

# Constitution

adopted on the 5<sup>th</sup> day of September 2014.

## A Name.

The name of the Association is "Maidenhead and District Arts Council" ("Maidenhead Arts or MA").

## B Administration.

Subject to the matters set out below MA and its property shall be administered and managed in accordance with this Constitution by the Members of the Executive Committee, constituted by clause G of this Constitution ("the Executive Committee").

## C Objects.

MA's Objects ("the Objects") are:

- (i) to advance the education of the public in the Maidenhead area of the Royal Borough of Windsor and Maidenhead in the appreciation of and participation in the Arts;
- (ii) to provide or assist with the provision of facilities and resources available to the aforementioned public for the appreciation of and participation in the Arts.

## D Powers.

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (iii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (iv) power to appoint, constitute and dismiss such advisory committees as the Executive Committee may think fit;
- (v) power to do all such other lawful things as are necessary for the achievement of the Objects.

## E Membership.

- (1) There are two categories of Membership, both of which are embraced by use in this Constitution of the unqualified term "Member":
  - (i) **Full.** This is open to any not-for-profit individual, group or organisation, based and operating primarily in the Maidenhead area of the Royal Borough of Windsor and Maidenhead, who or which is interested in furthering the Objects of MA and has paid such subscription as has been determined from time to time by the Executive Committee, hereinafter described as a "Full Member". Full Members will have access to hiring the facilities at Norden Farm according to the special scale for members of MA agreed with Norden Farm from time to time, provided that in the event of limited availability at Norden Farm preference will be given on the basis of length of Membership of MA. Full Members will also be entitled to a dedicated page on the MA website together with access to the MA events diary and social media pages.
  - (ii) **Associate.** This is open to any individual, group or organisation, whether corporate or unincorporated, including commercial and professional artists, who or which is interested in furthering the work of MA and have paid such subscription as has been determined from time to time by the Executive Committee, hereinafter referred to as an "Associate Member". Associate Members will be registered on a professional directory listing on the MA website but will not have a dedicated page on the website; they will also have access to the MA social media pages.
- (2) Every Member, whether Full or Associate, shall have one vote.
- (3) Each Full or Associate Member group or organisation shall appoint a representative from its own membership to attend and vote on its behalf at meetings of MA and may appoint an alternate so to do on occasions when the representative is unable to attend; the names of such representatives and alternates shall be notified to the MA Secretary.
- (4) If a representative or alternate leaves the Member group or organisation his or her representative capacity with MA shall thereby cease.

- (5) Any Member may be removed from MA if the Executive Committee shall for good reason unanimously agree, provided that such Member shall have the right, accompanied by a friend entitled to speak on the Member's behalf if so wished by the Member, to be heard by the Executive Committee before a final decision is made.
- (6) Every new Member must declare on application, their affiliation to one of three categories: Performing Arts, Visual Arts or Other Interests.
- (7) The Executive Committee shall have the power to approve or reject all new applications for Membership and determine the applicant's eligibility for acceptance, for example whether they are Maidenhead-based, and whether they are eligible for Full or Associate membership.

## **F Honorary Officers.**

At the Annual General Meeting of MA the Members shall elect from amongst the Full Members only a Chairman, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting and agree to act as the Trustees of the charity. Nominations for these Officer posts must be notified to the Secretary, together with the names of their proposer and seconder, in advance of the Annual General Meeting.

## **G Executive Committee.**

- (1) In order to ensure a balanced regulation of the affairs of MA each Member of the Executive Committee other than the two appointed Borough Councillors shall be designated as being aligned to a Performing Arts category or Visual Arts category or a Other Interests category and shall be so identified on proposal for election to the Executive Committee in order that no aligned category shall amount to more than 40% of the total aligned representation on the Executive Committee. Any co-opted Members of the Committee who are so aligned shall not be subject to the same computation as their co-option would normally be for a specific purpose. Notwithstanding such identification of alignment, all Members of the Executive Committee shall act as a voting Member thereof in pursuance of the Objects and in the interests of MA as a whole and not of any particular category thereof.
- (2) Subject always to the preceding paragraph, the Executive Committee shall consist of:
  - The Honorary Officers specified in the preceding clause;
  - Two Borough Councillors appointed by the Council of the Royal Borough of Windsor and Maidenhead;
  - Not less than three and not more than eight elected Members being, either nominated for election by a Member group or organisation (not more than one from any one group or organisation), or individual Members, who shall each have been nominated for election by three voting Members. (All nominees will be required to supply a biography to inform those voting at the AGM.)
- (3) On election all members of the Executive Committee will be asked to sign a declaration, see clause G(8) below, that they are not representing any particular group or genre, but will act in the interests of the charity and the local artistic community as a whole.
- (4) The Executive Committee may in addition appoint and dismiss Co-opted Members provided that, as a result of such co-option, not more than one third of the Members of the Executive Committee would be Co-opted Members. Each appointment of a Co-opted Member shall be made at a special meeting of the Executive Committee called under clause J(1) and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (5) All Members of the Executive Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (6) The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a Member.
- (7) Nobody shall be appointed as a Member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (8) No person shall be entitled to act as a Member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of MA and comply therewith.

