

**THE COMMITTEE OF THE FRIENDS
OF THE THEATRE ROYAL, NEWCASTLE UPON TYNE**

Approved 28 July 2018

CONTENTS

NAME & DEFINITIONS	page 1
OBJECTS	1
OBLIGATIONS.....	1
FRIENDS COMMITTEE	2
MEETINGS OF THE FRIENDS COMMITTEE	3
RECORDS AND ACCOUNTS	3
NOMINATION AND ELECTION OF COMMITTEE MEMBERS & OFFICERS	3
GENERAL MEETINGS.....	3
VOTING AT GENERAL MEETINGS	4
DISSOLUTION	4

NAME & DEFINITIONS

1. The organisation shall be known as the FRIENDS COMMITTEE
2. References to 'the Friends' means the Friends of the Theatre Royal, Newcastle upon Tyne.
3. References to 'the Theatre Royal, Newcastle upon Tyne' mean:
 - (a) the venue known as the Theatre Royal in Grey Street, Newcastle upon Tyne, or
 - (b) the organisation Newcastle Theatre Royal Trust Limited, company no. 1217427, registered charity no. 504473, depending on the context.

OBJECTS

4. The Objects of the Friends Committee shall be:
 - (a) To promote attendance at the Theatre Royal, Newcastle upon Tyne.
 - (b) To raise funds with which to support the activities of the Theatre Royal, Newcastle upon Tyne and all its users.
 - (c) To actively encourage membership of the Friends
 - (d) To promote amongst the membership of the Friends, the knowledge, understanding and enjoyment of theatre and the performing arts, through organising a broad programme of events and activities including visits, lectures, talks and classes.

OBLIGATIONS

5. In carrying out its activities, the Friends Committee shall ensure that it:
 - (a) operates in compliance with all statutory regulations, including (though not restricted to) the Data Protection Act and the Equality Act, and any enactments modifying or replacing them;

(b) does not engage in any activities which could bring the Theatre Royal, Newcastle upon Tyne into disrepute or which contravene that organisation's Articles of Association or charitable status;

(c) submits such reports, records and information as may be required by the management of the Theatre Royal, Newcastle upon Tyne.

6. All documents and information held by the Friends Committee shall be held in confidence, and such documents and information shall not be disclosed to any other person without the permission of the Theatre Royal, Newcastle upon Tyne, unless a duty to disclose is imposed under statute or by court order.

FRIENDS COMMITTEE

7. The affairs of the Friends Committee shall be managed in accordance with this Constitution and with any conditions or restrictions imposed by the Theatre Royal, Newcastle upon Tyne.
8. All members of the Friends Committee shall at the same time be members of the Friends of the Theatre Royal
9. The Friends Committee shall be composed of a maximum of 15 members, each elected at an Annual General Meeting for a period of three years, after which they may, if so nominated, stand for re-election.
10. Subject to a maximum membership of 15, in the event of a vacancy on the Friends Committee, the Friends Committee may, by a simple majority vote, co-opt a maximum of two people to join the Friends Committee to serve until the next AGM, where they may then stand for election.
11. The Chief Executive of the Theatre Royal, Newcastle upon Tyne shall be an ex-officio member of the Friends Committee.
12. The Officers to the Friends Committee shall comprise Chair, Vice Chair, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary. The Officers shall all be members of the Friends Committee, and have been so prior to their first elections as an Officer for a period of not less than twelve months. All Officers shall be elected at each Annual General Meeting for a period of one year.
13. The Chair shall be elected for a maximum period of three consecutive years and may not stand for re-election as Chair for a period of three years thereafter.
14. At the end of the Chair's term, or in the event of an earlier vacancy, the Vice Chair will be nominated for the position of Chair.
15. The Vice Chair, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary may stand for re-election at any Annual General Meeting, provided they are a serving Committee member.
16. If any Officer resigns or is otherwise incapable of fulfilling their duties during the year, the position shall be filled from within the membership of the Friends Committee until the next Annual General Meeting.
17. The financial year of the Friends Committee shall run to coincide with that of the Theatre Royal, Newcastle upon Tyne, currently starting on April 1 each year and ending of March 31.
18. No member of the Friends Committee shall receive payments directly or indirectly for services to the Friends Committee, other than legitimate expenses incurred on its work.
19. A member may be expelled from the Friends Committee by the management of the Theatre Royal, Newcastle upon Tyne, for conduct prejudicial to the Friends or to the Theatre Royal, Newcastle upon Tyne.

