

Oswestry & District Arts Association Constitution

1. The name of "The Association" is **THE OSWESTRY AND DISTRICT ARTS ASSOCIATION**.
2. "The Objects" of The Association are the fostering, promotion, maintenance, improvement, development, extension, appreciation, knowledge, and understanding of the Arts and the facilitation and improvement of their accessibility among people in "the area of benefit", that is to say the district administered by The Council of the Borough of Oswestry.
 - 2.1 The Association has the power in pursuit of and connection with The Objects set out in 2 above:
 - 2.1.1 to act as co-ordinating body for and of individuals and organisations whether amateur or professional in relation to activities which promote or are in pursuance of The Objects of The Association in the area of benefit;
 - 2.1.2 to provide the means of liaison between the individuals and organisations referred to in 2.1.1 and Local Authorities or other funding or advisory bodies;
 - 2.1.3 to establish encourage and further the work of charitable bodies which will promote or assist in promoting The Objects of The Association ;
 - 2.1.4 to present or assist in presenting public concerts, dramatic performances, recitals, art exhibitions, lectures, arts festivals, and other arts events;
 - 2.1.5 to bring or assist in bringing to the attention of the people in the area of benefit the work of creative artists in all branches of the Arts;
 - 2.1.6 to do all such other things as are necessary to achieve the objects as amplified by sub-clauses 2.1. to 2.1.5 above, provided they are charitable.
3. Membership of The Association is open to all individuals and organisations within the area of benefit.
 - 3.1 The Association can fix from time to time categories of membership and levels of annual subscription for each such category.
 - 3.2 There will be two categories of membership. Full Members and Associate Members.

Full Members are defined as: -

Local Authorities providing grant aid.

Organisations with artistic aims within the area of benefit which qualify in accordance with clause 3.3.2

Individuals who are committed to the furtherance of the arts and are elected to full membership by The Association.

Associate Members are defined as: -

Organisations who have not qualified for full membership under Article 3.2.2.

Associate Members are not eligible to vote at Meetings of the Association.

- 3.2.1 Member organisations are entitled to attend meetings of "The Association II through one representative individual. The names of organisations which so qualify during the currency of this constitution appear in the First Schedule below. In addition, organisations with Associate Membership can attend for the purpose of making applications for financial assistance, and can be heard on other topics, in the discretion of the chairman of the meeting.
- 3.2.2 Organisations with artistic aims within the area of benefit can apply to the Secretary of the Association, on the form prescribed from time to time, for Associate Membership. A copy of this form appears in Part A of the fourth schedule below. These organisations must be granted full membership on attending (through a representative individual) two consecutive meetings of The Association, provided The Association is satisfied that its aims qualify it for membership. At the time full membership is granted the Secretary shall add the name of the organisation to the First Schedule.

Each Local Authority from time to time providing grant aid to The Association may appoint a representative or representatives until the next AGM of the Association after their nomination. The names of the Local Authorities which so qualify during the currency of this constitution and the number of the representatives which each may appoint are: -

The Council of The Borough of Oswestry -three representatives;
Oswestry Town Council -two representatives; and
Shropshire County Council -one representative.

- 3.4 The number of individual members shall not represent more than one quarter of the number of the Association (including themselves).
- 3.4.1 Individual members may serve for two years, they are eligible for re-election.
- 3.4.2 The names of individual members of The Association from time to time during the currency of this constitution appear in the Second Schedule below.

Termination of membership .

4. Membership of The Association shall cease:
 - 4.1 In the case of an individual member:
 - 4.1.1 If the member gives written notice of resignation to the Secretary , at the date stipulated, or if no date is given, forthwith;
 - 4.1.2 If the member fails to pay any subscription levied by The Association within three months of its becoming due;
 - 4.1.3 If the member is convicted during membership of any offence of dishonesty.
 - 4.2 In the case of an organisation:
 - 4.2.1 If no representative attends three consecutive meetings of The Association.
 - 4.2.2 If The Executive Committee decides (having observed the principles of natural justice) that organisation has obtained financial assistance from The Association on the basis of dishonestly false information or has applied such financial assistance for purposes inconsistent with those for which it was sought and/or inconsistent with The Objects of The Association.
 - 4.2.3 In the case of a Local Authority its right to appoint representatives to The Association may lapse (at the discretion of The Association) if no grant aid (or other assistance deemed to entitle such nomination) is paid to The Association by that Local Authority for two consecutive financial years.

Voting rights.

