

CONSTITUTION OF MANX AMATEUR DRAMA FEDERATION

1. Adopted in place of the former Constitution on the ~~13th~~ day of April 2023

Sm (Sm)

2. NAME

The name of the Association is Manx Amateur Drama Federation (and in this document it is called "the Charity")

3. OBJECTS

The objects of the Charity are the advancement of the arts and culture by:

- 3.1 Fostering the development and advancement of the art of the theatre in every aspect and to stimulate co-operation between amateur theatre, musical and operatic groups or societies on and off the Isle of Man
- 3.2 Educating the public about the benefits of amateur theatre, including: drama, full length plays, one act plays, monologues, musicals, musical comedy, opera, operetta, performance art, and live theatre in all its forms
- 3.3 Providing, by way of free, or paid for, educational services, training in the art or profession of performance, acting, singing, stage craft, stage management, lighting, sound, make up, set design, costume design, direction, production and any associated art or craft
- 3.4 Representing the views of amateur theatre to the Isle of Man Government, Isle of Man Arts Council, and all other governmental, local governmental, statutory or non-statutory bodies
- 3.5 Promoting, wherever possible, live amateur theatre in all its forms on the Isle of Man, and, in particular, to promote
 - 3.5.1 A Festival of Full Length Plays
 - 3.5.2 A Festival of One Act Plays
 - 3.5.3 Participation of Isle of Man amateur drama groups in off-Island festivals and drama competitions
 - 3.5.4 If invited, to host rounds and finals of drama festivals and competitions organised in the British Isles
 - 3.5.6 Youth and young persons' drama competitions
 - 3.5.7 Drama training weekends

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the objects:

- 4.1 To promote or carry out research
- 4.2 To provide advice
- 4.3 To publish or distribute information
- 4.4 To co-operate with other bodies
- 4.5 To support, administer or set up other charities
- 4.6 To raise funds (but not by means of taxable trading)
- 4.7 To borrow money and give security for loans
- 4.8 To acquire or hire property of any kind
- 4.9 To let or dispose of property of any kind
- 4.10 To make grants or loans of money and to give guarantees
- 4.11 To set aside funds for special purposes or as reserves against future expenditure
- 4.12 To deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.13 To delegate the management of investments to a financial expert, but only on terms that:
 - 4.13.1 the investment policy is recorded in writing for the financial expert by the Trustees
 - 4.13.2 every transaction is reported promptly to the Trustees
 - 4.13.3 the performance of the investments are reviewed regularly by the Trustees
 - 4.13.4 the Trustees are entitled to cancel the delegation arrangement at any time
 - 4.13.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.13.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are reported promptly to the Trustees on receipt
 - 4.13.7 the financial expert must not do anything outside the powers of the Trustees
- 4.14 To insure the Charity's property against any foreseeable risk and take out other insurance policies to protect the Charity where required
- 4.15 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty)
- 4.16 Subject to clause 10.2, to employ paid or unpaid agents, staff or advisers
- 4.17 To enter into contracts to provide services to or on behalf of other bodies
- 4.18 To pay the costs of forming the Charity

4.19 To do anything else within the law which promotes the objects

5. MEMBERSHIP

- 5.1 Membership of the Charity is open to any individual aged 18 or over and any organisation interested in promoting the objects and approved by the Trustees
- 5.2 The Trustees may establish different classes of membership and set appropriate or no rates of subscription
- 5.3 The Trustees must keep a register of names and addresses of the members which must be made available to any member upon request
- 5.4 Membership of the Charity is not transferable
- 5.5 Membership is terminated if the member dies or, if it is an organisation, ceases to exist
- 5.6 A member whose subscription is six months in arrears ceases to be a member but may be readmitted on payment of the amount owing
- 5.7 A member may resign by written notice to the Charity unless, after the resignation, there would be less than two members
- 5.8 The Trustees may terminate the membership of any individual or organisation whose continued membership would in the reasonable view of the Trustees be harmful to the Charity (but only after notifying the member concerned in writing and considering the matter in the light of any written representations which the member puts forward within 14 clear days after receiving notice)