## **H Termination of Membership of Executive Committee.**

A Member of the Executive Committee shall cease to hold office if he or she:

- (i) is disqualified from acting as a Member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (iii) is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
- (iv) notifies to the Executive Committee a wish to resign (but only if at least three Members of the Executive Committee will remain in office when the notice of resignation is to take effect).

**I Executive Committee Members not to be personally interested.**

No Member of the Executive Committee shall acquire any interest in property belonging to MA (other than as a trustee for MA) or receive remuneration or be interested (otherwise than as a Member of the Executive Committee) in any contract entered into by the Executive Committee.

**J Meetings and Proceedings of the Executive Committee.**

- (1) The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two Members of the Executive Committee upon not less than 4 days' notice being given to the other Members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted Member then not less than 21 days' notice must be given.
- (2) The Chairman shall act as Chairman of the Executive Committee. If the Chairman is absent from any meeting, the Members of the Executive Committee present shall choose one of their number to be Chairman of the meeting before any other business is transacted.
- (3) There shall be a quorum when at least one third of the number of Members of the Executive Committee for the time being or three Members of the Executive Committee, excluding appointees, whichever is the greater, are present at a meeting, provided always that elected Members are in the majority.
- (4) Except as prescribed in Clause E(5) every matter shall be decided by a majority of votes of the Members of the Executive Committee present and voting on the question but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- (5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- (6) The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- (7) The Executive Committee may appoint and dismiss one or more sub-committees consisting of three or more Members of the Executive Committee for the purpose of making any enquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.

**K Receipts and expenditure.**

- (1) The funds of MA, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of MA at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by two Members of the Executive Committee.
- (2) The funds belonging to MA shall be applied only in furthering the Objects.

**L Property.**

- (1) Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - (i) all land held by or in trust for MA which is not vested in the Official Custodian for Charities; and
  - (ii) all investments held by or on behalf of MA;to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its Members.
- (2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for MA to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a Member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee of the Executive Committee, and may pay such nominee reasonable and proper remuneration for acting as such.

**M Accounts.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (i) the keeping of accounting records for MA;
- (ii) the preparation of annual statements of account for MA;
- (iii) the auditing or independent examination of the statements of account of MA; and
- (iv) the transmission of the statements of account of MA to the Charity Commission.

**N Annual Report.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commission.

## **O Annual Return.**

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commission.

## **P Annual General Meeting.**

- (1) There shall be an Annual General Meeting of MA which shall be held in the month of May in each year or as soon as practicable thereafter.
- (2) Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all Members of MA.
- (3) The Chairman shall be the Chairman of the Annual General Meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chairman of the meeting.
- (4) The Executive Committee shall present to each Annual General Meeting the reports and accounts of MA for the preceding year.
- (5) Nominations for election to the Executive Committee including Honorary Officers must be made by Members in writing and must be in the hands of the Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot. Should vacancies exceed nominations, those nominated shall be declared elected and further nominations sought and elected from the Members present.
- (6) All Members both Full and Associate shall be entitled to vote.

## **Q Special General Meetings.**

The Executive Committee may call a special general meeting of MA at any time. If at least six Members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **R Procedure at General Meetings.**

- (1) The Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of MA.
- (2) There shall be a quorum when at least one tenth of the number of Members of MA for the time being or ten Members of MA, whichever is the lesser, have representatives as prescribed in Clause E paras (4) and (5) present at any general meeting.

## **S Notices.**

Any notice required to be served on any Member, representative or Executive Committee Member shall be served by the Secretary or the Executive Committee either personally or by registered e-mail or by sending it through the post in a prepaid letter addressed to such organisation or individual at their last known address in the United Kingdom, and any notice so sent shall be deemed to have been received within 10 days of posting.

## **T Alterations to the Constitution.**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the Members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause A (Name), clause C (Objects), clause I (Personal Interest), clause U (Dissolution) or this clause without the prior consent in writing of the Charity Commissioners.
- (3) No amendment may be made which would have the effect of making MA cease to be a charity at law.
- (4) The Executive Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

## **U Dissolution.**

- (1) If the Executive Committee decides that it is necessary or advisable to dissolve MA it shall call a meeting of all Member Organisations' Representatives, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two thirds of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of MA. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of MA as the Representatives may determine or failing that shall be applied for some other charitable purpose as may be advised by the Charity commission.
- (2) A copy of the statement of accounts for the final accounting period shall be sent to the Charity Commission.