

# CONSTITUTION FOR LEEDS COMBINED ARTS

## Preliminaries

This constitution was: -

- Originally adopted on the Wednesday of 20<sup>th</sup> December 2006
- Examined, revised, and updated on Monday, 12<sup>th</sup> June 2023
- Formerly re-adopted on the ...

The committee can use any title e.g. '*Managing,*' '*Executive,*' or just "*Committee,*"

## **1 Name**

The name of the organisation is '*Leeds Combined Arts*' (henceforth known as '*the organisation.*')

## **2 Administration**

Subject to the matters set out below the organisation and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause 7 of this constitution (*'the Executive Committee'*).

## **3 Objects** The organisation's objects (*'the objects'*) are as follows: -

- The advancement of education by way of: -
- a) Providing a range of Arts Activities and community-based events including Literature and poetry readings, Formal Presentations, Drama, Dance, Music, Mime & Craft.
  - b) Providing workshops and occasional entertainment by provision of cultural development, through the activities listed under a).
  - c) To provide workshops in a variety of settings should the opportunity arise.
  - d) To heighten awareness through literature events, workshops, and discussions on wider topical (or narrower local) issues, and to encourage participants to use the arts or literature to explore themes and ideas. To think about their work and evaluate it, as well as matters relating to their own lives, enabling them to develop imagination and communication, sensitivity, and self-confidence through the medium of drama and the arts.

- e) To offer and promote equal opportunities for everyone regardless of race, colour creed, sexuality or gender identity. To ensure the membership is representative of the local community and includes a broad age range, balanced gender mix, people of differing ethnic origin, as well as people with special needs and disabilities.

**4 Powers** In furtherance of the objects but not otherwise, the Executive Committee may exercise the following powers: -

- 4.1 Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any permanent trading activities and shall conform to any relevant requirements of the law.
- 4.2 Power to rent, hire on a one-off basis, buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.3 Power subject to any consent required by law to sell, lease or dispose of all or any part of the property of the organisation.
- 4.4 Power subject to any consents required by law to borrow money and to charge all or any part of the property of the organisation with repayment of the money so borrowed.
- 4.5 Power to employ such staff (who may or may not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuating for staff and their dependents.
- 4.6 Power to co-operate with other organizations, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.
- 4.7 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.8 Power to appoint and constitute such advisory committees as the Executive Committee may think fit.

- 4.9 Members (including trustees) may be paid a reasonable rate of interest on money lent to the association.
- 4.10 Member's (including trustees) may be paid a reasonable rent or hiring fee for property lent to the association.
- 4.11 Power to do all such other lawful things as are necessary for the achievement of the objects.

## **5 Membership**

5.1 Membership of the organisation shall be open to:

5.1.1 Individuals (over the age of 18 years) who are interested in furthering the work of the organization and who have paid any annual subscription laid down from time to time by the Executive Committee, and

5.1.2 Any corporate body or unincorporated association, which is interested in furthering the organisation's, work and has paid any annual subscription (any such body being called in this constitution a '*member organisation*').

5.2 Every member shall have one vote.

5.3 Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the organisation; and may appoint an alternate to replace its appointed representative at any meeting of the organisation if the appointed representative is unable to attend.

5.4 Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.

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. Similarly, the

Executive Committee reserves the right to dismiss from an administrative position any party found to be unwilling or incapable of discharging their duties. In the event of suspected dishonest or fraudulent actions the Executive further reserves the right to call in Law Enforcement Agencies.

## **6 Honorary and Executive Officers**

At the annual general meeting of the organisation the members shall elect from amongst themselves a president, chairperson a general secretary, a publicity officer and a treasurer, who shall hold office from the conclusion of that meeting.

## **7 Executive Committee**

- 7.1 The Executive Committee shall consist of not less than four members nor more than twelve members being: -
  - 7.1.1 The honorary and executive officers specified in the preceding clause.
  - 7.1.2 Also not less than four and not more than twelve members elected at the annual general meeting who shall hold office representing particular aspects of LCA Activity from the conclusion of that meeting. These will be known as '*Representative Officers.*'
- 7.2 The Executive Committee may in addition appoint not more than four co-opted (appointed, not nominated) 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 special meeting of the Executive Committee, called under clause 10.1, and shall take effect from the end of that 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.
- 7.3 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.
- 7.4 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 a member.

7.5 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.

7.6 No person shall be entitled to function as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of a willingness to act in the trusts of the Organisation.

**8 Determination of Membership of Executive Committee** A member of the Executive Committee shall cease to hold office if they: -

8.1 Becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs.

8.3 Is absent without permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated.

8.4 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).

**9 Executive Committee Members not to be personally interested**

9.1 [Subject to the provisions of sub-clause 9.2] no member of the Executive Committee shall acquire any interest in property belonging to the Organisation (otherwise than as a trustee for the Organisation) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

9.2 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 Organisation 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.]

- 9.3 An administrator, with responsibility for running the routine internal affairs of the organisation may serve on the committee. They are to be distinguished from those members who bring in external, professional services.

