Standing Orders of The MATA Regal Theatre Co. Ltd.

The aim of these standing orders is to provide a code of conduct for the smooth running of Board meetings and business. They are in addition to the Articles of Association which are the constitution of the company and which already cover such matters as:
Membership
Voting
The Calling of Meetings
Quorums
Officers and trustees of the Board
The taking of minutes and the keeping of accounts

A General

1. Trustees and volunteers within the company should address and treat others with courtesy and respect and act in a way which promotes the good reputation of the company.

2. Neither the Board of Trustees, nor its officers should restrict the rights of member organisations to act independently in pursuit of their own individual goals.

3. The independent actions of member organisations should not jeopardise the charitable status of the company.

B Attendance at meetings by non-trustees

4. Any member of a MATA company, volunteer or a Friend of the Regal is permitted to attend and observe meetings of the trustees without giving advance notice.

5. They will not be allowed to speak unless they have been invited to the meeting specifically to ask their opinion or to seek information, or unless they have arranged with the Chairperson in advance to do so or are invited to do so through the chair.

6. The Chairperson has the authority to invite any individual to a meeting of Trustees, either on their own initiative or by resolution of the board. When the invitation is issued, it should be made clear to the individual whether they attend as:
   - a silent observer
   - A giver of information/opinion when asked by the chairperson
   - a full participator in discussion
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7. If confidential company matters are to be discussed, the chairperson can ask that non-trustees withdraw for that discussion.

C Personal Interest

8. A trustee is deemed to have a pecuniary interest if a matter arises the outcome of which could bring direct financial advantage or loss to the trustee or to a business or organisation with which they have a connection.

9. A trustee also has a personal interest if a matter arises which could affect the activities of a business or organisation, other than member organisations of MATA, with which they have a connection.

10. All such interests should be disclosed to the meeting before discussion commences.

Trustees who have declared a pecuniary interest must withdraw from the meeting until the item under discussion is completed.

11. Trustees who have declared a personal interest must also withdraw where that interest is deemed sufficient by a majority of trustees present to constitute a conflict of interests.

D Discussions and Debate

12. When speaking, all trustees should address the chairperson and not talk directly to each other across the table/floor.

13. The chairperson will ascertain the order in which trustees should be allowed to speak and will announce who is to speak next.

14. Trustees should be permitted to speak uninterrupted unless on a point of order or a point of information.

15. Points of order should be restricted to references to standing orders or the constitution and points of information made solely to correct misinformation and should not be used as a method of interrupting a speaker. The chairperson will control such interruptions by calling on the person who is permitted to speak next. The chairperson's ruling in these circumstances shall not be discussed.

16. Discussions will take place following the order of the agenda. The Chairperson has the authority, with the approval of the meeting, to re-order or prioritise the agenda for the better management of the meeting.

17. Discussion by trustees must keep within the current agenda item.

18. A trustee may propose a resolution on any topic which appears on the agenda.

19. A resolution shall not be discussed unless it has first received a proposer and seconder, whose names shall be recorded in the minutes.

20. Trustees can ask the Chairperson to put an item on the Agenda for discussion 7 days in advance of a meeting. Matters requiring discussion and resolutions will only be discussed if written information has been provided to all trustees at least one week before the meeting.

21. Matters tabled under Any Other Business which require discussion or resolutions will not normally be discussed until the following meeting to allow the circulation of relevant information.

22. Trustees wishing to raise matters under Any Other Business must give notice at the agenda preview at the start of the meeting. These should only be:
    - i) Emergency items for which it was impossible to request a proper agenda space in advance. Important discussions will normally either be prioritised in the main agenda or referred to the following meeting for proper consideration;
    - ii) Advance notice of matters to be discussed at a future meeting;
    - iii) Brief items of information which do not fit under any other agenda heading.

23. A proposer of a resolution or amendment will have a right of reply before a vote is taken.

24. A trustee can propose that a vote be taken at any time when it is their turn to speak. Provided that there is a seconder for the proposal, that the chairperson deems that

sufficient discussion has taken place and the rest of the meeting agrees, a vote is then taken.

25. A trustee can ask to be disassociated from any decision made by the board and their name recorded in the minutes.

26. An amendment to a resolution may be proposed. If it has a seconder it will be discussed and voted on before the main motion. If it is voted on and approved, the main motion will then be discussed in its amended form. Amendments are discussed and voted on in the reverse order in which they are proposed.

27. An amendment shall not have the effect of negating the main motion. Amendments shall be either;
    i) To leave out words;
    ii) To leave out words and insert or add others;
    iii) To insert or add words.

28. A resolution passed by the trustees shall not be discussed again or reversed within three months without notice to the Chairperson signed by two trustees.

29. The board of trustees may set up sub committees to expedite its business. They may be:
    i) Advisory committees to investigate any matter and report back to the Board. They will normally cease to function when their report has been delivered.
    ii) Standing committees to carry out the continuing work of the board.
    iii) Task groups delegated to carry out a particular task. They will normally disband when the task is complete.

30. When sub committees are set up, the terms of reference should be made clear by the board of trustees, and should include how far the sub committee can take executive action without reporting back to the board. Any budget for the activities of the sub committee and how that budget can be expended without further reference to the board should also be made clear. All terms of reference must be clearly minuted.

31. All sub committees should follow the main standing orders in their operation.

32. Sub committees may be composed of trustees or others who may be co-opted for their interest or expertise.

33. Minutes or notes of sub committee meetings should be presented to the trustees at the monthly board meeting for information.

34. Minutes of all main meetings of the Board of Trustees should be sent to trustees in advance of the next meeting. They should also be made available to volunteers by being placed in the appropriate folder in the Box Office. This should be made available to any volunteer or member organisation member upon request.

E The Chairperson's authority

35. The chairperson has the authority to act in the following way:
    i) To formulate the agenda for meetings 5 days in advance
    ii) To prioritise the agenda at the start of a meeting to meet contingencies as they arrive;
    iii) To move the discussion to the next item on the agenda;
    iv) To require speakers to keep their comments brief in order for the agenda to

be completed;

v) To summarise the main points of discussion before any vote is taken;

vi) To decide the most appropriate way to vote:
- By consensus; ‘on the nod;’ by asking ‘All in favour? Anyone against?’ The proposal is accepted if no one disagrees
- By acclamation; ‘All those in favour say “Aye”.’ Useful only where there are very clear majorities;
- Show of hands; must be used where a trustee so proposes. All financial and controversial decisions should use this method or a written vote and the numbers for, against and abstaining should be recorded in the minutes.
- By a poll or written vote where this is most appropriate

vii) To refuse to add new items to the agenda at the start of the meeting, even under Any Other Business, If the procedure for getting the item on the agenda in advance has not been followed.

viii) To bring the meeting to a close at the end of the agenda and announce the date and time of the next meeting.

ix) To require a trustee or other attender to comply with the constitution and standing orders;

x) To require a person who persistently ignores such a request to withdraw from the meeting;

xi) To suspend or adjourn a meeting in order to maintain orderly conduct.