

Alexandra Palace

ALEXANDRA PARK AND PALACE CHARITABLE TRUST **BOARD**

19TH DECEMBER 2016

Report Title: Friends of the Alexandra Palace Theatre Constitution

Report of: Louise Stewart, Chief Executive Officer, (APPCT)

Report Authorised by: Louise Stewart, Chief Executive Officer, Alexandra Park and Palace Charitable Trust (APPCT)

Contact Officer: Natalie Layton, Executive Assistant, APPCT
Email: Natalie.layton@alexandrapalace.com , Telephone: 020 8365 4335

Purpose:

This report seeks the Board approval of amendments to the constitution of the Friends of the Alexandra Palace Theatre.

Local Government (Access to Information) Act 1985

N/A

1. Recommendations

1.1 To approve the amendments to the Friends of the Alexandra Palace Theatre constitution document.

2. Background

2.1 In March 2016 the Chair of the Friends of the Alexandra Palace Theatre ('the Friends'), and APPCT Board Member, Nigel Willmott, contacted members notifying them of two proposed changes to the Friends' constitution detailed below:

- a new committee post of membership secretary; and
- tidying up some anomalies about how the Friends' accounts are held and reported

2.2 Members of the Friends were notified of the amendments in March 2016.

2.3 At the Annual General Meeting (AGM) held on 18th May 2016 the required two-thirds majority vote was obtained and the decision was published in order to meet the two months' notice period.

- 2.4 The amendments are now required to be approved by the APPCT Board of Trustees.
- 2.5 As the Friends look ahead to a period of fundraising to match fund the Heritage Lottery grant for the regeneration of the East Wing of the building, it was felt to be important to clarify the these points.

3. **Post of Membership Secretary**

3.1 With more than 800 members and supporters, there was a need for an officer to cope with the growing workload.

3.2 The paragraph 'Officers' in the original document stated:

"Friends of the Theatre shall have four officers, namely;

Chair
Secretary
Press & Publicity Officer
Treasurer"

3.3 The proposal was to amend this to:

"Friends of the Theatre shall have five officers, namely;

Chair
Secretary
Press & Publicity Officer
Treasurer
Membership Secretary"

3.4 The paragraph 'Membership' in the original document stated:

"Applications for membership should be sent to the secretary"

3.5 The agreed amendment was:

"Applications for membership should be sent to the membership secretary"

4. **Management of funds**

4.1 Under the existing constitution written in 2002, all income was to be held and managed by the AP Trust but since then, the Friends has set up its own bank account and manages its own financial affairs, reporting annually to the Friends AGM. Monies raised remain for the benefit of the Theatre.

4.2 On Finance, the original document stated:

“All funds and assets shall be held, paid out and applied by Alexandra Palace and Park Trustees. All funds raised, fall within the definition of “restricted” funds and may only be applied to the theatre refurbishment project. The charity’s auditor as part of the annual audit of the charity’s accounts will audit the restricted fund account”

4.3 The agreed amendment was:

“All funds and assets shall be held, paid out and applied by the Friends of Alexandra Palace Theatre. The Accounts will be presented at the Friends of Alexandra Palace Theatre’s AGM.”

5. Legal Implications

5.1. The Council’s Assistant Director of Corporate Governance has been consulted in the preparation of this report, and makes the following comments:

5.2 The Friends Constitution does prescribe the method by which amendments to any of its provisions can be made, namely by convening an AGM to debate the proposed changes, obtaining a resolution of two thirds majority present at the meeting, and thereafter by giving two months’ notice of the change, before submitting the proposed changes to the Trust Board for ratification.

5.3. As all of the steps in the above process have been followed, there is no legal reason why the Board cannot adopt the recommendation contained in the report.

6. Financial Implications

6.1 The Council’s Chief Financial Officer has been consulted in the preparation of this report, and has no comments.

7. Use of Appendices

Appendix 1 – Constitution of the Friends of the Theatre – Alexandra Palace

Friends of the Theatre – Alexandra Palace

Constitution

Trustees Powers

Under the Alexandra Park and Palace Act 1985 the trustee's charitable objects are to maintain the Park and Palace and other lands and make them available for the free use and recreation of the public forever. Within this remit the Trustees have the power to engage in activities which in their judgement promote the use and enjoyment of the park and palace. It is within these objects that the Friends of the Theatre group is being created to enhance and promote the use of the Victorian theatre. The group operates under the powers devolved from the board of trustees.

