

## **GOVERNANCE COMMITTEE**

**25<sup>th</sup> August 2021**

**Subject Heading:**

**APPOINTMENTS TO OTHER  
ORGANISATIONS, 2021/2022**

**SLT Lead:**

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**Policy context:**

The Council appoints Members and  
others to serve on a variety of other  
bodies

**Financial summary:**

There are no significant financial  
implications.

### **The subject matter of this report deals with the following Council Objectives**

Communities making Havering	<input checked="" type="checkbox"/>
Places making Havering	<input type="checkbox"/>
Opportunities making Havering	<input type="checkbox"/>
Connections making Havering	<input type="checkbox"/>

### **SUMMARY**

The Council makes appointments to a large number of other organisations, some statutory, others voluntary.

Since the new executive governance arrangements came into force, responsibility for making some appointments has passed from this Committee to the Leader of the Council but the Constitution provides that it is for this Committee to make recommendations to the Leader.

## RECOMMENDATIONS

That:

- 1 The Committee **determines appointments** to the remaining vacancies referred to in this report for the period until the meeting that deals with appointments for the municipal year, 2022/2023 (or such other period as may be relevant in any specific case).
- 2 The Committee **notes** that the London Home and Water Safety Council has terminated all meetings and no longer requires appointments to be made

## REPORT DETAIL

- 1.1 The Committee is authorised to make all appointments to other organisations (other than executive appointments, which are made by the Leader). Appointments are for the period expiring at the first meeting of this Committee in the municipal year 2022/23 (probably during the last week of May 2022), except where otherwise specifically provided.
- 1.2 At present, vacancies exist for Members on the following organisations: Citizens Advice Havering, Havering Arts Council and Havering Bands and Majorettes.
- 1.3 **Citizens Advice Havering** require two Councillor representatives. At present, Councillor Michael Deon is the sole appointment. Citizens Advice Havering has a new Chief Officer who is keen to fill the vacancy and build a stronger relationship with the Council. The Articles of Association are appended to this report, giving details of the role and responsibilities for this position.
- 1.4 **Havering Arts Council** requires five appointments and following the resignation of Councillor Christine Vickery, a vacancy now exists. The current members are Councillor Jason Frost, Councillor Tim Ryan, Councillor Joshua Chapman and Councillor Carol Smith. The Statutes of Havering Arts Council are appended to this report in order to provide further information on the role.
- 1.5 **Havering Bands and Majorettes** requires three appointments. Although the organisation does not meet formally, Members are invited to attend various events throughout the year and offer support and patronage to the bands. The current members are Councillor Osman Dervish and Councillor Reg Whitney.

## **London Home and Water Safety Council**

- 2.1 For many years, the Council has appointed a representative to serve on the London Home and Water Safety Council. Following the recent meeting of this Committee on 20<sup>th</sup> May to determine annual appointments, the organisation was informed that Councillor Osman Dervish would represent the Borough for the forthcoming Municipal year.
- 2.2 In response, the London Home and Water Safety Council wrote to say that with much regret, the committee would no longer be continuing with its work and would no longer be seeking appointments (Letter attached as Appendix A to this report).

### **IMPLICATIONS AND RISKS**

#### **Equalities and Social Inclusion Implications and Risks**

There are no specific implications or risks. Appointments should be made with the Council's equalities policies in mind.

#### **Legal, Finance and Environmental Implications and Risks**

These appointments are administrative and have no direct legal, financial or environmental implications or risks. In some cases, membership of an organisation is dependent upon the Council paying a subscription: where relevant, the subscription will be met from within an appropriate budget provision.

### **BACKGROUND PAPERS**

None

**HAVERING CITIZENS ADVICE BUREAUX**

**Company No: 2577502**  
**Charity No: 1002593**

**THE COMPANIES ACTS 1985 and 1989**

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**COMPANY LIMITED BY GUARANTEE**

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**RESOLUTION OF**

**Havering Citizens Advice Bureaux**  
**(passed on 11 December 2006)**

At an extraordinary general meeting of the Charity held on 11 December 2006, the following resolution was passed as a special resolution of the Charity.

