative dance, movement, music and other charitable cultural activities for the benefit of all ages, including (but not limited to) those who require help with mobility, communication, behaviour or self-help skills or with social development with a view to educating them in such fields, integrating them into the community and assisting them in their development as full members of society.
- b) To establish or secure the establishment of a theatre and workshop premises and to maintain and manage the same (whether alone or in co-operation with any local authority or other person or body) in furtherance of these objects.
- c) To promote such other charitable objects as may from time to time be determined.

4. POWERS

In furtherance of the objects but not otherwise the Trustees may exercise the following powers: -

- a) To raise funds and to invite and receive contributions, donations, legacies and grants provided that in raising funds the Trustees shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law.
- b) To buy, take on lease or in exchange, hire or otherwise lawfully acquire such property or other rights and privileges as may be necessary for the achievement of the objects and to equip, construct, maintain or alter the same, subject to the provisions of clause 12 hereof.
- c) To receive money on deposit, loan or overdraft, in such a manner as the Charity may think fit, subject to such consents or such conditions as may be required by law.
- d) To make regulations for the proper supervision, control and management of any property which may so be acquired.
- e) To sell, lease or dispose of any part of the property or assets of the Charity subject to any consents required by law.
- f) To borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed, subject to any consents required by law.
- g) To arrange and provide for, either alone or with others, the holding of exhibitions, meetings, lectures, classes, seminars or training courses.

- h) To write, print or publish in whatever form, such papers, books periodicals, pamphlets or other documents, including films and recorded materials, as shall further the objects, and to issue and circulate the same whether for payment or otherwise.
- i) To employ such staff (who shall not be Trustees) as are necessary for the proper pursuit of the objects of the charity.
- j) To provide indemnity insurance out of the funds of the charity for its employees and voluntary workers to cover such risks incurred in the course of the performance of their duties as may be thought fit: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which such persons knew to be a breach of trust or breach of any duty or which was committed by them in reckless disregard of whether it was a breach of trust or breach of duty or not.
- k) To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of a similar charitable purposes and to exchange information and advice with them.
- l) To affiliate to other organisations with similar charitable objects.
- m) To establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- n) To appoint and constitute such advisory committees as the Trustees may think fit.
- o) To do all such lawful things as are necessary for the achievement of the objects.
- p) To provide indemnity insurance for the members of the Board of Trustees (or any of them) out of the funds of the charity PROVIDED THAT any such insurance shall not extend any claim arising from any act or omission which the members of the Board of Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the members of the Board of Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

5. MEMBERSHIP OF THE ORGANISATION

- a) Membership of the Charity shall be open, irrespective of sex, sexual orientation, race, nationality or political, religious or other opinion to:
 - i) Individuals over the age of eighteen years interested in furthering the objects who shall be known as full members, who have paid the annual subscription lay down from time to time by the Trustees. Every full member shall have one vote.
 - ii) Individuals aged less than eighteen years who have been admitted into membership subject to such conditions as the Trustees may decide and who have paid any annual subscription laid down from time to time by the Trustees. Members under the age of 18 years shall not vote.
- b) The Trustees may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Trustees, accompanied by a friend, before a final decision is made.

6. HONARARY OFFICERS

At the annual general meetings of the charity, the members with the power to vote shall elect from amongst themselves such Honorary Officers as may from time to time be determined, who shall hold office from the conclusion of the meeting.

7. TRUSTEES

- a) The Trustees shall consist of not less than FOUR, nor more than FIFTEEN members being:
 - i) The honorary officers specified in clause 6 hereof.
 - ii) Members with the power to vote elected at the Annual General Meeting who shall hold office from the conclusion of the meeting.
- b) The Trustees may in addition appoint co-opted members with the power to vote, providing that the number of co-opted members does not exceed one third of the number of elected members. Each appointment of a co-opted member shall be made at a meeting of the Trustees and shall take effect from the end of the meeting, unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.
- c) All Trustees (other than honorary officers elected in accordance with clause 10 (b) hereof) shall retire from office at the end of the 3rd Annual General Meeting next after the date on which they came into office, but they may be re-elected or re-appointed.
- d) If casual vacancies occur among the elected members of board, it shall have the power to fill these from among members of the association, who shall serve until the next Annual General Meeting.
- e) The proceedings of the Trustees shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member.
- f) Nobody shall be appointed a Trustee who is aged under eighteen or would if appointed be disqualified under the provisions of Clause 8 of this constitution.
- g) No person shall be entitled to act as a Trustee whether on the first or subsequent entry into office until after signing in the minute book of the Trustees a declaration of acceptance and of willingness to act in the trusts of the Charity.

8. DETERMINATION OF MEMBERSHIP OF THE TRUSTEES

A Trustee shall cease to hold office if he or she:

- a) Is disqualified from acting as a Trustee by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).
- b) Becomes incapable by reason or mental disorder, illness or injury of managing and administering his or her own affairs.
- c) Is absent without the permission of the Trustees from two consecutive meetings and the Trustees resolve that his or her office be vacated.
- d) Notifies the Trustees a wish to resign (but only if at least three Trustees will remain in office when the notice of resignation is to take effect).

9. TRUSTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- a) (Subject to the provisions of sub-clause (b) of this clause) no Trustee shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee of the Charity) or

receive remuneration or be interested (otherwise than as a Trustee) in any contract entered into by the Trustees.

