

Constitution for The Roseland Festival Association

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1. Name

The name of the Association shall be 'The Roseland Festival Association' hereinafter referred to as the Association.

2. Objectives

The Objectives of the Association shall be:

1. To advance, improve, develop and maintain public education in, and appreciation of, the arts and of music in all its aspects by any means the trustees see fit, including through the presentation of public concerts, recitals and associated events.
2. To further such charitable purpose or purposes as the Committee, in their absolute discretion, shall see fit but in particular for the benefit of the residents of the Roseland Peninsula.

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3. Membership

Membership of the Association shall be open to any person interested in furthering the Objects of the Association, and who has paid the annual subscription at the appropriate rate or rates as shall be determined by the Committee, all subscriptions being payable in advance.

Every member shall have one vote.

The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned, if a member of the Committee, and (ii) any member of the Committee making or connected with the complaint against the individual) is unanimous, both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made.

4. Officers and Committee

The management of the Association shall be in the hands of a Committee consisting of the following Officers – Chairman, Secretary and Treasurer and up to 8 other members. The Officers and the other Committee members shall be elected by, and out of the Association's members, at the Annual General Meeting; they shall hold office until the next Annual General Meeting and be eligible for re-election. The Committee shall have the power to co-opt up to four extra members as they see fit.

5. Management

All the arrangements for all events and the control of finance shall be in the hands of the Committee.

6. Powers

In furtherance of the Objectives, but not otherwise, the Committee may exercise the following powers:

1. Powers to raise funds and to invite contributions, provided that in raising funds the Committee shall not undertake any substantial permanent trading activities, and shall conform to any relevant requirements of the law of England and Wales.
2. Power to buy, take on lease or exchange any property necessary for the achievement of the Objectives and to maintain and equip it for use.
3. Power, subject to any consents required by law to borrow money, to charge all or part of the property of the Association with repayment of the money so borrowed.

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4. Power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the Objectives and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents.
5. Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objectives for similar charitable purposes and to exchange information and advice with them.
6. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objectives
7. Power to appoint and constitute such advisory committees as the Committee may think fit.
8. Power to do all such other lawful things as are necessary for the achievements of the Objectives.

7. Meetings and Proceedings of the Committee

1. The Committee shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the Chairman, or by any 2 members of the Committee, upon not less than 4 days' notice being given to the other members of the Committee with the matters to be discussed, but if the matter includes the appointment of a co-opted member then not less than 7 days' notice must be given.
2. The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting, the members of the Committee present shall choose one of their number to be Chairman before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Committee for the time-being, or three members of the Committee (whichever is the greater) are present at a meeting.
4. Every matter 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 Chairman of the meeting shall have a second or 'casting' vote.
5. The Committee shall keep minutes of the proceedings of Committee meetings and any sub-committee, and shall ensure that these are stored safely, and that they are available for inspection as required.
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.

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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 enquiry, 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-committee shall be fully and promptly reported to the Committee). The Chairman shall be an ex-officio member of all sub-committees.

8. Equal Opportunities

No individual shall be excluded from membership of the Association or de-barred from any official capacity on the Committee on the grounds of sex, race, colour, age, religion, sexual orientation, disability or political affiliation.

9. Finance

1. The financial year shall end on 30th November. (As agreed at an Extraordinary General Meeting of the Roseland Festival Association on 6th December 2011)
2. A banking account shall be opened in the name of the Association and cheques shall be signed by any 2 of the Officers.
3. The Association shall receive donations, grants in aid and financial guarantees. Tickets for any or all of its concerts and other events shall be offered for sale to the public.
4. The income and property of the Association, wherever derived, shall be applied solely towards promoting the Objectives of the Association, as set forth above. No portion thereof shall be paid or transferred either directly or indirectly to any member or members of the Association except in payment of legitimate expenses incurred on behalf of the Association.

10. Annual General Meeting

Within 2 months of the end of each financial year the members shall be summoned to an Annual General Meeting (AGM), to be held in person, electronically or a blend of both, of which at least 21 days' notice in writing shall be given to all members.

The Committee shall present to each AGM the report and accounts of the Association for the preceding year.

Nominations for election to the Committee must be made by members of the Association in writing and must be in the hands of the Secretary of the Committee, at least 14 days before the AGM. Should nominations exceed vacancies, an election will be held.

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In exceptional circumstances the Committee have the power to postpone, adjourn or cancel the AGM and shall record the reasons for this decision.

11. Special (Extraordinary) General Meeting

A Special General Meeting (also known as an Extraordinary General Meeting), of which at least 21 days' notice in writing must be given to members, may be called for by the Committee or upon written request to the Secretary, signed by at least 6 members of the Association. The notice must state the business to be discussed.

12. Procedure at General Meetings

The Secretary, or other person specially appointed by the Committee, shall keep a full record of proceedings at every General Meeting of the charity.

There shall be a quorum, when at least 10% of the members of the society at the time or 10 members, whichever is the greater, are present at any General Meeting.

13. Accounts

The financial accounts shall be audited or examined to the extent required by legislation, or if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members at the Annual General Meeting.

14. Alterations to the Constitution

The Constitution may be altered by a two-thirds majority of the members present and voting at any General Meeting, provided that 14 days' notice of the proposed alteration has been sent to all members, and provided that nothing herein contained shall authorise any amendment which shall have the effect of the Association ceasing to be a charity.

No amendment may be made to Clause 1 (name of the charity), Clause 2 (the Objectives), clause 9 4 (distribution of assets) or clause 15 (dissolution), without the prior written consent of the Charity Commission.

The Committee shall send the Charity Commission a copy of any amendment made under this clause.

15. Dissolution

In the event of the Association being wound up, any assets remaining upon dissolution after payment of proper debts and liabilities, shall be transferred to a charitable institution or institutions having similar objectives to those of the Association.