

Trustees of the Sinodun Players

Minutes of the 67th meeting of the Trustees held on Monday 20th July 2015 in the Corn Exchange at 7.00pm.

Present: J Grimshaw, J Jones, N Morley, K Spence, J Utley, G Wright, J Wright

1. Apologies for absence

There were no apologies for absence, all present.

2. Decisions/Discussions since last meeting

There were no decisions made between meetings.

3. Minutes of 66th meeting on 4th June 2015

One spelling correction and a clarification in item 7 to be carried out by JG prior to publication.

4. Matters arising from 66th meeting not covered elsewhere

There were no matters arising from the previous minutes that were not already on the agenda.

5. Items to and from the Board

Minutes of both the May and June meetings had been received.

Bar Manager - David Simmons has completed his Personal Licence training; his application is still in progress.

N Morley announced that he was standing down as a Director due to pressure of work so he can put his available time to good use as a Trustee.

6. Items to and from DC

June Meetings

P Cleverley had assisted in organising the newsletter survey.

Birthday Party leaflets were printed but not sent out as no one knew where they were. The minute was critical of the producer asking why was it not used. The Birthday Party team had been told no banners were to be used but have since discovered that it is the Directors /Producers choice. Producers / Directors must talk to Carol about publicity for any production.

July Meeting

Newsletter survey results were put in newssheet. Maintain status quo with existing guidelines PC for one year.

The DC has been unable to obtain the licences for Educating Rita or Single Spies.

Graham's second choice play will be done instead in early spring.

JU is submitting other plays to the artistic committee for the late spring slot.

7. **AGM Arrangements**

Date – 22nd September 2015 with an EGM before providing that both Tessa and Kath are happy with the draft amended Constitution and Rules.

The Official Notice / Agenda for the AGM to go in the August Newsletter. Together with nomination requests, all DC reports (except artistic). Deadline 9th August either John van der Vord or Sarah Entiknap will edit this edition.

The Trustees report and Financial info to go in the September newsletter.

Barbara Wood is chasing outstanding membership payments; if they have not paid up they are no longer members therefore will not receive a newsletter.

JG to attend the DC meeting on 1st Sept. (*The meeting was then changed to September 11th and NM will attend*).

If an EGM cannot be held prior to the AGM the proposed changes can be explained and minuted as part of the Trustees report and members can ask questions at the Open Forum.

8. **Loan Account**

Critchleys Accounts state that as a minimum the Ltd Co should pay interest on loan and secure the loan which will incur large corporation Tax bills on the capital.

NM suggesting splitting the building 50/50 between the Ltd Co & the Society. This was not favoured by the other Trustees as at present the Board of the Ltd Co have 100% liability if there was a 50/50 split which body would be responsible for H&S for example.

It was agreed by those present (to be confirmed with the accountants) that the Ltd Company would be asked to pay Interest at 1% over base rate to be paid at end of the financial year until the new constitution is in place.

9. **SP Constitution & Memorandum of Understanding between SPs and SP Ltd.**

JW and JG had independently taken the Charitable Associations Model Constitution and made amendments which were then circulated among the sub committee. The Sub committee met discussed/amended/agreed the changes. One question we need to ask the lawyer is can we elect just Trustees and appoint posts afterwards?

At the EGM it must be made very clear to members that the Old Constitution was really the Rules of the Society and this is the real proper modern Charity Commission Constitution using the model document with minor adjustments.

We need to formalise the adoption of the Constitution prior to Legal approval before sending to Charity Commission.

At this meeting the changes to the standard template were discussed and agreed.

A vote was taken proposed by John Jones, seconded by Kate Spence, carried all in favour. This will now be presented to the professional advisors prior to presentation to the membership at an EGM to be called before the AGM.

The Rules and Byelaws of the society are more contentious; these will outline the relationship between the Trustees and the Drama Committee; they still need more work and need to be numbered.

The Rules have been made by cutting and pasting the items in the Old Constitution that are not covered by the new one with the addition of more financial controls.

The Trustees will explain to the DC at their next meeting the changes to financial handling, which will mean easier accounts for the DC Treasurer and less liability. They will look at the new Rules together.

The Memorandum of Understanding is still to be written which will outline the relationship between Trustees and the Board of SP Ltd. JW to do.

Ltd Co could take out a mortgage for the roof replacement.

10. Update of Share Purchase

All of the shares have been purchased. Katie Price is updating the details at Companies House. The Charity is now the only shareholder of SP Ltd. The Trustee Secretary officially holds all shares in the Ltd Co. J Jones to attend the SP Ltd AGM on 8th September to vote on the accounts.

11. Email Correspondence

There was no other email correspondence.

12. Items brought by the Chair

There were no further items brought by the Chair.

13. Any Other Business

2 notices

- a) There will be a quiz night for the Sinodun Players sometime in October.
- b) April 23rd next year is the 400th anniversary of Shakespeare's death, the DC will be marking the occasion.

14. Date of Next Meeting

Thursday 10th September at 7.00pm.

Meeting closed 21.22pm