

# **RUTHIN FESTIVAL ASSOCIATION**

# **CONSTITUTION**

**(adopted 13<sup>th</sup> May 1997, reviewed and updated 7<sup>th</sup> November 2017)**

## **A Name of the Association**

The name of the Association shall be 'Ruthin Festival Association'

## **B Administration**

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this constitution by the members of the Committee, constituted by the clauses of this constitution ("the Committee").

## **C Objectives**

The Association's objectives ("the objectives") are:

- 1) **CULTURE** - To develop and promote the culture, heritage and regeneration of Ruthin and immediate outlying areas. The association will encourage the enjoyment of the performance and participation in a wide variety of forms of culture (in particular Welsh and Celtic culture) through the means of organising an annual arts festival accessible to all sections of the community and visitors to the area
- 2) **COMMUNITY** - The association will further the advancement of cultural heritage and community development as well as to agree, source funding for and implement activities and projects for the benefit of all members of the public within the described area of operation. The association will organise activities to bring the community together, to build upon and strengthen a sense of community among our fellow citizens and create, publish and distribute information relating to activities and projects in Ruthin Town and the outlying area.
- 3) **PASSION** - To continue to promote a passion in our community by our fellow citizens and provide an outlet for local artists and volunteers to bring the community together. The association will provide leadership to the other voluntary groups in the town to ensure the town's cultural and economic development and make Ruthin a better place to live for all our fellow residents. The association will actively work with other local groups with similar objectives to achieve this. The association is a non profit organisation and all monies raised will be used for the future development of the festival.

## **D Powers**

In furtherance of the objects only the Committee may exercise these powers:

- 1) power to raise funds and to invite and receive contributions;
- 2) power to buy, take on lease or in exchange, any property necessary for the achievement of the objects and to maintain/equip it for use
- 3) power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Association;
- 4) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects
- 5) power to co-operate with local tourism businesses, charities, voluntary bodies and statutory authorities operating in furtherance of the objectives or of similar charitable purposes and to exchange information and advice with them;
- 6) power to appoint and constitute such advisory committees as the Committee may think fit, and power to do all such other lawful things as are necessary for the achievement of the objectives.

#### **E Membership**

- 1) Membership shall be open to all individuals, families and organisations who are in agreement with the aims of the association. There will be no cost to members of joining the association.
- 2) Every member shall have one vote. Members of the public are entitled to attend but have no vote (unless they are confirmed as committee members by confirming their wish to join as a member in writing and being co-opted by existing members of the Committee)
- 3) The Committee may unanimously and for good reason terminate the membership of any individual member provided that the member concerned or the representative of the member concerned (as the case may be) shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

#### **F Organisation**

The officers of the association shall be Chairperson, Vice-Chair, Treasurer, Vice-Treasurer, Secretary, Marketing Officer, Social Media Officer and such officers as the Association may from time to time appoint.

#### **G Committee**

- 1) The Committee shall consist of not less than 6 individuals and not more than 20 individuals.
- 2) The proceedings of the 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.

#### **H Determination of Membership of the Committee**

An individual member of the Committee shall cease to hold office if he or she:

- 1) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 2) is absent without the permission of the Committee from all their meetings held within a period of three months and the Committee resolve that his or her office be vacated; or
- 3) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).

#### **I Meetings and proceedings of the Committee**

- 1) The Committee shall hold a minimum of 1 meeting every month of the year (except August). A special meeting may be called at any time by the chairman or by any two members of the Committee upon not less than 7 days' notice being given to the other members of the Committee of the matters to be discussed.
- 2) The chairperson shall act as chair at meetings of the Committee. If the Chairperson and Vice-Chair are absent from any meeting, the members of the 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 individual voting members of the Committee for the time being or three voting members of the Committee, whichever is the greater, are present at a meeting.
- 4) Where appropriate, matters shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- 5) The Secretary of the Committee shall not give less than 14 days notice of a meeting but lack of such notice shall not invalidate the meeting. The Secretary shall keep minutes of the proceedings at meetings of the Committee and distribute them appropriately to members.
- 6) The 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 Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the 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 Committee.

#### **J Receipts and Expenditure**

- 1) The funds of the Association, including all donations contributions and bequests, shall be paid into an account operated by the Committee in the name of the Association at such bank as the Committee shall from time

to time decide. All cheques drawn on the account must be signed by at least two members of the Committee. The funds belonging to the Association shall be applied only in furthering the objectives.

- 2) The Treasurer will update committee members on the association's finances at every meeting and maintain records of every financial matter.

#### **K Accounts**

The Committee shall:

- 1) keep accounting records for the association
- 2) prepare an annual statement of accounts for the Association;
- 3) arrange for an independent examination of the annual statement of account of the Association and present them at the AGM

#### **L Annual General Meeting (AGM)**

- 1) There shall be an AGM of the Association which shall be held within twelve months of the previous AGM or as soon as practicable thereafter. The AGM will be held in either the month of September or the month of October of every calendar year. The secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every AGM of the Association, and ensure it is distributed to all members.
- 2) Every AGM shall be called by the Committee. The secretary shall give at least 21 days' notice of the AGM to all the members of the Association but lack of such notice shall not invalidate the meeting. All the members of the Association shall be entitled to attend and vote at the meeting. The quorate number for an AGM is 8 members.
- 3) The Chairperson of the Committee will chair an AGM until the new Chairperson is appointed (or the previous Chair is re-appointed). The Committee shall present to each AGM the verbal report and written accounts of the Association for the preceding year (to be delivered by committee officers prior to resigning).
- 4) Nominations for the election of Committee officers must be made by members of the Association and must be put forward at the meeting by an individual member and seconded by another individual member. Should nominations exceed vacancies, election shall be by ballot. Only members present are entitled to vote in the AGM. The chairperson of the meeting shall have a second/casting vote whether or not he/she has previously voted in the event of a tied vote
- 5) If an insufficient number of nominations are received in the AGM, the current officer will remain in office and the AGM will be suspended until sufficient nominations have been received to allow for the election of new officer for the Committee.

#### **M Special General Meetings**

The Committee may call a special general meeting of the Association at any time. If at least five 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.

**N Notices**

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

**O Amendments / Alterations to the Constitution**

The Constitution may be altered by a resolution passed by not less than two thirds of the voting members of the Committee and the same number of general members present voting at an Annual or Special General Meeting.

**P Dissolution**

If the Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, 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 a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be distributed as decided by the Committee to any number of individual organisations within the town of Ruthin whose objectives correspond with those of the Association. The final distribution will be approved by two thirds of the voting members of the Committee.

Signed

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Print

CHRISTINE ELLIS ..... Chairperson  
JIM BRYAN ..... Vice-Chair  
ROBERT PRICE ..... Secretary  
Iwan Wyn ..... Treasurer

DATE - 7/11/17 .....