Mission Statement

The group is being formed to assist the trustees of Alexandra Palace and Park Charitable Trust to raise awareness in, raise funds for and develop the Victorian theatre. It is a vehicle to gain interest within the local and theatre communities, raise funds in order to refurbish the theatre and consider uses consistent with contemporary requirements and public safety.

Purpose

The purpose of Friends of the Theatre is to, provide the focus necessary to guide the refurbishment of the theatre by:

- * Advise on the programme of works necessary to bring the theatre into effective use.
- * Generate funds to support the programme of works.
- * Explore and advise on the range of uses.

Membership

Membership is open to individuals and representatives from organisations with an interest in theatre and historical buildings. Applications for membership should be sent to the secretary. Members shall be admitted on payment of the appropriate annual subscription.

Officers

Friends of the Theatre shall have four officers, namely;

- * Chair
- * Secretary
- * Press & Publicity Officer
- * Treasurer

Elections

The officers shall be elected annually at the AGM by and from the members of Friends of the Theatre. Any vacancy arising among the officers may be filled by an election at an ordinary meeting. A further four persons from the wider membership will be elected on to the committee. Three will be elected at the AGM, the fourth position will be nominated by the board of trustees of Alexandra Palace and Park.

Committee

The officers, together with the other four members elected at the AGM shall form the committee who shall have the powers to co-opt other members to the committee, if they deem necessary. The patrons automatically become co-opted members on agreement to serve as patrons.

The committee shall be responsible for:

- * The general management of affairs of Friends of the Theatre.
- * Determining the membership or exclusion of individuals or organisations.
- * Ensuring meetings are accessible to all regardless of race, sex or disability.
- * Resolving any disputes related to Friends of the Theatre arising between members.
- * Enacting the decisions of the meetings of Friends of the Theatre.
- * Producing an annual report for consideration by the membership at the AGM.
- * To produce quarterly reports to the General Manager for consideration by the Alexandra Palace and Park Board of Trustees.
- * To produce a regular newsletter.

The committee shall have the powers to:

- * Call meetings for Friends of the Theatre.
- * Take up issues and respond to matters of consultation on behalf of Friends of the Theatre.
- * Delegate or authorise individuals to act on behalf of Friends of the Theatre.
- * Invite non-members to attend meetings.
- * Publish articles and newsletters of interest to members.
- * Decide all questions regarding membership of Friends of the Theatre.
- * Make recommendations to the trustees on matters falling within its purview; and in particularly any expenditure of the funds raised.

Subscriptions

Membership subscription shall be determined annually and agreed by the membership at an AGM. Subscriptions shall be paid annually and will fall due on the anniversary of the AGM. When a membership remains unpaid for six months the membership will be deemed cancelled. The committee may reinstate a cancelled membership on payment of the outstanding subscriptions.

Finance

All funds and assets shall be held, paid out and applied by Alexandra Palace and Park Trustees. All funds raised, fall within the definition of "restricted" funds and may only be applied to the theatre refurbishment project. The charity's auditor as part of the annual audit of the charity's accounts will audit the restricted fund account.

Meetings

Friends of the Theatre should meet every 2 months. The committee may call additional meetings as and when required. The chair should determine the agenda for the meetings. One of the meetings should be the Annual General Meeting, normally to be held in March. The committee shall convene a meeting for a special purpose if requested by a minimum of 8 members, excluding the four officers. Matters to be considered at any meeting must be notified to the secretary two weeks in advance. Decisions shall be reached on a resolution by a simple majority of those present and voting. The quorum for any meeting shall be the committee and an equal number of members.

Amendments

Recommendations on changes to this constitution shall only be made on a resolution of at least two-thirds majority of those present and voting at the AGM and following at least two months' notice of any such change. No changes can be made to the constitution without the approval of the Board of Trustees.

Winding Up

The Friends of the Theatre may be wound up on a resolution of at least two-thirds majority of the total membership at the time. In the event of winding up any unexpended balance of grant or funds raised by or made by public or other bodies shall either remain within the “restricted” fund within Alexandra Palace accounts for future work on the theatre or shall be refunded.