

## **CONSTITUTION**

Adopted on the 20<sup>th</sup> December 2012

### **1 Adoption of the constitution**

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

### **2 Name**

The association's name is the **Worth Valley Storytelling Guild**

### **3 Objects**

The objects of the association is to encourage and facilitate the art of storytelling in all its forms by, though not limited to

- a) advancing the education of the art, practice and value of oral storytelling
- b) supporting the use of storytelling as a method of education in its own right
- c) engaging the community through the performance of oral narrative traditions, storytelling and stories
- d) promoting awareness of and widening access to the oral traditions of all the peoples and cultures of the world by working with existing community groups

### **4 Application of income and property**

(1) The income and property of the association shall be applied solely towards the promotion of the objects.

(a) A committee member is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.

(b) A committee member may benefit from indemnity insurance cover purchased at the association's expense in accordance with, and subject to the conditions in section 189 of the Charities Act 2011.

(2) None of the income or property of the association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a committee member from receiving reasonable and proper remuneration for any goods or services supplied to the association.

### **5 Benefits and payments to committee members and connected persons**

(1) General provisions

No committee member or connected person may:

(a) buy or receive any goods or services from the association on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the association;

(c) be employed by, or receive any remuneration from the association;

(d) receive any other financial benefit from the association;

Unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

### (2) Scope and powers permitting committee members’ or connected persons’ benefits

(a) A committee member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the association where that is permitted in accordance with, and subject to the conditions in section 185 of the Charities Act 2011.

(b) Subject to sub-clause (3) of this clause a committee member or connected person may provide the association with goods that are not supplied in connection with services provided to the association by the committee member or connected person.

(c) A committee member or connected person may receive interest on money lent to the association at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

(d) A committee member or connected person may receive rent for premises let by committee member or connected person to the association. The amount of rent and the other terms of the lease must be reasonable and proper. The committee member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

(e) A committee member or connected person may take part in the the normal trading and fundraising activities of the association on the same terms as members of the public.

### (3) Payment for the supply of goods only – controls

The association and its committee members may only rely upon the authority provided in sub-clause 2(b) of this clause if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the association and the committee member or connected person supplying the goods (“the supplier”) under which the supplier is to supply the goods in question to or on behalf of the association.

(b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

(c) The other committee members are satisfied that it is in the best interests of the association to contract with the supplier rather than contract with someone who is not a committee member or connected person. In reaching that decision the committee members must balance the advantage of contracting with a committee member or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of the meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the association.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of committee members is present at the meeting.

(f) The reasons for their decision is recorded by the association in the minute book.

(g) A majority of the committee members then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

(a) "the association" includes any company in which the association:

(i) holds more than 50% of the shares; or

(ii) controls more than 50% of the voting rights attached to the shares; or

(iii) has the right to appoint one or more committee members to the board of the company.

(b) "connected person" includes any person within the definition set out in clause 34 (Interpretation).

## **6 Dissolution**

(1) If the members resolve to dissolve the association, the committee members will remain in office as trustees and be responsible for winding up the affairs of the association in accordance with this clause.

(2) The trustees must collect in all the assets of the association and must pay or make provision for all liabilities of the association.

(3) The trustees must apply any remaining property or money:

(a) directly for the objects;

(b) by transfer to any charity or charities for purposes the same or similar to the association;

(c) in such other manner as the Charity Commission for England & Wales ("the Commission") may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the association specifying the manner in which the trustees are to apply the remaining property or

assets of the association and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself a charity).

## **7 Amendment of constitution**

(1) The association may amend any provision contained in Part 1 of this constitution provided that:

(a) no amendment may be made that would have the effect of making the association cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the association;

(c) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

## **Part 2**

### **8 Membership**

(1) Membership is open to individuals of any age or organisations who are approved by the committee.

(2) (a) The committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application.

(b) The committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The committee must consider any written representations the applicant may make about the decision. The committee's decision following any representations must be notified to the applicant but shall be final.

(3) Membership is not transferable to anyone else.

(4) The committee must keep a register of names and addresses of the members which must be made available to any member upon request.

### **9 Termination of membership**

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the association unless, after the resignation, there would be less than two members;

(3) the member is removed from membership by a resolution of the committee that it is in the best interests of the association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty-one days' notice in writing of the meeting of the committee at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the association) has been allowed to make representations to the meeting.

