



GOVERNING DOCUMENT

1. Definitions

The following definitions shall apply to the Board Operating Procedures:

- a. **“Board”** means a group of members elected at the Annual General Meeting, **“AGM”** to manage the Society. This includes a minimum of three and maximum of four trustees are to be appointed at the AGM, covering the following roles: Chairperson; Vice Chairperson (where position is filled) Treasurer; and Secretary (each a **“Trustee”** and together the **“Trustees”**). There shall then be at least five additional other members who shall manage the Society, each a **“Board Member”** and together with the Trustees shall be known collectively as the Board.
- b. **“Cast”** means any member of the public who has been selected for a role/ensemble in a Production or is involved in stage management, tech/lighting etc, each a **“Cast Members”** and collectively the **“Cast Members”**.
- c. **“Creative Team”** means a member of the Society performing the following roles in relation to a production: the Musical Director, Director, Choreographer and Producer
- d. **“Financial Year”** means 1st January to 31st December each year.
- e. **“Production”** means any work of theatre, such as a staged play, musical, concert, comedy or drama produced from a written book or script including but not limited to dramatic and non-dramatic theatre, as well as dance theatre. The Society aims to put on two Productions per year, being **“Spring Production”** and **“Autumn Production”**.
- f. **“Society”** means the Bedford Marianettes.
- g. **“Society Member(s)”** means (1) Cast Members and Creative Teams who have participated within either the Spring Production and/or the Autumn Production such membership shall be for the duration of that Production at which point such membership shall automatically terminate, and (2) the Board serving within that relevant Financial Year who shall remain a member for the duration of which they are serving on Board of the Society.

2. Purpose/Mission Statement

The purpose of the Society is to:

- a. To cultivate the Dramatic and Operatic Arts and improve and educate the public taste in those arts.
- b. To promote the Production of Dramatic and Operatic works having an educative value in furtherance of Clause 2(a) and with the object of raising funds to be devoted solely to charitable purposes.
- c. To do all such things as shall be conducive to the attainment of the above objects.

3. Membership

- a. A Society Member shall be entitled to vote at the AGM in the relevant Financial Year, where they have been involved in the Board or within the immediate Autumn Production and Spring Production. By way of working example, the Society is holding its AGM in February 2025, the current serving Board and any Cast and Creative Team involved in the Autumn Production performed in 2024 and the Spring Production performed in 2025 shall be eligible to vote at the AGM for the 2025 year.
- b. The liability of a Society Member is limited to a sum not exceeding £10, being the amount that each member undertakes to contribute to the assets of the Society in the event of its being wound up while they are a member or within 6 months of them ceasing to be a member, for:
 - i. Payment of the Societies debts and liabilities incurred before they cease to be a member;
 - ii. Payment of the costs, charges and expenses of winding up; and
 - iii. Adjustment of the rights of the contributories among themselves.

4. Appointment/retirement of Board Members and Trustees

- a. Board members shall be appointed by Society Members present at the AGM and are deemed to have voting rights as outlined at clause 3 within the relevant AGM.
- b. There shall be at least 7 Board members but no more than 13 Board members, and there shall always be a Chairperson, Treasurer and Secretary. Where possible there will be a Vice Chairperson.
- c. Where participants are elected in the following roles: Chairperson, Vice Chairperson Treasurer and Secretary. Those members will also act as Trustees of the Society and will be provided with a copy of CC3. Participants shall only be eligible for these roles where they have already served on the Board of the Society for at least one year and such service shall be consecutive to any election of a Trustee position. Where this is not possible due to exceptional circumstances, then an appropriate person may be elected into these positions.
- d. Participants wishing to be elected as a Board member shall submit a request to the current acting Secretary to be added to the ballot 14 days prior to the AGM.
- e. Board members shall then be voted by way of majority vote at the AGM.
- f. Board members shall retire annually but shall be eligible for re-election subject to compliance with the terms of this Clause 4 each year.
- g. Upon appointment, if this is your first time serving as a Trustee for the Society you will be provided with a copy of the Charity Commissions Trustee Welcome Pack and the Essential Trustee Guide.

5. Resignation/Disqualification of Trustees

- a. Notwithstanding the above in Clause 4, a Trustee shall cease to be a Trustee of the Society if they:
 - i. Resign as a Trustee by written notice to the Society; or
 - ii. is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the

Charities Act 2011 (or any statutory re-enactment or modification of those provisions);

- b. Where a Trustee resigns in accordance with clause 5.a.i the Board may appoint an Interim Trustee from the remaining Board Members to fill the relevant position until the next AGM.

6. Decision making

- a. The Board will meet quarterly, or more often, if necessary, with a quorum of at least 1 Trustee and an additional 3 Board members (these members can also be Trustees of the society)
- b. Decisions are made collectively, with details recorded in the minutes.
- c. The Board shall have the power to decide any questions arising outside of these rules and all other matters concerned with the Society (other than and except those which can only be dealt with by the Society in a general meeting).