**SPECIAL RESOLUTIONS**

1. That, with the consent of the Charity Commission under section 64 of the Charities Act 1993, the adoption by the Charity of the model memorandum and articles of association from Citizens Advice.

Signed .....

Aidan Knox (Chair)

11 December 2006

**The Companies Acts 1985 and 1989**  
**Company Limited by Guarantee and not having a Share Capital**  
**Memorandum of Association of:**  
**Havering Citizens Advice Bureau**

Name

Registered office

Objects

Powers

Limitation of private benefits

Limited liability

Amendment

Dissolution

Definitions

**1. Name**

- 1.1 The name of the company is the Havering Citizens Advice Bureau ("the Charity").

**2. Registered Office**

- 2.1 The Registered office of the Charity will be situated in England and Wales. 7/9 Victoria Road, Romford, Essex, RM1 2JT

**3. Objects**

- 3.1 The Charity's objects are to promote any charitable purpose for the benefit of the community in the London Borough of Havering and surrounding areas ("the area of benefit") by the advancement of education, the protection and preservation of health and the relief of poverty, sickness and distress.

**4. Powers**

To promote its objects but not for any other purpose the Charity will have the following powers:

- 4.1 Power to establish and provide Citizens Advice Bureau services and outlets supplying a free, independent, confidential and impartial service of advice, information and counsel for the public.
- 4.2 Power to obtain, collect and receive money and funds by way of contribution, donations, legacies, grants and any other lawful method. It can also accept and receive gifts of property of any description (whether subject to any special trusts or not) provided that the Charity does not carry out any substantial and permanent trading activities for the purpose of raising funds and shall conform to any relevant requirements of the law.
- 4.3 Power 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.
- 4.4 Power to sell, lease or dispose of all or part of the Charity's property but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 4.5 Power to borrow money and to give security for loans but only in accordance with the restrictions imposed by the Charities Act 1993 (or any statutory re-enactment or modification of that Act).
- 4.6 Power to employ such staff (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants.
- 4.7 Power to recruit such volunteer workers (who shall not be members of the Trustee Board) as are necessary for the proper pursuit of the objects.
- 4.8 Power to work with other charities, voluntary bodies and statutory authorities that have the same or similar purposes as the Charity and exchange information and advice with them.
- 4.9 Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects.
- 4.10 Power to appoint and constitute such advisory committees as the Trustee Board may think fit.

- 4.11 Power to procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets and other documents, audio and video tapes and discs, computer discs, films and any other instructional matter.
- 4.12 Power to arrange and provide or join in arranging and providing for the holding of exhibitions, meetings, lectures and classes.
- 4.13 Power to promote, encourage or undertake organised research and experimental work and make available the results of such research.
- 4.14 Power to join any other charitable institution and to become responsible for the assets, liabilities and contracts of any such institution or transfer the assets, liabilities and contracts of the Charity to such institution.
- 4.15 Power to invest or deposit funds in any lawful manner whilst having regard to the suitability of investments and the need for diversification.
- 4.16 Power to insure the property of the Charity against any foreseeable risk and to take out other insurance policies to protect the Charity as the Trustee Board thinks fit.
- 4.17 Power to provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees knew to be a breach of trust or breach of duty or which was committed by the Trustees in reckless disregard to whether it was a breach of trust or breach of duty or not; provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity; and
- 4.18 Power to do all such other lawful things which promote or help to promote the objects.

## **5. Limitation of Private Benefits**

- 5.1 Subject to the provisions of sub-clauses 5.2. & 5.3, the income and property of the Charity shall be applied solely towards the promotion of its objects set out in this

Memorandum. No part shall be paid or transferred directly or indirectly to members of the Charity for any services given to the Charity with the exception of reasonable travelling and other out of pocket expenses properly incurred in carrying out the duties of any member or officer of the Charity.

- 5.2 No member of the Trustee Board and no connected person shall acquire any interest in property belonging to the Charity (otherwise than as a Trustee for the Charity) or receive remuneration or be interested in any way (otherwise than as a member of the Trustee Board) in any contract entered into by the Charity.