5. At meetings of The Association, each representative appointed by a Local Authority who is present is entitled to one vote, each organisation with full membership is entitled to one vote as long as it is represented at that meeting by one of its recognised members, and each individual member who is present entitled to one vote.
 - 5.1 No member (of any category) or Local Authority appointee is entitled to vote on any proposal or resolution in which any financial benefit might accrue to the individual, the Local Authority, or the organisation which is represented and this possible benefit must be declared to the person chairing the meeting as soon as it becomes apparent to the member, Local Authority representative or representative concerned.
 - 5.2 Although one person can represent more than one organisation (as long as he is a recognised member of each) or can represent more than one Local Authority, or can represent an organisation and a Local Authority, he may only cast one vote (and must not do this if Clause 5.1 above applies to them in any capacity).

- 5.3 In the event of an equality of votes the person chairing any meeting has a second, or casting, vote.
- 5.4 Under no circumstances shall any vote be cast by proxy.

Officers and servants.

- 6.1 The members of The Association shall elect at the AGM a Chairman, a Vice-Chairman, and such other honorary officers as The Association may from time to time decide.
- 6.2 The Association may appoint at the AGM a Secretary, a Treasurer, and such other servants as it may think necessary and may fix their remuneration and terms of appointment.
- 6.3 The Chairman, Vice-Chairman, and any other honorary Officers, must retire each year at the AGM, but (subject as follows) are eligible for re-election. They must not serve for more than three years consecutively in anyone office.
- 6.4 The Secretary, Treasurer, and any other appointed officers or servants, must retire each year at the AGM but are eligible for re-appointment without restriction on the number of consecutive years for which they can be appointed.

Structure and Meetings.

- 7. The Association must hold three Ordinary Meetings in each year at a time and place fixed at the previous meeting.
 - 7.1.1 The AGM of The Association shall be held each year at a time and place to be decided by The Executive Committee, and within fifteen months of the previous AGM. The business must include consideration of an Annual Report of the work done by and under the auspices of The Association delivered by or on behalf of the outgoing Chairman and of the audited accounts (including those of sub-committees) for the last complete financial year, and the appointment of Auditors for the accounts of The Association for the following year.
 - 7.1.2 The AGM must elect "The Executive Committee" consisting of the Chairman and Vice-Chairman, (both ex officio) and five members.
 - 7.1.3 There must be within the Executive Committee at least one local authority representative, one individual member, and one person representing a member organisation, with a view to the make-up of The Executive Committee reflecting the make-up of The Association.
 - 7.1.4 If there is any sub-committee of which a member has not already been elected to The Executive Committee, that sub-committee may request to send a representative to be in attendance at any meeting of The Executive Committee (and that request should not be unreasonably refused) and The

Executive Committee may require a representative of that sub-committee to attend at any of its meetings.

- 7.1.5 It is among other things the function of The Executive Committee to scrutinise and approve, reject, or approve modified as it thinks fit, applications for financial assistance which shall be submitted to the Secretary from time to time on the prescribed form which appears in part B of the Third Schedule below.
- 7.1.6 The Executive Committee must meet not less than six times in each calendar year .
- 7.1.7 The Executive Committee must make for itself such Standing Orders as will enable the conduct of the business entrusted to it to be carried out speedily, fairly, and efficiently and must keep proper minutes and other appropriate records of its proceedings.
- 7.1.8 The Secretary must give all members at least fourteen days' written notice, at the last address for each of which the Secretary has notice, of the Annual General Meeting and of any Special General Meeting.
- 7.1.9 The secretary must give seven days t written notice of meetings of The Association to individual members, Local Authority appointees and the person usually representing each member organisation (unless he has been requested in writing to notify an officer of that organisation).
- 7.1.1 A Special General Meeting must be called by the Secretary on seven days' written demand of five members or of the Chairman sent to the Secretary .
- 7.2 The proceedings of The Association are not invalidated by any failure to appoint or replace or by any irregularity in the appointment election or qualification of any member, appointee, or officer .

Powers duties and delegation.

- 8. The Association can delegate any of its powers to The Executive Committee and/or to sub-committees, which must be elected from among its own membership, apart from the exception contained at Clause 8.5 below
- 8.1 The Executive Committee must report back to The Association at its next meeting on all decisions it takes.
- 8.2 There may be a sub-committee with a membership of not more than six called "Oswestry Promotions Committee" to which can be delegated the duty and power to carry into effect the provisions of Clause 2.1.4 above.
- 8.3 There may be a sub-committee with a membership of not more than six called "The Arts Development Group" to which can be delegated the duty and power to carry into effect the provisions of Clauses 2.1.3, and 2.1.4 (insofar as not covered by Oswestry Promotions Committee), and 2.1.5 above.