- b) Any member of the Trustees may be remunerated for services rendered to the Charity provided that:
 - i) Such member shall not be present or take part in any discussion or decision relating to such remuneration.
 - ii) Any decision to remunerate such member shall be taken unanimously by the other members present and voting at the meeting at which the decision is taken.
 - iii) The other members are satisfied that the level of remuneration is reasonable and proper having regard to the services rendered by such members to the Charity.
 - iv) The other members are satisfied that the services rendered to the charity are of a special value to the Charity having regard to the ability, qualifications or experience of such member and / or to the level of remuneration for which he or she has agreed to provide them.
 - v) The number of such members for the time being in receipt of remuneration shall not exceed a majority of the Trustees.

10. MEMBERS AND PROCEEDINGS OF THE TRUSTEES

- a) The Trustees shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chair, or by any two members of the Trustees upon fourteen days notice being given to the other members of the Trustees of the matters to be discussed.
- b) At its first meeting after the Annual General Meeting, the Trustees (elected in accordance with Clause 7 hereof) shall before any business is transacted, elect from amongst the members of the charity, (if not already elected in accordance with Clause 6 hereof) a Chair, a Vice Chair, a Secretary and a Treasurer who shall hold office immediately for a twelve month period. If both the Chair and Vice Chair are absent from any meeting, the Trustees shall choose a Chair of the meeting before any business is transacted.
- c) There shall be a quorum when at least one third of the Trustees are present at a meeting.
- d) Every matter shall be determined by a majority of votes of the Trustees present, but in the case of an equality of votes, the chair of the meeting shall have a second or casting vote.
- e) The Trustees shall keep minutes, in books kept for the purpose of the proceedings at meetings of the Trustees and any sub-committee.
- f) The Trustees may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of its documents. No rule shall be made which is inconsistent with this constitution.
- g) The Trustees may appoint one or more sub-committees for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committee shall be fully and promptly reported to the Trustees.

11. RECEIPTS AND EXPENDITURE

- a) The funds of the Charity, including all donations, contributions and bequests shall be paid into an account opened by the Executive Committee in the name of the Charity at such a bank, as the Trustees shall from time to time decide.
- b) The funds belonging to the Charity shall be applied only in furthering the objects.

12. PROPERTY

- a) Subject to the provisions of sub-clause (b) of this clause, the Trustees shall cause the title to:
 - i) All land held by or in trust for the Charity that is not vested in the Official Custodian for Charities
 - ii) All investments held by or on behalf of the Charity.

To be invested in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustees at its pleasure and shall act in accordance with the lawful directions of the Trustees, the holding trustees shall not be liable for the acts and defaults of its members.

- b) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Trustees may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking Charity) as nominee for the Trustees, and may pay such a nominee a reasonable and proper remuneration for acting as such.

13. ACCOUNTS

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

- a) The keeping of accounting records for the Charity.
- b) The preparation of annual statement of accounts for the Charity.
- c) The auditing or independent examination of the statements of account of the Charity.
- d) The transmission of the statements of account for the Charity to the Commissioners.

Trustees must approve the accounts for the end of the relevant financial year twenty-one days prior to the Annual General Meeting.

14. ANNUAL REPORT

The Trustees shall comply with its obligations 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 submission to the Commissioners.

15. ANNUAL RETURNS

The Trustees shall comply with its obligations 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.

16. ANNUAL GENERAL MEETING

- a) There shall be an Annual General Meeting of the Charity, which shall be held in the month of October in each year or as soon as practicable thereafter.
- b) The Trustees shall call every Annual General Meeting. The Honorary Secretary shall give at least twenty-one days notice of the meeting to all members of the Charity. All members of the Charity shall be entitled to attend, but only members with the power to vote may do so.
- c) The Trustees shall present to each meeting the accounts for the Charity for the preceding year.
- d) Nominations must for election to the Trustees must be made by members of the Charity in writing and must be in the hands of the Secretary of the Trustees at least fourteen days before the meeting, proposed and seconded by existing members of the board. Election shall be by ballot under the terms laid out by the Trustees.

17. SPECIAL GENERAL MEETINGS

The Trustees may call a special general meeting of the Charity at any time. If at least ten members of the charity with the power to vote request such a meeting, stating the business to be considered, the Secretary shall call such a meeting. At least twenty-one days notice must be given. The notice must state the business to be discussed.

18. PROCEEDURE AT GENERAL MEETINGS

- a) The Secretary or other person specifically appointed by the Trustees shall keep a full record of proceedings at every general meeting of the Charity.
- b) There shall be a quorum when at least one tenth of the number of members with the power to vote for the time being or ten members with the power to vote, whichever is the greatest are present at any general meeting.

19. NOTICES

A minimum of fourteen days notice shall be given of any general meeting of the Charity shall be posted in a conspicuous place or places in the area of benefit and / or advertised in a newspaper circulating in the area of benefit.

20. ALTERATIONS TO CONSTITUTION

- a) 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 with the power to vote present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms and conditions of the alterations proposed.
- b) No amendment may be made to clause 1 (the name of the charity clause), 3 (the objects clause), 9 (Trustee members not to be personally interested clause) and 21 (the dissolution clause) or this clause without prior consent in writing of the Commissioners.
- c) No amendments may be made which would have the effect of making the Charity cease to be a charity at law.
- d) The members of the Board of Trustees should promptly send to the Commissioners a copy of any amendment under this clause.

21. DISSOLUTION

If the Trustees decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than twenty-one days notice in the manner described in Clause 19 above (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Trustees shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statements of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioner.

This revised constitution was signed and adopted on Wednesday 7th November 2001