MEETINGS OF THE FRIENDS COMMITTEE

20. The Friends Committee shall meet not less than six times a year with not more than 61 days elapsing between each meeting.
21. Any Friends Committee member failing to attend 50% of the Committee Meetings during a 12 month period may, by a simple majority vote, be required to resign.
22. A quorum of the Friends Committee shall be three Friends Committee members or one-third of the Friends Committee, whichever is the greater number, one of whom must be the Chair or Vice-Chair.

RECORDS AND ACCOUNTS

23. The Friends Committee shall ensure that all decisions at Friends Committee meetings and General Meetings are properly made and recorded in the minutes.
24. The Treasurer (or, in their absence, the Assistant Treasurer) shall be responsible for maintaining the books of account, which shall be reported on annually by a suitably qualified independent accountant and then presented to the Annual General Meeting.
25. The Friends Committee minutes and accounting records shall be open to inspection at any time by the management of the Theatre Royal, Newcastle upon Tyne.

NOMINATION AND ELECTION OF FRIENDS COMMITTEE MEMBERS & OFFICERS

26. Nomination for election as a Friends Committee member or an Officer shall be by submission of a completed nomination form signed by both the nominee and the nominator, both of whom shall be members of the Friends. The completed nomination form must be received by the Secretary at least seven days prior to the Annual General Meeting.
27. The election of Friends Committee members and Officers will be by a simple majority vote at the Annual General Meeting.

GENERAL MEETINGS

28. All members of the Friends are eligible to attend and vote at General Meetings.
29. An Annual General Meeting of the Friends Committee shall be held between 1st April and 31st August each year at which:
 - (a) a report on the year's activities will be given;
 - (b) the election of Friends Committee members and Officers will take place;
 - (c) the accounts for the preceding financial year will be presented;
 - (d) a suitably qualified accountant will be appointed as independent examiner for the ensuing financial year.
30. An Extraordinary General Meeting may be called at any time at the discretion of the Friends Committee or shall be called within 21 days following receipt by the Secretary of a request in writing to that effect signed by at least 30 members of the Friends. Such a request shall specify the business to be transacted at the Extraordinary General Meeting and no other matters shall be considered at such a meeting.
31. At least 14 days clear notice shall be given of any General Meeting, by publishing or posting the notice

where members of the Friends are considered likely to see it.

32. A quorum at a General Meeting shall be 30 members of the Friends, present in person.

VOTING AT GENERAL MEETINGS

33. All votes taken at any General Meeting or Friends Committee Meeting shall be decided by a simple majority of votes properly recorded except in changes to this Constitution, when a majority of at least 2:1 will be necessary to validate any change. In case of a tie in an ordinary vote the Chair shall have a second or casting vote.
34. Votes may only be cast by members present in person. Votes shall be decided on a show of hands unless a ballot is demanded by the Chair of the meeting or by five members present.

DISSOLUTION

35. The Friends Committee shall be dissolved by order of the Theatre Royal, Newcastle upon Tyne or by resolution at a specially convened General Meeting of the Friends with a majority of those members present and voting of at least 2:1 in favour of dissolution. After any such dissolution, the balance of cash remaining after the realisation of assets and payment of creditors shall remain to be used for the benefit of the Theatre Royal, Newcastle upon Tyne.