

RYE ARTS FESTIVAL CONSTITUTION

A. Name

The name of the Association shall be 'RYE ARTS FESTIVAL' ("The Charity").

B Administration

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

C Objects

The Charity's objects ("the objects") are to foster and promote the improvement of artistic taste and knowledge, understanding and appreciation of the arts and sciences, and in particular the arts and sciences of music, opera, dance and drama, film, literature, painting, drawing and sculpture; by the presentation – or supporting the presentation – of concerts, performances, exhibitions and other activities during the festival periods and at other times as occasion shall arise.

D Powers

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

- a) Powers to raise funds and to invite and receive contributions (including but not limited to subscriptions, donations, grants in aid, financial guarantees and loans and tickets for all or any of the concerts and other events presented or supported by the Charity being offered to the public) provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and conform to any relevant requirements of the law;
- b) Powers to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- c) Power subject to any consents required by law to sell lease or dispose of all or any part of the property of the Charity;
- d) Power subject to any consents required by law to borrow and to charge all or any part of the property of the Charity with the repayment of the money so borrowed;
- e) Power to employ consultants or such staff (who are not ordinarily members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable provisions for the payment and superannuation for staff and their dependents;
- f) Power to co-operate with other charities and voluntary bodies with objects of similar charitable purposes in furtherance of those objects and to exchange information and advice with them;
- g) Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- h) Power to appoint and constitute such advisory committees as the Executive think fit;

- i) Power to organise concerts, performances, exhibitions and other activities (and make arrangements for them including entering into contracts) in furtherance of the objects;
- j) Power to do all other lawful things as are necessary for the achievement of the objects.

E Membership

- 1) Membership of the Charity shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Executive Committee.
- 2) All such subscriptions shall be payable in advance and shall be due on the first day of the Charity's financial year.
- 3) Those members who shall make donations which exceed the annual subscription by such an amount laid down from time to time by the Executive Committee shall for the year in which they make donations be designated Patrons.
- 4) Members and Patrons respectively shall have such rights in addition to their rights under this constitution as laid down from time to time by the Executive Committee.
- 5) A member (which shall in this and succeeding clauses of this constitution include a Patron) may resign any time giving written notice to the Secretary and shall be deemed to have resigned if his subscription has not been paid within six months of becoming due.
- 6) Every member shall have one vote.
- 7) The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual provided that the individual concerned shall have the right, accompanied by a friend, to be heard by the Honorary Officers of the Committee before a final decision is made.

F Honorary Officers

At the Annual General Meeting of the Charity the members shall select from amongst themselves a Chairman, a Secretary and a Treasurer, who shall hold office from the Conclusion of the meeting.

G Executive Committee

- 1) The Executive Committee shall consist of not less than seven members nor more than twenty-five members being:
 - a) The honorary officers as specified in the previous clause
 - b) Not less than four and not more than seventeen members elected at the Annual General Meeting who shall hold office from the conclusion of the meeting.
- 2) The Executive Committee may in addition appoint not more than four co-opted members but so that no-one may be appointed as a co-opted member if, as a result 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 meeting of the Executive Committee and shall take effect from the end of the 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.

- 3) All the 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..
- 4) 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 any member.
- 5) 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:
- 6) 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 the Charity.

H Determination of Membership of the Executive Committee

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

- a) is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or of any statutory re-enactment or modification of that provision);
- b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- c) is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve unanimously that his or her office be vacated: or
- d) 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.

- 1) Subject to the provisions of sub-clause (2) of this clause 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 or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 2) A non-elected member of the Executive Committee (i.e. co-opted or nominated) who is not a member of the Charity may receive remuneration and/or be interested in contracts entered into by the Executive Committee if the following conditions are satisfied:
 - a) the remuneration is for services provided by the Charity;
 - b) the member concerned is not a member of the Charity;
 - c) the remuneration received prior written authorisation from the Charity Commission ("the Commission"); and
 - d) the remuneration is approved by a simple majority vote at a General Meeting.

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 matter to be discussed. If the matters to be discussed include an appointment of a co-opted member then not less than 12 days' notice must be given.
- 2) The Chairman shall act as chairman at meetings 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, whichever is the greater, are present at a meeting.
- 4) Every matter shall be determined by a simple majority of votes of the members of the Executive Committee present and voting on the question (unless expressly provided for) 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 the business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with the constitution.
- 7) The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry 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 of any such sub-committee shall be fully and promptly reported to the Executive Committee.

K Receipts and expenditure

- 1) The financial year of the Charity shall end on 31 December.
- 2) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the accounts must be signed by at least two members of the Executive Committee.
- 3) The funds belonging to the Charity shall be applied only in furthering the objects and no amount thereof shall be paid or transferred – directly or indirectly – to any member or members of the Charity, except in repayment of legitimate out of pocket expenses incurred on behalf of the Charity.

L Property

- 1) Subject to the provisions of the sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - a) All land held by or in trust for the Charity which is not vested in the Official Custodian for Charities and

- b) All investments held by or on behalf of the Charity 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 the charity 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 for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

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

- a) the keeping of accounting records for the Charity;
- b) the preparation of annual statements of account for the Charity;
- c) the auditing or independent examination of the statements of account of the Charity;
and
- d) the transmission of the statements of account of the Charity to the 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 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 Commission.

P Annual General Meeting

- 1) There shall be annual general meeting of the Charity which shall be held in the month of March 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 the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.
- 3) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- 4) Nominations for election to the Executive Committee must be made by members of the Charity in writing and must be in the hands of the Secretary of the Executive Committee

at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

Q Special General Meetings

The Executive Committee may call a special general meeting of the Charity at any time. If at least ten 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 the Charity.
- 2) There shall be quorum of at least one tenth of the number of members of the Charity for the time being or ten members of the Charity whichever is the greater; present at any general meeting.
- 3) The Chairman shall act as chairman at meetings of the Charity. If the Chairman is absent from any meeting, the members of the Charity present shall choose one of their number to be chairman of the meeting before any business is transacted.
- 4) Every matter shall be determined by a simple majority of votes of the members of the Charity present and voting on the question (unless expressly provided for) but in case of equality of votes the chairman of the meeting shall have a second or casting vote.

S Notices

All notices which are required or authorised by the charity to be given to any member may be sent by post or electronically, and may be addressed to any address given as the address of the member in the list of such persons for the time being by the charity. If the notice is given by post, it is to be treated as having been given by the time at which the letter containing it would be delivered in the ordinary course of post. The notice of any meeting or election need not be given to any member who, in the list mentioned above has no address in the United Kingdom,

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 alternation proposed.
- 2) No amendments may be made to clause A (the name of the Charity clause), Clause C (the objects clause), Clause U (the dissolution clause) or this clause without the prior written consent of the Charity Commissioners.
- 3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

U Dissolution

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, 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 Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. 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 the Charity as members of the Charity may determine, or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement for the final accounting period of the Charity must be sent to the Charity Commission.

This constitution, originally adopted 11 October 1974 was last amended and adopted in its present form at an annual general meeting on 7 February 2016.

Signed XXXXXXXXXXXXXXXXXXXX Chairman

XXXXXXXXXXXXXXXXXXXX Secretary

17th February 2016