## **10 General meetings**

(1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

(2) All general meetings other than annual general meetings shall be called special general meetings.

(3) The committee may call a special general meeting at any time.

(4) The committee must call a special general meeting if requested to do so in writing by at least one tenth of the membership. The request must state the nature of the business that is to be discussed. If the committee fails to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

## **11 Notice**

(1) The minimum period of notice required to hold any general meeting of the association is fourteen days from the date on which the notice is deemed to have been given,

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the committee.

## **12 Quorum**

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) 3 members entitled to vote upon the business to be conducted at the meeting; or

(b) one tenth of the total membership at the time,

whichever is the greater.

(3) The authorised representative of a member organisation shall be counted in the quorum.

(4) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

The meeting shall be adjourned to such time and place as the committee shall determine.

(5) The committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present shall constitute the quorum for that meeting.

### **13 Chair**

(1) General meetings shall be chaired by the person who has been elected as Chair.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a committee member nominated by the committee shall chair the meeting.

(3) if there is only one committee member present and willing to act, he or she shall chair the meeting.

(4) if no committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

### **14 Adjournments**

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date, time and place of the meeting.

### **15 Votes**

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(2) A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it

been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

#### **16 Representatives of other bodies**

(1) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.

(2) The organisation must give written notice to the association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the association. The nominee may continue to represent the organisation until written notice to the contrary is received by the association.

(3) Any notice given to the association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked, The association shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### **17 Officers and committee members**

(1) The association and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution.

(2) The association shall have the following officers:

(a) A chair

(b) A secretary

(c) A treasurer

(3) A committee member must be a member of the association or the nominated representative of an organisation that is a member of the association.

(4) No one may be appointed a committee member if he or she would be disqualified from acting under the provisions of clause 20.

(5) The number of committee members shall not be less than three but (unless otherwise determined by a resolution of the association in general meeting) shall not be subject to any maximum.

(6) A committee member may not appoint anyone to act on his or her behalf at meetings of the committee.

#### **18 Appointment of committee members**

(1) The association in general meeting shall elect the officers and the other committee members.

(2) The committee members may appoint any person who is willing to act as a committee member. Subject to clause 5(b) of this clause, they may also appoint committee members to act as officers.

(3) Each committee member shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a committee member or an officer at any annual general meeting unless prior to the meeting the association is given a notice that:

(a) is signed by a member entitled to vote at the meeting;

(b) states the member's intention to propose the appointment of a person as a committee member or an officer;

(c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5) (a) The appointment of a committee member, whether by the association in general meeting or by the other committee members, must not cause the number of committee members to exceed any number fixed in accordance with this constitution as the maximum number of committee members.

(b) The committee members may not appoint a person to be an officer if as person has already been elected or appointed to that office and has not vacated the office.

#### **19 Powers of committee members**

(1) The committee members must manage the business of the association and have the following powers in order to further the objects (but not for any other purpose):

(a) to raise funds. In doing so the committee members must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the association. In exercising this power, the committee must comply as appropriate with sections 117 – 122 of the Charities Act 2011;

(d) to borrow money and charge the whole or any part of the property belonging to the association as security for repayment of the money borrowed. The committee must comply as appropriate with sections 124 – 126 of the Charities Act 2011, if they intend to mortgage land;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;

(g) to acquire, merge with or enter into any partnerships or joint venture arrangement with any other charity formed for any of the objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(i) to obtain and pay for such goods and services as are necessary for carrying out the work of the association;

(j) to open and operate such bank and other accounts as the committee considers necessary and to invest such funds;

(k) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the committee.

(3) Any meeting of the committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the committee.

## **20 Disqualification and removal of committee members**

A committee member shall cease to hold office if he or she:

(1) is disqualified from acting as a committee member by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the association;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a committee member by notice to the association (but only if at least two committee members will remain in office when the notice of resignation is to take effect); or

(5) is absent without the permission of the committee from all their meetings held within a period of six consecutive months and the committee resolves that his or her office be vacated.

## **21 Proceedings of committee members**

(1) The committee members may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any committee member may call a meeting of the committee.

(3) The secretary must call a meeting of the committee if requested to do so by a committee member.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the committee unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be two or the number nearest to one-third of the total number of committee members, whichever is the greater or such larger number as may be decided from time to time by the committee.

(8) A committee member shall not be counted in the quorum present when any decision is made about a matter upon which that committee member is not entitled to vote.