Provided this does not exclude:

- a. the payment of reasonable out of pocket expenses incurred on behalf of the Charity;
- b. the payment of fees or the giving of other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
- c. interest at a reasonable rate on money lent to the Charity;
- d. a reasonable rent or hiring fee for property let or hired to the Charity; or
- e. reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.17 of this Memorandum

(For the purpose of this sub-clause "connected person" means the spouse, child, parent, grandparent, grand-child, brother, sister or other person in a relationship with a Trustee Board member which may reasonably be regarded as equivalent to such a relationship or any company or business controlled or managed by a Trustee.)

- 5.3 Any member of the Trustee Board, who is nominated by a member organisation or who is in any way connected to a member organisation or body giving funds to or contracting with the Charity, is first and foremost a member of the Trustee Board and therefore must represent the interests of the Charity when acting as a Trustee even if this conflicts with the policies of the organisation or body by which s/he is nominated or to which s/he is connected.

## **6. Limited Liability**



- 6.1 The liability of the members is limited.
- 6.2 Every member of the Charity undertakes to contribute such amount as may be required, not exceeding £1, to the Charity's assets if it should be wound up while they are a member or within one year after they cease to be a member:-
  - a. for the payment of the Charity's debts and liabilities contracted before they ceased to be a member;
  - b. for the costs, charges and expenses of winding up; and
  - c. for the adjustment among themselves of the rights of persons who have contributed to the Charity's assets.

## **7. Amendment**

- 7.1 The Memorandum and Articles of Association of the Charity may be amended in accordance with the Companies Act 1985 and the Charities Act 1993 (or any statutory re-enactment or modification of these Acts) provided that no amendment shall be made which is inconsistent with the written policies of Citizens Advice.

## **8. Dissolution**

- 8.1 If any property remains after the Charity has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among members of the Charity. It shall instead be given or transferred to some other charitable institution or institutions having similar objects to those of the Charity and which prohibit the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon the Charity. The institution or institutions which are to benefit shall be chosen by the members of the Charity at or before the time of winding up or dissolution. 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.


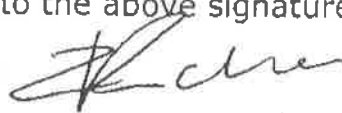


## **9. Definitions**

Words and phrases which are defined in the Articles of Association of the Charity have the same meaning when used in this Memorandum unless the context requires otherwise.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

**Signatures, Names and Addresses of Subscribers**

Guarantee

1. Signature:   
Name: AIDAN KNOX £1  
Address: 14 WINGLETYE LANE, HORNBURCH, RM11 3TA  
Date: 11/12/06  
WITNESS to the above signature:  
Signature:   
Name: Zarah Riches  
Address: 29 Moor Cross Lane  
RM12 4XN  
Occupation: Project Director.
2. Signature:   
Name: Richard White £1  
Address: Langtons Cottages  
Baker Lane Hornchurch RM11 1XJ  
Date: 11/12/06.  
WITNESS to the above signature:  
Signature:   
Name: C. S. C. WEBB  
Address: 101 Wingletye Lane Hornchurch RM11 3AT  
Occupation: Retired

3.

Signature:

Name: ZARAH RICHES £1

Address: 29 Abbs Cross Lane,  
Hornchurch, RM12 4XN

Date: 11/12/06

WITNESS to the above signature:

Signature:

Name:

SILVANA BALAJEGHA

Address:

157 Essex Road, London E2 6QH

Occupation:

Guidance Tutor

4.

Signature:

Name: BALDEV GOYAL £1

Address: 81 PARKSTONE AVENUE HORNCHURCH  
RM11 3LT

Date: 11/12/06

WITNESS to the above signature:

Signature:

Name: RAYMOND LESLIE PENRICE

Address: 11, PARK BOULEVARD, ROMFORD, ESSEX RM2 5RB

Occupation: Retired.