- 8.4 There may be such other sub-committees as The Association decides from time to time.
- 8.5 Sub-committees may be comprised of any combination of representative members, individual members and Local Authority appointees and may co-opt one person (included among the total membership of not more than six) from outside the association for the better performance of its functions.
- 8.6 Each sub-committee must report back to The Association at its next meeting on the content of any meetings it has held.
- 8.7 Sub-committees must be elected by the Annual General Meeting and serve for one year .
- 8.8 Members of sub-committees are eligible for re-election without restriction on the number of consecutive years for which they can be re-elected.
- 8.9 All financial transactions relating to a sub-committee must be through an account in the name of The Association (which may carry an appropriate designation) .

Quorum.

- 9.1 The quorum for any General Meeting of The Association is one third of its current membership at the date of giving notice of that General Meeting (including representative and individual members and Local Authority appointees).
- 9.2 The quorum for The Executive Committee is four and for a sub-committee is three.
- 9.3 For the avoidance of doubt, quora must be calculated only counting each person present as one, whether or not any represents more than one organisation or Local Authority or represents such a body as well as holding individual membership or membership by virtue of co-option.

Finance and Property.

- 10.1 The Association can raise money through income generation, by charging membership fees, by receiving donations or legacies, by applying for and taking up grants and other financial assistance from Local Authorities, The Arts Council or bodies receiving funding from The Arts Council or otherwise from Government sources, and has power to borrow money.
- 10.2 The income and property of The Association arising from whatever source must be applied solely towards fulfilment of The Objects of The Association. No person may profit from that income and/or property except by way of financial assistance properly granted by or on behalf of The Association, or by way of honorarium paid to an officer as allowed by this constitution, or by way of reimbursement of out-of-pocket expenses to any person incurred

on behalf of The Association.

- 10.3 The Association can appoint not less than three trustees, or a Custodian Trustee or a trust corporation, to hold any property belonging to or held in trust for The Association or, with his consent transfer to the Official Custodian for Charities personal property within the meaning of S.16 (2) of the Charities Act 1960 and make application for an order vesting any such property in him.

Definition of "Year".

11. The Association's year runs from April 1st to March 31st. At least once in every year the accounts of The Association must be audited by one or more qualified auditors.
- 12.1 Alterations to this Constitution can only be made at a General Meeting The Association of which, and, of any resolution intended to make any s alteration, twenty one days' written notice has been given.
- 12.2 Any member or Local Authority appointee intending to propose a resolution intending to alter this constitution must give a copy of its intended wording to the Secretary not less than seven clear days before the last day on which the Secretary must give notice of the meeting for this purpose.
- 12.3 Any resolution which will alter this constitution if passed must receive two thirds of votes cast at that General Meeting.
- 12.4 No alteration to Clause 2 above can be made without the approval of the Court or of the Charity Commissioners or of another authority with sufficient charitable jurisdiction.

Dissolving the Association

- 13.1 Any resolution to dissolve The Association must meet the conditions in Clauses 12.1, 12.2 and 12.3 above before being voted upon at General Meeting of The Association.
- 13.2 Any such resolution may give instructions for the disposal of any assets held by or in trust for The Association, but any surplus remaining after liabilities of The Association have been met must not be distributed to members.
- 13.3 Any such surplus must be transferred to a body or bodies with charitable status and objects similar to The Objects of The Association after the consent of the Court, of the Charity Commissioners, or of another body with sufficient charitable jurisdiction, has been obtained.

Interpretation

- 14.1 The Interpretation Act 1889, or any subsequent amendment, re-enactment or

- 14.2 Underlined headings are for the purpose of easy reference only and must be disregarded in seeking interpretation of this constitution.

Dates of Constitutional Amendments:

28th April 1994 14th June 1991 December 1986

SCHEDULE ONE to the CONSTITUTION

List of Organisations whose representatives have full voting rights

Oswestry Borough Council 3 representatives

Oswestry Town Council 2 representatives

One representative only

Attfield Theatre Club, The Society of Artists ,The Caladonian Society, Cantiones, Sacrae, The Choral Society, Croesoswallt Handbell Ringers, Croesoswallt Brass and Wind Group, Ifton Welfare Band, The King swell Centre, The Operatic Society, Oswestry State Theatre Company, The Orthopaedic Hospital Drama Society, The Orthopaedic Male Voice Choir, Oswestry Sinfonia, Oswestry Photographic Society, Porthywaen Silver Band, The Recorded Music Society, Rhyn Park School, Ruyton Amateur Theatrical Society, Shropshire Libraries, Borderland Y.F.C.