

CONSTITUTION OF OUNDLE FESTIVAL OF MUSIC AND DRAMA



1. NAME

The name of the Festival shall be Oundle Festival of Music and Drama (hereafter referred to as OFMD).

OFMD is a registered charity (No. 1013625).

2. OBJECTS

The object of OFMD is to advance the education of the public in the Arts, in all its forms.

In furtherance of the objects, OFMD has the powers to:

- i) Hold or promote annual competitive Festivals.
- ii) Present and promote public performances, concerts and recitals.
- iii) Affiliate to the British and International Federation of Festivals (biff) and further the charitable objects of the said Federation.
- iv) Do all that is necessary to attain the object of OFMD, subject to compliance with English law.

3. INCOME & PROPERTY

- i) The income and property, however derived, shall be applied solely for the promotion of the object of OFMD.

4. MEMBERSHIP

- i) Membership of OFMD shall be open to any person who is interested in the object of OFMD and pay a recurring membership to its fund.
- ii) Only fully paid up members, registered no later than 21 days prior to the AGM, are eligible to vote.
- iii) Each person entitled to attend and vote at the AGM shall have one vote.
- iv) Where it is considered membership would be harmful to the aims and activities of OFMD the Committee shall have the power to refuse, terminate or suspend membership.
- v) Any person whose membership has been refused, suspended or terminated has the right of appeal at a General Meeting of OFMD.
- vi) Resignation, suspension, or termination of membership does not entitle the member to claim a refund of any membership fees.
- vii) Membership is not transferrable to anyone else.
- viii) Members of OFMD will enjoy the title Patron, Member, Friend, or other as the Committee shall decide.

5. OFFICERS

The officers of OFMD shall be:

- iv) Chair
- v) Vice-Chair
- vi) Secretary
- vii) Treasurer

The Officers, all of whom are charity trustees, shall be elected annually at the Annual General Meeting of OFMD.

G. M. Raddiffe

6. COMMITTEE

- i) The management of OFMD shall be vested in the Committee, all of whom are Charity Trustees. The Committee shall consist of the Officers and up to 7 members, elected annually at the AGM.
- ii) The Committee shall have the power to fill up to 3 vacancies providing the Committee does not exceed 11 members in total.
- iii) A Committee member cannot participate in any discussion in which there is a conflict of interest.
- iv) A Committee member shall cease to hold office if they are disqualified from acting as Trustee by virtue of the Charities Act and laws of England in force at that time.

7. POWERS

- i) All the powers of OFMD shall be vested in the Committee as necessary to lawfully achieve the object of OFMD but the Committee shall not have the power to borrow money or wind up OFMD.
- ii) The borrowing of money or winding up of OFMD can only be decided by resolution at a General meeting

8. ACCOUNTS

- i) The OFMD Committee shall comply with their obligations under the Charities Act with regard to the keeping of accounts, the preparation of annual statements and the auditing or independent examination of the statement of accounts.
- ii) All moneys belonging to OFMD shall be paid into such Bank as may be specified by the Committee in the name of the Oundle Festival of Music and Drama.
- iii) Payments from the Bank account shall be authorised by any two officials.
- iv) Any property and investments shall be held in the name of OFMD by the officials.
- v) Committee members are entitled to receive payment for legitimate expenses incurred on behalf of the charity
- vi) An authorised signatory cannot sign a cheque for which they are a beneficiary.

9. ANNUAL GENERAL MEETINGS

- i) The Annual General Meeting of the OFMD shall be held within three months of the financial year end. The financial year end is 31st May.
- ii) The AGM shall be convened by the Chair, with at least 21 days' notice given in writing to all members. Notice must contain an agenda and minutes of the previous AGM.
- iii) There must be a minimum of 10 members present at the AGM for it to be quorate. [See Clause 4].
- iv) The meeting may be in person, virtual or hybrid.
- v) In the Chair's absence, the meeting will be taken by the Vice-Chair or by a member appointed by the Chair.
- vi) Voting shall be by a show of hands. In the case of a tied vote, the Chair will have the casting vote.
- vii) The Officials and Committee members shall retire annually but shall be eligible for re-election.
- viii) Nominations for election must be made to the Committee at least 7 days before the AGM.
- ix) The Committee shall present to each AGM the report and statement of accounts of OFMD for the preceding year.

ARadchylc

10. GENERAL MEETINGS and PROCEEDINGS

- i) The Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- ii) The Committee shall meet at least four times a year.
- iii) Any General meeting can be convened by the Chairman, Vice Chairman or Secretary with at least 4 days' notice given in writing to all members. Notice must contain an agenda and information detailing the items to be discussed.
- iv) There must be a minimum of five members present at a General Meeting for it to be quorate. [See Clause 4].
- v) The meeting may be in person, virtual or hybrid.
- vi) The Chairman shall act as Chairman at meetings. If the Chairman is absent, the meeting will be taken by the Vice-Chairman or the Committee present shall choose a Chairman.
- vii) Voting shall be by a show of hands. In the case of a tied vote, the Chairman will have the casting vote.
- viii) The Committee will keep Minutes of all appointments of Officers and of the proceedings of meetings and decisions made.
- ix) The Committee may appoint one or more sub-committees, consisting of three or more members of the Committee, for the purpose of making any enquiry or supervising or performing any duty or function that would be more conveniently carried out by a sub-committee, provided that all proceedings are promptly reported to the Committee.

11. EXTRAORDINARY GENERAL MEETINGS

An EGM can be called at any time by a member of the Committee, or a minimum of six members requesting an EGM. At least 14 days' notice must be given to every member, unless it is deemed by the Committee that a shorter period of notice is necessary.

12. DISSOLUTION

OFMD may be dissolved, if deemed necessary, by a majority of members in a vote at a special general meeting (AGM/EGM) called for the sole purpose of seeking dissolution.

Such a resolution will be effected providing at least 75% of members present at the meeting vote in favour.

Any assets must, in the first instance, be used for the payment of outstanding liabilities.

Any remaining assets must be given or transferred to the British and International Federation of Festivals (biff) for its charitable purpose, or to some other charitable institution that has similar objects to those of OFMD, providing it prohibits the distribution of income among its members.

13. Changes to the Constitution

OFMD may amend any provision contained in this Constitution provided that:

- i) No amendment is made that would affect its charity status.
- ii) No amendment is made to alter the object of OFMD.
- iii) No amendment is made to alter the Dissolution (Clause 12).
- iv) Any resolution to amend any part is passed by 75% of the members present at a special general meeting (AGM/EGM).

Adopted on June 17th, 2026 by the Members present and voting at 2026 AGM unanimously
on this day and signed by the Chairman.

Signed:

Gwen Radcliffe

Date: June 17th, 2026