**The Companies Acts 1985 and 1989**  
**Company Limited by Guarantee and not having a Share**  
**Capital**  
**Articles of Association of:**  
**Havering Citizens Advice Bureau**

Interpretation

Membership

General Meetings

Annual General Meeting

Other General Meetings

Length of notice

Contents of notice

Service of notice

Public notice

Proceedings at General Meetings

Votes of members

Proxies

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Trustees

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Delegation of trustees' powers

Appointment and retirement of trustees

Disqualification and removal of trustees

Expenses of trustees

Officers

Proceedings of trustees

Conflicts of interest

General

Citizens Advice

Bank accounts

Secretary

Minutes

Accounts and reports

Annual return

Annual report

Accounts

Notices

Indemnity

Winding up

## **Interpretation**

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

<b>Term</b>	<b>Meaning</b>
"Act"	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
"address"	in relation to electronic communications includes any number or address used for the purpose of such communication
"Articles"	these Articles of Association of the Charity

"clear days"	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect and for the avoidance of doubt clear days include weekends and public holidays
"Charity"	Havering Citizens Advice Bureau
"electronic communication"	has the meaning ascribed to it in the Electronic Communications Act 2000
"electronic signature"	has the meaning ascribed to it in the Electronic Communications Act 2000
"in writing"	means written, printed or transmitted writing including by electronic communication
"Memorandum"	the Memorandum of Association of the Charity
"Citizens Advice"	National Association of Citizens Advice Bureaux (company no. 1436945 and registered charity no. 279057)
"Office"	the registered office of the Charity
"Secretary"	the company secretary of the Charity
"signed"	includes electronic signatures
"Trustee and Trustees"	the director and directors as defined in the Act

2. Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act, but excluding any statutory modification of it not in force when the Articles became binding on the Charity.

## **Membership**

3. In addition to the subscribers to the Memorandum the Charity may admit into membership:

- a. individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who are not paid or volunteer workers of the Charity; and
  - b. any body corporate or unincorporated association which is interested in furthering the Charity's work and is admitted to membership in accordance with Article 5 (any such body being called in these Articles a "member organisation").
4. The Trustee Board may establish criteria for membership and make regulations governing the admission of members.
  5. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint someone else (an alternate) to attend any meeting of the Charity if the appointed representative is unable to attend.
  6. Each member organisation shall notify the Secretary of the name of the representative appointed by it and of any alternate. If the representative or alternate resigns or otherwise leaves the member organisation, he or she shall immediately cease to be the representative of the member organisation.
  7. The Trustee Board can vote, with good reason, to end the membership of any individual or member organisation. The individual or member organisation can appeal against this, by making representations to the Trustee Board (and may be accompanied by one other person for this purpose) before a final decision is made.
  8. The Charity shall maintain a Register of Members in which shall be recorded the name and address of every member and the representative of every member organisation, and the dates on which they became and ceased to be a member or representative.
  9. Membership cannot be transferred to anyone else and ceases automatically if the member fails to attend two successive annual general meetings in person, by its appointed representative (if a member organisation) or by proxy without notifying to the Secretary his or her intention to remain a member.
  10. No person or organisation may be admitted as a member of the Charity unless their application for membership has been approved by the Trustee Board.

## **General Meetings**

### **Annual General Meeting**

11. The Charity shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

### **Other General Meetings**

12. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the members having the right to attend and vote at general meetings. If the Trustees do not call a general meeting having received such a requisition, the requisitionists may call a general meeting in accordance with the Act.

### **Length of Notice**

13. Unless Article 14 applies, an annual general meeting and a general meeting called to pass a special resolution or a resolution appointing a person as a Trustee shall be called by at least 21 clear days' written notice and any other general meeting shall be called by at least 14 clear days' written notice.
14. A general meeting may be called by shorter notice if it is so agreed:-
  - a. in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
  - b. in the case of any other general meeting, by at least 95% of the members entitled to attend and vote at that meeting.

### **Contents of Notice**

15. Every notice calling a general meeting shall specify the place, day and time of the meeting, the address of the registered office of the Charity and the general nature of the business to be transacted. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect. If these Articles permit the appointment of proxies, the notices shall inform members of



their right to do so, be accompanied by suitable proxy forms, and state where and by when such forms must be delivered.

