

## CONSTITUTION OF THE STEVENAGE FESTIVAL

1. **NAME:** The name of the Association shall be "Stevenage Festival", hereinafter called the "Association".
2. **OBJECTIVES:** The objectives of the Association shall be the following:

To advance the education of the general public in the Borough of Stevenage in the arts, particularly through the running of the Stevenage Festival.
3. **MEMBERSHIP:** Membership of the Association shall be of three forms:
  - a. **COMMITTEE MEMBERSHIP**, open to persons over the age of EIGHTEEN and wishing to be active in developing and delivering the festival. Such members shall be called FULL MEMBERS. Full members shall each have one vote.
  - b. **HONORARY GROUP MEMBERSHIP**, open to bodies formed or located in the Borough of Stevenage for the furtherance of an arts or leisure activity. Groups who participate in the festival shall automatically be admitted to group membership. Such members shall be called GROUP MEMBERS. Each group has one vote.
  - c. **ASSOCIATE MEMBERSHIP**, open to anyone residing in Stevenage Borough having sympathy with the objectives of the Association. Associate members shall have no votes.

The Executive Committee may unanimously and for good reason terminate the membership of any individual or member organisation. Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
4. **CONDUCT:** The Association shall be non-profit making. The Association shall actively seek at all times to eliminate all forms of discrimination from its programme of activities.
5. **THE COMMITTEE:** A properly constituted Committee shall be formed to consist of not more than twelve and not less than five Full Members. The Committee for the period to November 2000 has been established. For future periods, the Association shall, at a general meeting held during the last quarter of 2000 and every other year thereafter, appoint from its Full and Associate Members, a Chairman, Treasurer, Secretary and ordinary committee members.

6. **COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED:**
  - a. No member of The Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration (apart from reasonable out of pocket expenses incurred on behalf of the Association) or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
  - b. Any member of the Executive Committee for the time being who is a solicitor, accountant, or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity. Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration or that of his or her firm, is under discussion.
7. **PERIOD OF SERVICE:** All members of the Committee shall retire at the Biennial general meeting following a festival and be eligible for re-election by those FULL MEMBERS and GROUP MEMBERS in attendance at the General Meeting.
8. **CO-OPTED MEMBERS:** The Committee shall have the power to co-opt not more than three members for stated purposes identified by the Committee.
9. **SUB-COMMITTEES:** The Committee shall have the power to appoint Sub-committees to address specific tasks identified by the Committee.
10. **QUORUM:** A quorum for a Committee meeting shall consist of FOUR members of whom TWO shall be elected officers of the Association. If any member fails to attend three consecutive meetings without reasonable cause, that member may be asked to retire.
11. **COMMITTEE DUTIES:** The duties of the Committee shall be as follows:
  - a. To hold meetings as necessary to ensure that the objectives of the Association are being furthered.
  - b. To maintain a faithful record of the business transacted by the Committee on behalf of the Association and to issue minutes to Committee members.
  - c. To take responsibility for the finance of the Association, and any equipment, property, etc that it may acquire. This shall include the maintenance of proper financial statements of the Association's activities.
  - d. To liaise with statutory and other bodies as and when necessary, in the furtherance of the objectives of the Association and to ensure compliance with statutory requirements.

11. e. Whilst the Committee are expected to use all best endeavours to maintain the finances of the Association in good order, they act in good faith and shall not be personally responsible for any losses that may arise.
12. **GENERAL MEETINGS:** All general meetings of the Association shall be notified to members at least 21 days prior to the meeting, together with an agenda of business for discussion. The quorum for a General Meeting shall be FIVE members of any category. All members attending a General Meeting shall be entitled to vote on any matters comprising business for such a meeting.
13. **BIENNIAL GENERAL MEETING:** The following procedures shall be followed:
  - a. Presentation of the Committee's Report.
  - b. Presentation of the Statement of Accounts.
  - c. Election of the officers and other members of the Committee.
  - d. Recommendations to the Committee from the meeting.
  - f. To consider any other business raised by any full, group or associate members.
14. **EXTRAORDINARY GENERAL MEETINGS:** The Secretary shall, within 28 days from the receipt of a resolution signed by either 10 full and/or group members or two officers of the Committee, call an EXTRAORDINARY GENERAL MEETING of the Association, and publish an agenda of business for discussion.
15. **DISSOLUTION:** If the Committee, by a simple majority, decides at any time that it is necessary or advisable to dissolve the Association, it shall call an EXTRAORDINARY GENERAL MEETING of all members of the Association, giving not less than 21 days notice of such a meeting, and stating the terms of the resolution to be proposed.

If the charity should dissolve, all assets shall be given or transferred to such other charitable institutions having objects similar to the objects of the association.

16. **ALTERATIONS TO THE CONSTITUTION:** Any proposal to alter this constitution must be delivered in writing to the Secretary of the Association not less than 28 days before a normal General Meeting. Alterations will require the approval of both:
- a. A simple majority of members of the Committee, present and voting at a Committee meeting and
  - b. A two-thirds majority of FULL MEMBERS and the representatives of GROUP MEMBERS nominated to attend the meeting, of the Association present and voting at a GENERAL MEETING
  - c. Any amendments to the constitution may be made at normal GENERAL MEETINGS.
  - d. No amendment may be made to clause 1, clause 2, clause 6, clause 15, or this clause without the prior consent in writing of the Commissioners.
  - e. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
  - f. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

**This constitution was adopted as the Constitution of The Stevenage Festival, at a Meeting duly convened on .....**

SIGNED.......... CHAIRMAN

SIGNED.......... SECRETARY

DATE  .....

(November 2000)