**YMPST Summary of new draft constitution**

This document is only a summary of the main provisions of the full constitution and should not be used in place of the constitution. The headings and paragraph numbers shown correspond with the sections of the full constitution where complete details can be found.

**Name (1)**

The York Mystery Plays Supporters Trust will be a Charitable Incorporated Organisation (CIO) with a voting membership.

**Objects (3)**

The Trust’s objectives will be:

* To ensure York’s medieval Mystery Plays continue to be performed by and for the people of York.
* To seek to make productions accessible to all, regardless of age, gender, ability, race or belief
* To develop awareness and understanding of the Plays within the City of York and beyond.
* To develop strong working relationships with local arts, education and tourism organisations to maximise the benefits the Plays can bring to culture and tourism within the city.

**Powers (4)**

The Trust has the power to take action to further its objectives including:

* Deposit and invest funds
* Employ staff
* Borrow money
* Own, buy, sell, lease or mortgage property

**Income and Property (5)**

Income and property must be used solely to further the Trusts objectives.

**Benefits and payments to charity trustees (6)**

No trustee may benefit financially from being a trustee. They may not: receive goods or services from the Trust on terms preferential to those applicable to members of the public; sell goods or services to the Trust; be employed or receive remuneration; or receive any other financial benefit.

A trustee is entitled to be reimbursed reasonable expenses incurred in carrying out their duties as a trustee.

**Conflicts of interest (7)**

A trustee must declare any interest in a transaction proposed by the Trust, and absent themselves from any discussion or vote on the matter.

**Liability of members if the Trust is wound up (8)**

If the Trust is wound up, members have no financial liability for any of the Trust’s debts.

**Membership of the Trust (9)**

Membership is open to anyone who is interested in furthering the objectives of the Trust.

Membership cannot be transferred between individuals.

Members must act in ways they believe to be in the best interests of the Trust.

Membership comes to an end if the member: resigns; dies; or fails to pay any sum of money owed to the Trust within six months of it falling due.

The trustees have the right to refuse or terminate membership if they feel it is in the best interests of the Trust to do so.

The Trust may require members to pay reasonable membership fees.

**Members’ decisions (10)**

Members may make decisions either at a General Meeting or by written resolution.

Most decisions taken at a General meeting require a simple majority of votes cast (which may include proxy, postal and email votes). In certain circumstances (specified elsewhere in the constitution) a larger majority may be required.

Decisions may also be made in writing subject to agreement by a majority of all those entitled to vote.

**General Meetings of members (11)**

The Trust must hold an AGM within 18 months of the CIO being registered by the Charity Commission and subsequent AGMs at intervals of not more than 15 months.

The AGM must: receive the audited annual statement of accounts; the trustees’ annual report; and must elect trustees as required.

Other general meetings of members may be held at any time.

The trustees must call a general meeting if requested to do so by at least 10% of the members.

The Trustees must give at least 14 days notice of a general meeting, including particulars of any resolutions to be moved at the meeting and the general nature of any other business.

Notice of the Annual General Meeting must also include the annual statement of accounts, trustees’ annual report and details of anyone standing for election (these may be in the form of links to the Trust’s website).

No business can be transacted at a general meeting unless a quorum is present. The quorum is 10 members or 10% of the membership, whichever is the greater.

If a quorum is not present within 15 minutes of the start of the meeting, the chair must adjourn the meeting.

If a quorum is not present within 15 minutes of the start of a reconvened meeting, the members present shall constitute a quorum.

**Charity Trustees (12)**

The members of the Trust’s management committee shall be the trustees.

All trustees must be 16 years of age or older and at least one must be 18 years of age or older.

The Trust must have a minimum of three trustees, but there is no maximum number.

**Appointment of trustees (13)**

At every annual general meeting, one third of the trustees will retire and new trustees may be elected by the members.

The members or trustees may decide at any time to appoint a new trustee, either to fill a vacancy unfilled after the AGM or as an additional trustee.

**Retirement and removal of trustees (15)**

A trustee ceases to hold office if they retire, die, become physically or mentally incapable, are disqualified under the Charities Act, or are absent without permission from all the trustee meetings held over a six month period.

Trustees may also be removed by a resolution passed at a general meeting.

**Reappointment of charity trustees (16)**

Any person who retires as a trustee is eligible to stand for reappointment. A trustee who has served for two consecutive terms may not be reappointed for a third consecutive term, but may stand again after an interval of twelve months.

**Meetings and proceedings of charity trustees (17) (18) (19)**

Trustees may take decisions either at meetings of trustees or by resolution in writing (including in electronic form).

No decision shall be taken at a meeting unless a quorum is present. A quorum is the greater of three trustees or one third of the total number of trustees.

Decisions taken at meetings require a majority of those present. Decisions taken in writing require a majority of all trustees. If the vote is evenly split the chair has a second or casting vote.

The trustees may delegate any of their powers or functions to a committee. Each committee must contain at least one trustee and report back to the trustees as required.

**Use of electronic communications (22)**

Where documents are supplied electronically, any member may request a hard copy. This must be provided within 21 days of the request being received.

**Minutes (24)**

The charity trustees must keep minutes of all:

* Appointments of officers
* Proceedings at general meetings
* Meetings of trustees and committees
* Decisions made by trustees outside meetings

**Accounting records, reports and returns (25)**

The trustees must comply with the requirements of the Charities Act on accounting and record keeping. Statements of accounts, reports and returns must be sent to the Charity Commission within 10 months of the financial year end.

**Rules (26)**

The charity trustees may make such rules as they deem necessary. These rules must not be inconsistent with the provisions of the constitution. Copies of any such rules must be made available to any members on request.

**Disputes (27)**

If any dispute arises about the validity or propriety of anything done by members under this constitution, the parties must try to settle the dispute by mediation before resorting to litigation.

**Amending the constitution (28)**

This constitution can only be amended by a resolution agreed in writing by all members, or by a resolution passed by a 75% majority of votes cast at a general meeting.

A copy of any resolution amending the constitution must be sent to the Charity Commission within 15 days of it being passed. The amendment does not take effect until it has been recorded in the Register of Charities.

**Voluntary winding up or dissolution (29)**

The Trust may be dissolved by resolution of its members. Such a decision can only be made:

* At a general meeting called with a minimum of 14 days notice
  + By a resolution passed by a majority of 75% of those voting or
  + By a resolution passed without a vote and without any expression of dissent
* Or by a resolution agreed in writing by all members of the Trust.

Subject to the payment of all the Trust’s debts, the distribution of the remaining assets must be in accordance with the charitable purposes of the Trust.

If the Trust is unable to meet its financial obligations in full when it is wound up, the provisions of the Dissolution Regulations must be followed.