### **Service of Notice**

16. Notice of general meetings shall be given to every member and to the Trustees, Citizens Advice, any President, Patron or honorary officer and to the auditors of the Charity.

### **Public Notice**

17. At least 7 clear days' public notice of every annual general meeting shall be given by announcing it in a local newspaper and by placing a clearly visible notice in each bureau or other place of work operated by the Charity and/or in a prominent place in the local area.
18. Anyone over the age of 18 who lives or works in the Charity's area of benefit, or who is interested in furthering the work of the Charity, may attend and (with the consent of the Chair) speak at the annual general meeting but only members of the Charity shall be entitled to vote.

### **Proceedings at General Meetings (including Annual General Meetings)**

19. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation or a proxy therefor or ten percent of the total membership, whichever is the greater, shall be a quorum.
20. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present in person or by proxy shall be a quorum.
21. A representative from Citizens Advice shall be invited to attend general meetings of the Charity and shall have the right to speak but not to vote at such meetings.
22. The President, or the Chair of the Trustee Board, in that order, shall be the Chair of each general meeting. In their absence, the Vice Chair of the Trustee Board (if any) shall

take the Chair, and if none is in attendance the persons present, before any other business is transacted, shall appoint a Chair of the meeting.

23. The Chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
  - a. by the Chair; or
  - b. by at least two members or proxies therefor having the right to vote at the meeting.
25. Unless a poll is duly demanded a declaration by the Chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken as the Chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote in addition to any other vote he or she may have.

29. A poll demanded on the election of the Chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chair directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
30. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
31. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting.

### **Votes of members**

32. Every member present in person or by proxy shall have one vote.
33. No member may vote on any matter in which he or she is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person at the meeting, such permission to be given or withheld without discussion.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chair whose decision shall be final and binding.
35. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case

of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

### **Proxies**

36. A proxy shall be in writing, executed by the appointing member (and if that member is a corporation it shall be signed by one director and the company secretary of such company or by two of its directors) and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

"Havering Citizens Advice Bureau

I/We,

Of,

being a member/members of the above named Charity hereby appoint \_\_\_\_\_, of

\_\_\_\_\_, or failing him/her, \_\_\_\_\_, of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

Signed on [date]"

37. Where it is desired to afford members an opportunity of instructing the proxy how he or she shall act a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

Havering Citizens Advice Bureau

I/We, \_\_\_\_\_, of \_\_\_\_\_,

being a member/members of the above named Charity, hereby appoint \_\_\_\_\_ of \_\_\_\_\_,

\_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 \*for \*against

Resolution No. 2 \*for \*against

Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]"

38. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Trustees may:-
  - 38.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - 38.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded at least 24 hours before the time appointed for the taking of the poll; or
  - 38.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee;and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
39. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
40. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Charity at the Office or at

such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

## **Trustee Board**

### **Trustees**

41. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act. Future Trustees shall be appointed as provided subsequently in these Articles.

42. The maximum number of Trustees shall be fifteen and the minimum shall be three, being either:

- a. elected at the annual general meeting (there being no more than ten such elected trustees in total), and who shall hold office from the conclusion of that meeting

**or:-**

- b. nominated by member organisations

**or:-**

- c. co-opted by the Trustee Board

Providing that on appointment the total number of co-opted and nominated Trustees does not exceed one third of the total number of Trustees.

43. Each appointment of a co-opted or nominated Trustee shall be made at an ordinary meeting of the Trustee Board and shall take effect immediately unless the appointment is to fill a place which has not yet been vacated in which case the appointment shall run from the date when the post becomes vacant.

44. Other than at the first three annual general meetings following incorporation, all elected Trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected but may be re-elected.

45. All nominated or co-opted Trustees shall retire from office at the third annual general meeting following the ordinary

meeting of the Trustee Board at which they were appointed but may then be elected or re-appointed.