7. Roles and responsibilities

- a. Board members must exercise all reasonable skill and care, and independent judgement, avoid conflicts of interest and act in accordance with their governing document to promote the success of the Society.
- b. Where those Board members also act as Trustees of the Society, the Charity Commission requirements are detailed in *CC3 – The Essential Trustee*, as Trustees you must:
 - i. Always act in the best interests of the Society – you must not let your personal interests, views or prejudices affect your conduct as a Trustee
 - ii. Act reasonably and responsibly in all matters relating to the Society – act with as much care as if you were dealing with your own affairs, taking advice if you need it
 - iii. Only use the Society’s income and property for the purposes set out in its governing document
 - iv. Make decisions in line with good practice and the rules set by the Society’s governing document, including excluding any trustee who has a conflict of interest from discussions or decision-making on the matter.
- c. Board Members shall be assigned roles and responsibilities outlined as follows:

Chairperson (Trustee role)	Prime responsibility for ensuring that the Board conducts its business effectively. This includes ensuring that the Board has agreed priorities, appropriate structures, processes and culture and trustees govern well. The Chairperson is responsible for ensuring that the Board has the necessary skills and experience, and is appropriately diverse, but is not so large as to impair effective decision making. The Chairperson also ensures that the Board operates in accordance with its governing document and complies with relevant charity, company and other laws.
Vice-Chairperson (Trustee role)	Supports the Chairperson’s roles and responsibilities outlined above. The Vice-Chairperson stands in for the Chairperson when needed. The Chairperson should liaise regularly with the Vice-Chairperson and ensure they know enough about the current issues within the Society to be

	able to stand in at short notice.
Secretary (Trustee role)	Responsible for a number of administrative duties to support the Board and the Society such as, setting agenda for Board meetings, taking minutes of Board meetings and setting and coordinating Board meeting times and dates.
Treasurer (Trustee role)	Responsible for a number of financial responsibilities. This includes, but is not limited to; presenting financial reports to the Board in a format that helps the Board understand the charity's financial position; advising the board on how to carry out its financial responsibilities; working with professional advisors; overseeing the preparation and scrutiny of annual accounts; and taking on some or all day to day financial duties, such as book-keeping, budgeting and preparation of reports.
Board members	These members will be given ad hoc responsibilities depending on the need of the Society. The following roles can be appointed and will be communicated in communications regarding the AGM, these include but are not limited to: Production Manager, Stage Manager, Fundraising Officer, Social Media and Marketing Officer, Membership Officer, Social Secretary etc.

- d. Board members shall be supported in their roles as outlined in clause 5(c) and will be provided with any information/access in order to perform their roles to the fullest extent. This includes providing a detailed handover to new Board members or existing Board members new to their role on the Board.

8. Conduct of Board Business

- a. The AGM of the Society shall be held in the first quarter of the Financial Year when the report of the Chairperson and the accounts of the past year, duly audited, shall be presented to the Society.
- b. Proposals to be discussed at the AGM should be submitted to the Secretary at least 14 days prior to the AGM.
- c. Notice of the AGM including the date, time, location, nature of business and reply slip for nominations shall be made known no less than 4 weeks before the date of the AGM. Notice may be provided electronically.
- d. Any proposals from the floor of the AGM must have two-thirds majority by show of hands in order to warrant discussion.
- e. The first meeting of the Board shall be called by the Secretary and shall be held within 21 days of the Annual General Meeting. The Minutes of the Board Meeting to be published and posted in a way that is accessible for each Board Member after each meeting and at least 7 days prior to the next meeting of the Board.
- f. An Extraordinary General Meeting “**EGM**” is any general meeting of Society Members other than an AGM. Examples of items to be dealt with at an EGM include: alteration of the governing document, winding up the Society, merging the Society with another or others, and discussion of an issue brought by Society Members. The Society shall provide 21 days notice of an EGM which will include the date, time, location and nature of

business, such notice may be provided electronically.

- g. All Board members commit to:
 - i. Fostering an open, positive culture and intervening at early stage to resolve potential conflict;
 - ii. Ensuring there are agreed values consistent with our charitable purposes, these are reflected in decisions and in the culture throughout the Society;
 - iii. Ensuring that the Board operates in accordance with its governing document and complies with relevant charity, company and other laws;
 - iv. Ensuring the Society operates in accordance with the guidance issued by the Charity Commission and other bodies, such as the ICO and Fundraising Regulator;
 - v. Ensuring that there is a policy and procedure framework and associated management controls to ensure the organisation operates within the law and any associated best practice guidelines;
 - vi. Effective management of meetings, including creation of an annual workplan, agenda setting and conduct of meetings;
 - vii. Ensuring that finance is effectively managed and assets protected;
 - viii. Ensuring that the views of stakeholders are adequately represented to the Board and the Board regularly receives reports on positive and negative feedback; and
 - ix. Maintaining an appropriate balance of Board attention to strategy, policy, key decision, financial management and performance review.

9. Finance

- a. The funds of the Society shall be applied solely to the stated objective of the Society.
- b. No member of the Society shall receive payment directly or indirectly for services to the Society or for other than legitimate expenses incurred in the course of the performance in the Society.
- c. In the event of dissolution any balance of cash in hand after the realisation of assets and payment of debts shall be handed over to charity or charities.