6. GENERAL MEETINGS

- 6.1 All members are entitled to attend general meetings of the Charity in person or (in the case of a member organisation) through one or more, not exceeding two, authorised representative(s)
- 6.2 General meetings are called by 14 clear days' written notice, delivered by post, hand delivery, e-mail, messenger, text or other electronic means to the members specifying the business to be transacted
- 6.3 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 7 (including the elected officers/Trustees)
- 6.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 6.5 Except where otherwise provided in this Constitution, every issue at a general meeting is determined by a simple majority of the votes cast by the members present in person or (in the case of a member organisation) through an authorised representative

- 6.6 Except for the Chair of the meeting, who has a second or casting vote, every member present in person or through an authorised representative is entitled to one vote on every issue
- 6.7 An Annual General Meeting ("AGM") shall be held in June of each year, or as soon thereafter as may be practicably possible.
- 6.8 At an AGM the members:
 - 6.8.1 receive the accounts of the Charity for the previous financial year
 - 6.8.2 receive reports of the Trustees on the Charity's activities since the previous AGM
 - 6.8.3 elect Trustees to replace those retiring from office
 - 6.8.4 elect from among the Trustees a Chair of the Charity for the following year
 - 6.8.5 appoint an auditor or independent examiner for the Charity where required
 - 6.8.6 discuss and determine any issues of policy or deal with any other business put before them
- 6.9 An Extraordinary General Meeting ("EGM") may be called at any time by the Charity at the written request of at least 5 members or at the request of the Trustees.
- 6.10 All general meetings can be attended in person, or by proxy or by remote audio or audio visual means and persons so attending may vote and shall be counted towards the quorum

7. THE TRUSTEES

- 7.1 The Charity and its property and funds shall be managed and administered by a committee elected in accordance with this constitution. The members of the committee, including the Chair of the Charity, shall be the Trustees of the Charity and in this Constitution are together called "the Trustees"
- 7.2 Save as provided in clause 7.3, the Trustees' committee when complete consists of not less than three and not more than 5 individuals, all of whom must be members or representatives of member organisations (but must not be paid employees) of the Charity and one of whom is elected as Chair of the Charity in accordance with clause 6.8.4
- 7.3 Each of the Trustees, including the Chair, shall retire with effect from the conclusion of the AGM next after their appointment but shall be eligible for re-election at that AGM
- 7.4 Every Trustee must sign a declaration of willingness to act as a Trustee of the Charity before they are eligible to vote at any meeting of the Trustees
- 7.5 A Trustee automatically ceases to be a Trustee if he or she:
 - 7.5.1 is incapable, whether mentally or physically, of managing their own affairs

- 7.5.2 is absent from 6 months consecutive meetings of the Trustees (unless absent with consent of the majority of the remaining Trustees)
- 7.5.3 ceases to be a member of the Charity (but such a person may be reinstated by resolution of all the other Trustees on resuming membership of the Charity)
- 7.5.4 resigns by written notice to the Charity (but only if at least two Trustees will remain in office)
- 7.5.5 has since appointment been disqualified for being a Charity Trustee under the Charities Registration and Regulation Act 2019
- 7.5.6 is removed by a resolution passed by all the other Trustees after inviting the views of the Trustee concerned and considering the matter in light of any such views
- 7.6 A retiring Trustee is entitled to an indemnity from the continuing Trustees and their successors at the expense of the Charity in respect of any liabilities properly incurred while he or she held office
- 7.7 In the event of death of a Trustee or the happening of one of the events in clause 7.5, the Trustees may fill the vacancy so arising by appointing a member as a Trustee who will hold such office as if he or she had been elected by the members at an AGM
- 7.8 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at meetings