46. At each of the first three annual general meetings following incorporation one third of the originally elected Trustees shall retire in rotation but may be re-elected.
47. At the ordinary meeting of the Trustee Board immediately preceding the annual general meeting, the Trustee Board shall (if applicable):
  - review member organisations; and
  - consider
    - a. any application for representation on the Trustee Board from any member organisation;
    - b. any proposal from a Trustee to offer representation on the Trustee Board to any member organisation.

Any proposal from a Trustee to offer representation to a member organisation can be voted on. If this motion is passed by a majority of at least two-thirds of the Trustees present, the Trustee Board shall decide how long the organisation can be represented for (providing the period of representation does not exceed that specified in Article 40) and invite it to nominate a representative.

### **Powers of Trustees**

48. Subject to the provisions of the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.

### **Regulations**

49. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of the Charity and its affairs, as to the duties of any officers or employees of the Charity, as to the conduct of business by the

Trustees or any committee or at any general meeting and as to any of the matters within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

### **Delegation of Trustees' Powers**

- 50. The Trustees may appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
- 51. The Trustees may delegate any of their functions and duties to any committee of individuals comprising at least two Trustees or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in the Articles.

### **Delegations to committees**

- 52. In the case of delegation of functions and duties to committees:
  - 52.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
  - 52.2 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees;
  - 52.3 all delegations under this Article shall be revocable at any time;
  - 52.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
  - 52.5 no committee shall incur expenditure on behalf of the Charity except in accordance with a budget which has been approved by the Trustees.
- 53. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.



### **Delegations of day to day management powers**

- 54. In the case of delegation of the day to day management of the Charity to the Borough Director or other manager or managers:
  - 54.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
  - 54.2 the Trustees shall provide the Borough Director with a description of his or her role and the extent of his or her authority; and
  - 54.3 the Borough Director shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

### **Appointment and Retirement of Trustees**

- 55. No person shall be elected or re-elected as a Trustee at any general meeting unless at least fourteen but not more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Charity of the intention to propose that person for election or re-election stating the particulars which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees together with notice executed by that person of his or her willingness to be elected or re-elected.
- 56. At least seven but not more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person in respect of whom notice has been duly given to the Charity of the intention to propose him or her at the meeting for election or re-election as a Trustee. The notice shall give the particulars of that person which would, if he or she were so elected or re-elected, be required to be included in the Charity's Register of Trustees.
- 57. The Trustee Board may make regulations concerning the election of Trustees such that it shall not be necessary to vote separately on the election of each Trustee but instead the Trustees may be elected by ballot.

58. Subject to the above Articles, a Trustee who retires at an annual general meeting may, if willing to act, be re-elected. If he or she is not re-elected, he or she shall retain office until the meeting elects someone in his or her place, or if it does not do so, until the end of the meeting.
59. No person may be appointed as a Trustee:
- a. under the age of 18 years; or
  - b. if he or she is a paid or volunteer worker at any bureau operated by the Charity;
  - c. unless he or she is a member (or duly appointed representative of a member organisation) of the Charity; or
  - d. in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of these Articles.
60. The Trustees may appoint a person who is willing to act as a co-opted Trustee, provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees.
61. The remaining members of the Trustee Board may appoint a person willing to act to fill a casual vacancy in the office of an elected member of the Trustee Board until the next annual general meeting. A casual vacancy in the office of a representative member may be filled by the organisation that s/he represented (provided that such person is acceptable to the Trustee Board).

### **Disqualification and Removal of Trustees**

62. The office of a Trustee shall be vacated if he or she:
- a. is disqualified from acting as a member of the Trustee Board by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - b. becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;

- c. is absent without the permission of the Trustee Board from three consecutive meetings and the Trustee Board resolve that her/his office be vacated;
- d. notifies to the Trustee Board a wish to resign by giving at least one month's notice in writing to the Secretary stating the date on which the resignation is to take effect (but only if at least three members of the Trustee Board will remain in office when the notice of resignation is to take effect);
- e. ceases to be a member or duly appointed representative of a member organisation of the Charity.

### **Expenses of Trustees**

- 63. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings of the Charity or otherwise in connection with the discharge of their duties.