(9) If the number of committee members is less than the number fixed as the quorum, the continuing committee members may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair committee meetings.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the committee members present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the committee members.

(13) A resolution in writing signed by all the committee members entitled to receive notice of a meeting of the committee or of a sub-committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a committee meeting or (as the case may be) sub-committee meeting duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more committee members.

## **22 Conflicts of interests and conflicts of loyalties**

A committee member must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or arrangement entered into by the association which has not been previously declared; and

(2) absent himself or herself from any discussion of the committee members in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

Any committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the committee members on the matter.

## **23 Saving provisions**

(1) Subject to sub-clause (2) of this clause, all decisions of the committee, or a sub-committee, shall be valid notwithstanding the participation in any vote of a committee member:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that committee member and that committee member being counted in the quorum, the decision has been made by a majority of the committee members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee or sub-committee if, but for sub-clause (1), the resolution would have been void, or if the committee member has not complied with clause 22 (Conflicts of interest and conflicts of loyalties).

#### **24 Delegation**

(1) The committee may delegate any of their powers or functions to a sub-committee of two or more committee members but the terms of any such delegation must be recorded in the minute book.

(2) The committee may impose conditions when delegating, including the conditions that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- (b) no expenditure may be incurred on behalf of the association except in accordance with a budget previously agreed with the committee.

(3) The committee may revoke or alter a delegation.

(4) All acts and proceedings of any sub-committees must be fully and promptly reported to the committee.

#### **25 Irregularities in proceedings**

(1) Subject to sub-clause (2) of this clause, all acts done by the committee, or a sub-committee, shall be valid notwithstanding the participation in any vote of a committee member:

- (a) who is disqualified from holding office;
- (b) who had previously retired or who had been obliged by this constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that committee member and that committee member being counted in the quorum, the decision has been made by a majority of the committee members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a committee member to keep any benefit that may be conferred upon him or her by a resolution of the committee or sub-committee if, but for sub-clause (1), the resolution would have been void.

(3) No resolution or act of

(a) the committee

(b) any sub-committee

(c) the association in general meeting

Shall be invalidated by reason of the failure to give notice to any committee member or be reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the association.

### **26 Minutes**

The committee must keep minutes of all:

(1) appointments of officers and committee members made by the committee;

(2) proceedings at meetings of the association;

(3) committee meetings and sub-committee meetings including:

(a) the names of committee members present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.

### **27 Accounts**

(1) The committee must comply with its obligations with regard to the keeping of accounting records of the association.

(2) The annual accounts must be prepared in accordance with recognised accounting standards.

### **28 Property**

(1) The committee must ensure the title to:

(a) all land held or in trust for the association that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the association, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustee must provide that they may act only in accordance with lawful directions of the committee and that if they do so they will not be liable for the acts and defaults of the committee or the members of the association.

(3) The committee may remove the holding trustees at any time.

### **29 Repair and insurance**

The committee must keep in repair and insure to their full value against fire and other usual risks all the buildings of the association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public and employer's liability.

### **30 Notices**

(1) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

(b) given using electronic communications.

(2) The association may give any notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope, addressed to the member at his or her address; or

(c) by leaving it at the address of the member; or

(d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.

(4) A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(5) (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

### **31 Rules**

(1) The committee may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members to the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the association in relation to one another and to the associations employees and volunteers;
  - (c) the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the committee in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records. (If regulations made under this clause permit records of the association to be kept in electronic form and require a committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The committee members must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the association.
- (5) The rules or bye-laws shall be binding on all members of the association. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

### **32 Disputes**

If a dispute arises between members of the association about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties must first try in good faith to settle the dispute by mediation before resorting to litigation.

### **33 Interpretation**

In this constitution "connected person" means:

- (1) a child, parent, grandchild, grandparent, brother or sister of a committee member;
- (2) the spouse or civil partner of the committee member or any person falling within sub-clause (1) above;
- (3) a person carrying on a business in partnership with the committee member or with any person falling within sub-clause (1) or (2) above;
- (4) an institution which is controlled –
  - (a) by a committee member or any connected person falling within sub-clause (1), (2) or (3) above;or

(b) by two or more persons falling within sub-clause (4)(a), when taken together

(5) a body corporate in which –

(a) the committee member or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or

(b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.

(6) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

### **Signatures**

J.T. Pickles

A. Sargent

S. Sargent

J. Atkins

C. Melia