## **10 Meetings and proceedings of the Executive Committee**

- 10.1 The Executive Committee shall hold at least six ordinary meetings each year. A special meeting may be called at any time by the chairperson 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 matters to be discussed but if the matters include an appointment of a co-opted member, then not less than 21 days' notice must be given.
- 10.2 The chairperson shall function as chairperson at meetings of the Executive Committee. If the chairperson is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.
- 10.3 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.
- 10.4 Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question. However, in the case of an equality of votes the chairperson is mandated to cast a second or '*casting*' vote.
- 10.5 The Executive Committee shall keep minutes, in books/files kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee. All members of the committee will be entitled to receive a copy of the Minutes of any meeting.
- 10.6 The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

- 10.7 The Executive Committee may appoint one or more subcommittees 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 and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
- 10.8 In the event of serious conflict (or relational difficulties) within the Executive Committee, its members may appeal to The President to provide impartial feedback and suggest some form of resolution.
- 10.9 The Executive Committee may, at its discretion, invite a party possessing specialized knowledge in the areas of law, finance, medicine, or technology to provide expert advice and support. They will have no voting right unless they have been appointed to the Executive Committee beforehand.

## **11 Receipts and expenditure**

- 11.1 The funds of the organisation including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the organisation at such bank, as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
- 11.2 The funds belonging to the Organisation shall be applied only in furthering the objects.
- 11.3 Funds are to be made available to provide insurance cover from a reputable firm as a safeguard against vexatious legal claims and other malign events.

## **12 Property**

- 12.1 Subject to the provisions of sub-clause 21.2 the Executive Committee shall cause the title to: -
- 12.1.1 All land held by or in trust for the organisation which is not vested in the Official Custodian for Charities; and

- 12.1.2 All investments held by or on behalf of the organisation; to be vested either in a corporation entitled to function as a 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.
- 12.2 If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Organisation, the Executive Committee may permit any investments held by or in trust for the organisation to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

### **13 Accounts**

Once a year at the '*Annual General Meeting*' the Treasurer will present the independently examined accounts to the membership. In the event of their absence, The Chairperson and/or General Secretary will discharge this function.

### **14 Annual Report**

The Executive Committee shall produce an Annual Report each year, which will be presented at the AGM. The budget year will be taken as lasting from the 6<sup>th</sup> of April of the base year until the 5<sup>th</sup> April of the following year. This matches the official tax year and should facilitate the declaration of any accounts.

### **15 Annual General Meeting**

- 15.1 There shall be an annual general meeting of the organisation which shall be held in the month of April in each year or as soon as practicable thereafter.
- 15.2 The President will preside at all AGM's. The Chairperson and/or General Secretary will preside in the absence of the President.



- 15.3 The Executive Committee shall call every annual general meeting. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the organisation. All the members of the organisation shall be entitled to attend and vote at the meeting.
- 15.4 Before any other business is transacted at the first annual general meeting the person's present shall appoint a chairperson of the meeting. The chairperson shall be the chairperson of subsequent annual general meetings, but if they are not present, before any other business is transacted, the persons present shall appoint a chairperson of the meeting.
- 15.5 The Executive Committee shall present to each annual general meeting the report and accounts of the organisation for the preceding year. The meeting shall be asked to approve the account by majority vote.
- 15.6 Nominations for election to the Executive Committee must be made by members of the organisation 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.

## **16 Special General Meetings**

The Executive Committee may call a special general meeting of the organisation 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.

## **17 Procedure at General Meetings**

- 17.1 The person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the organisation.
- 17.2 There shall be a quorum when at least one tenth of the number of members of the organisation for the time being or ten members of the organisation, whichever is the greater, are present at any general meeting.

## **18 Notices**

Any notice required to be served on any members of the organisation shall be in writing and shall be served by the secretary of the Executive Committee on any member either personally or by sending it through via E-mail or by 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.

## **19 Alterations to the Constitution**

19.1 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 alteration proposed.

19.2 No amendment may be made to clause 9 (Executive Committee members not to be personally interested clause), clause 20 (the dissolution clause).

## **20 Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the organisation it shall call a meeting of all members of the organisation, 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 power to realize any assets held by or on behalf of the organisation. 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 organisation as the members of the organisation may determine or failing that shall be applied for some other charitable purpose.

In the event of dissolution, the Executive Committee will be responsible for the disposal (or storage) of any remaining physical artifacts of the organisation and the depositing of its remaining files at Leeds Archive Centre.

**21 Arrangements until next Annual General Meeting**

Until the next annual general meeting takes place this constitution shall take effect as if references to the Executive Committee were references to the those whose signatures appear at the bottom of this document.

This revised version of the original constitution was adopted and ratified on the date mentioned at the opening by the persons whose signatures appear at the bottom of this document. As part of the policy of ‘*Transparency*,’ the organisation shall place a copy of this constitution on its website where it can be publicly viewed.

This can be found at [https://leedscombinedarts.org.uk /](https://leedscombinedarts.org.uk/)

It is recognized that those clauses pertaining to the leasing or purchase of property i.e. Clauses 4.2-4.3 and Clause 12 are likely to remain ‘*inactive*’ for the foreseeable future. In the shorter term, the same may also apply to Clause 3c They are to be regarded as ‘*sleeping clauses*’ that are only to be activated in the event of a drastic change in circumstances.

**Signed**

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**Printed**

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