8. TRUSTEE MEETINGS

- 8.1 The Trustees must hold at least 4 meetings each year
- 8.2 A quorum at a Trustee meeting is 3 Trustees
- 8.3 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each Trustee meeting
- 8.4 Every issue will be determined by a simple majority of the votes cast at a Trustee meeting but a resolution which is in writing and signed by all Trustees is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature
- 8.5 Except for the chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 8.6 All meetings of Trustees can be attended in person, or by remote audio or audio visual means and persons so attending may vote and shall be counted towards the quorum

9. POWERS OF THE TRUSTEES

The Trustees have the following powers in the administration of the Charity:

- 9.1 to appoint, from within the Trustees, a Treasurer, Vice Chair, Secretary or such other honorary officers as they see fit
- 9.2 to delegate any of their functions, to the extent permitted by section 11 of the Trustee Act 2001, to sub-committees consisting of two or more persons appointed by them (but at least one member of every sub-committee must be a Trustee and all proceedings of sub-committees must be reported promptly to the Trustees)
- 9.3 to make standing orders consistent with this Constitution to govern proceedings at general meetings and to provide for attendance in person at such meetings to include attendance by means other than physical presence
- 9.4 to make rules consistent with this Constitution about the meetings and procedures of the Trustees and sub-committees
- 9.5 to make regulations consistent with this Constitution about the running of the Charity (including the operation of bank accounts and the commitment of funds)
- 9.6 to resolve or establish procedures to assist the resolution of disputes within the Charity
- 9.7 to exercise any powers of the Charity which are not reserved to a general meeting

10. PROPERTY AND FUNDS

- 10.1 The property and funds of the Charity must be used only for promoting the objects and do not belong to the members of the Charity or the Trustees
- 10.2 No Trustee may receive any payment of money or other material benefit (whether direct or indirect) from the Charity except:
 - 10.2.1 under clause 4.15 (indemnity insurance) and 10.2.6 (fees)
 - 10.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Charity
 - 10.2.3 interest at a reasonable rate on money lent to the Charity
 - 10.2.4 a reasonable rent or hiring fee for property let or hired to the Charity
 - 10.2.5 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
 - 10.2.6 any Trustee who possesses specialist skills or knowledge, and any firm or company of which such a person is a member or employee, may charge and be paid reasonable fees for work carried out for the Charity on the instructions of the other Trustees but (i) only if the procedure prescribed by clause

- 10.3 is followed in selecting the member, firm or company concerned and setting the fees and
 - (ii) provided that this provision may not apply to more than one half of the Trustees in any financial year
- 10.2.7 in the case of any individual member, charitable benefits in his or her capacity as a beneficiary
- 10.2.8 in exceptional cases, other payments or material benefits (but only with prior written approval of the Trustees)
- 10.3 Whenever a Trustee has a personal interest in a matter to be discussed at a Trustee meeting, the Trustee must:
 - 10.3.1 declare an interest before discussion begins on the matter
 - 10.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information
 - 10.3.3 not be counted in the quorum for that part of the meeting
 - 10.3.4 withdraw during the vote and have no vote on the matter
- 10.4 Any trust corporation which is appointed as a holding trustee or any nominee for the Charity may be paid reasonable fees for performing the duties of the appointment
- 10.5 Funds which are not required for immediate use or which will be required for use at a future date must be placed on deposit or invested in accordance with clause 4.12 until needed
- 10.6 Investments and other property of the Charity may be held:
 - 10.6.1 in the names of the Trustees for the time being
 - 10.6.2 in the names of a nominee (being a corporate body registered or having an established place of business within the Isle of Man) under the control of the Trustees or of a financial expert acting on their instructions
 - 10.6.3 in the names of at least two and up to four holding trustees for the Charity who must be appointed (and may be removed) by a resolution of the Trustees
 - 10.6.4 in the name of a trust corporation as a holding trustee for the Charity, which must be appointed (and may be removed) by deed executed by the Trustees

11. RECORDS AND ACCOUNTS

- 11.1 The Trustees must comply with their obligations under Manx law with regard to:
 - 11.1.1 the keeping of accounting records for the Charity
 - 11.1.2 the preparation of annual accounts for the Charity and the audit or examination of such accounts where required
 - 11.1.3 the transmission of the annual accounts to the members
 - 11.1.4 the preparation of an annual report
 - 11.1.5 the sending to the Attorney General of the annual accounts and the annual report within six months of the end of the Charity's accounting year

- 11.2 In order to attain the above the Trustees must keep proper records of:
- 11.2.1 all proceedings at general meetings
 - 11.2.2 all proceedings at Trustee meetings
 - 11.2.3 all reports of sub-committees
 - 11.2.4 all professional advice obtained
- 11.3 Annual reports and annual accounts relating to the Charity will be made available for inspection by any member of the Charity

12. AMENDMENTS

- 12.1 Any provision of this Constitution may be amended provided that:
- 12.1.1 the members must be given 14 clear days' notice of the meeting at which the proposed amendments are to be moved, together with the text of the proposed amendments
 - 12.1.2 no amendment may be made that would have the effect of making the Charity cease to be a charity under Manx law
 - 12.1.3 no amendment may be made without the prior written approval of the Attorney General
 - 12.1.4 any resolution to amend this Constitution is passed by a two thirds majority of the votes cast at a general meeting
- 12.2 A copy of any resolution amending this Constitution must be sent to the Attorney General within one month of it being passed detailing all of the changes

13. DISSOLUTION

- 13.1 If at any time the members at a general meeting decide to dissolve the Charity, the Trustees will remain in office and be responsible for the orderly winding up of the Charity's affairs
- 13.2 After making provision for all outstanding liabilities of the Charity, the Trustees must apply remaining property and funds in one or more of the following ways:
- 13.2.1 directly for the objects
 - 13.2.2 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the objects
 - 13.2.3 in such other manner as Manx law permits
- 13.3 A final report and accounts relating to the Charity for the period from the end of the previous accounting year to the date on which the Charity ceased to hold any funds or property must be sent to the Attorney General within one month of the latter date or of the decision being taken to dissolve the Charity, whichever is the later.

Adopted at an Extraordinary General Meeting of the Manx Amateur
Drama Federation held on the ~~23rd~~ day of April
2023 ^{Stm(Su)}

Signed Chair:
Name



SHARON WALKER

Signed Secretary
Name



VIVIENNE BRIDSON



NOTIFICATION FORM

[Section 23]

Read the notes on this form and general guidance published by the Attorney General before completion.

Please complete legibly in black type or bold block lettering – ALL FIELDS MUST BE COMPLETED

IOM charity number:

672

Charity name:

MANX AMATEUR DRAMA FEDERATION

What event is being notified?

Tick all that apply

- ☐ Change of charity trustee or of the details of a charity trustee – complete **Annex A** and any necessary continuation sheets
- ☐ In the case of a foreign charity only, change of responsible person or of the details of a responsible person – complete **Annex B** and any necessary continuation sheets
- ☐ Change of correspondence or other address for the charity – complete **Annex C**
- ☐ Amendment of charity name – complete **Annex D**
- ☒ Amendment of a governing instrument – complete **Annex E**
- ☐ Winding up or dissolution of the charity – complete **Annex F**

GENERAL NOTE:

Section 23 of the Charities Registration and Regulation Act 2019 requires that the information to which this form relates must be notified to the Attorney General within one month of the occurrence of the relevant event. Failure to do so is an offence.

PRIVACY NOTICE

In this notification form, we collect information required to be notified to the Attorney General under section 23 of the Charities Registration and Regulation Act 2019 ("the Act").

The data will be processed for the following purposes:


- the maintenance of the accuracy of the information which is required to be contained in the register of charities by section 9 of the Act and regulation 4 of the Charities Regulations 2020; and
- the exercise of the Attorney General's statutory functions concerning charities, including those provided by the Act.

The register of charities is held on a case management system which is internal to the Attorney General's Chambers. The data will be extracted from this internal system to a public file in accordance with regulation 5 of the Charities Regulations 2020, which requires the omission of specified personal data from the extract.

DECLARATION

1. I have read the notes on this form, and on the annex(es) and the general guidance published by the Attorney General which is referred to in the notes.
2. I declare that the information given in this form, including the annex(es) and (insert number) _____ continuation sheet(s), is correct to the best of my knowledge and belief¹.

Signature:



Date:

04/05/2023

Name²:

SHARON WALKER

Capacity in
which signing³:

☒ Charity trustee

☐ Authorised person

SEND THE COMPLETED FORM, ANNEX(ES) AND THE DOCUMENT(S) ATTACHED TO:

Charities Administration
Attorney General's Chambers
Belgravia House
Circular Road
Douglas
ISLE OF MAN
IM1 1AE

Further information and guidance relating to the registration and regulation of charities in the Isle of Man can be found as follows:

- website: www.gov.im/charities
- e-mail: charities@gov.im
- telephone: (01624) 687318

¹ Section 50 of the Charities Registration and Regulation Act 2019 provides that a person ("P") commits an offence if P furnishes information which P knows to be false or misleading in a material particular or recklessly furnishes information which is false or misleading in a material particular.

² This means title, present forenames and present surname.

³ The notification form must be signed by a charity trustee or, if the charity is a body corporate, the charity trustees may authorise another person (e.g. the company secretary or equivalent) to sign the form on the charity's behalf. In the case of a charity trustee which is a body corporate, the signature is of an officer of the body corporate duly authorised for the purpose.

IOM charity number:

672

Charity name:

MANX AMATEUR DRAMA FEDERATION

ANNEX E

Amendment of governing instrument

Please complete legibly in black type or bold block lettering – ALL FIELDS MUST BE COMPLETED

Date on which Attorney General consented to the amendment OR date of order of the High Court authorising the amendment³⁰:

15th JUNE 2022

Process by which the amendment was made³¹:

MEMBERS RESOLUTION AT EGM on 5/4/2023

Date amendment made:

5th APRIL 2023

A certified copy of the amendment(s) must accompany this form.

Tick to confirm enclosed: ☒

³⁰ This is not required in the case of a foreign charity. Instead, the charity must provide evidence that the amendment has been notified to, and accepted by, the charity regulator for the jurisdiction in which the charity is established or, if none, by the registry or other public authority which holds the public records concerning the incorporation or other establishment of the charity in such jurisdiction, e.g. Companies Registry.

³¹ E.g. Trustee resolution, members' resolution at AGM/EGM, etc.

**Minutes of Manx Amateur Drama Federation
Extraordinary General Meeting
Wednesday 5th April 2023
19:30 at the Empress Hotel**

1. Apologies

Ron Beswick, Susie Beswick, Jacqui Hawkes, John Wright

2. Present at meeting

Viv Bridson ("VB"), Helen Clarke ("HC"), Dorrie Garton ("DG"),
Harvey Garton ("HG"), Karen Goodman ("KG"), Michael Goodman ("MG"),
Michael Lees ("ML"), Jan Percival ("JP"), Mike Percival ("MP"), Christine Sugden ("CS"),
Mike Trout ("MT"), Sharon Walker ("SW") Chair

3. Adoption of revised constitution

SW proposed the revised constitution, as pre approved by the AG's office, and this was agreed unanimously.

4. Any other business

MG commented that the new constitution is going to change MADF's approach to things.
HC confirmed that due to changes in the law it now has to be done this way.

Meeting closed 19:45

SIGNED:



SHARON WALKER
(CHAIR)



VIVIENNE BRIDSON
(SECRETARY)