### **Officers**

- 64. At the first meeting following the Annual General Meeting, the Trustee Board shall elect from its number a Chair and Treasurer and may elect one of its number to be Vice Chair. If the Chair is absent from any meeting, the Vice Chair (if any) shall preside. Otherwise the members present shall, before any other business is done, choose one of their number to preside at the meeting.
- 65. A person shall not hold office as Chair, Vice Chair or Treasurer for more than six consecutive years. After the end of this period, two further years must pass before any former Chair, Vice Chair or Treasurer shall be eligible for re-election to the office previously held.
- 66. The Trustee Board may appoint and remove a President and any such other patrons and honorary officers as it may think appropriate from time to time. All such positions shall be non-voting and unpaid and such persons shall not be Trustees.
- 67. The Trustee Board may appoint such other paid officers or staff as it considers necessary. The Trustee Board shall appoint and fix the remuneration of such staff as may be necessary to conduct the business of any bureau operated by the Charity. No such person (except the Secretary if not a

Trustee) shall be paid or volunteer workers who work at any bureau operated by the Charity. Except for the Secretary (who may be a Trustee) such persons shall not be Trustees and will have no right to vote at meetings.

### **Proceedings of Trustees**

68. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
69. A representative from Citizens Advice shall be invited to attend all meetings of the Trustee Board and its sub-committees. Such representative shall have the right to speak but shall not have the right to vote at meetings.
70. The Charity's Senior Manager shall be entitled to attend all meetings of the Trustee Board and shall have the right to speak but shall not have the right to vote. The Trustee Board may require any such person to withdraw from the meeting.
71. A representative from among the Charity's paid staff and two representatives from among the Charity's volunteer workers shall be entitled to attend all meetings of the Trustee Board, and shall have the right to speak but shall not have the right to vote. The Trustee Board may require any such person to withdraw from the meeting.
72. The Trustee Board shall hold at least four meetings in each year. A meeting of the Trustee Board may be called at any time by the Chair or by any three Trustees upon at least seven clear days' notice being given to the other Trustees and to Citizens Advice. A meeting of the Trustee Board may be called by shorter notice if the circumstances require a meeting to be convened urgently. The notice shall specify the date, time and place of the meeting and any special matters to be discussed.
73. The quorum for Trustee Board meetings shall be at least one third of the members of the Trustee Board, or three members of the Trustee Board, whichever number is greater.
74. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote.
75. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of

increasing the number of Trustees to that number or of summoning a general meeting of the Charity but for no other purpose.

76. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
77. A resolution in writing signed by all the Trustees or committee members entitled to vote upon the matter shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees or (as the case may be) committee members. The date of a written resolution shall be the date on which the last person entitled to vote signs.
78. A meeting of the Trustees may be held either in person or by suitable alternative means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

### **Conflicts of Interest**

79. Whenever a Trustee or committee member has a personal interest in a matter to be discussed at a meeting, and whenever such a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting, he or she must:
  - 79.1 declare an interest before discussion begins on the matter;
  - 79.2 withdraw from that part of the meeting unless expressly invited by the Chair to remain;
  - 79.3 in the case of personal interests not be counted in the quorum for that part of the meeting;
  - 79.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

### **General**

### **Citizens Advice**

80. The Charity shall be a member of Citizens Advice and must conform to its membership requirements and to its aims, principles and policies.
81. The Charity and its Trustees shall operate within an Equal Opportunities framework to achieve its objects and when exercising their powers.

### **Bank Accounts**

82. The funds of the Charity, including all donations, contributions and bequests shall be paid into an account operated by the Trustee Board in the name of the Charity at such bank as the Trustee Board shall from time to time decide.

### **Secretary**

83. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

### **Minutes**

84. The Trustees shall ensure minutes are made in books kept for the purpose or electronically, and may appoint a Minutes Secretary for this purpose):-
  - a. of all appointments of officers made by the Trustees; and
  - b. of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;and any such minute, if purported to be signed by the Chair of the meeting at which the proceedings were held, or by the Chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings.

### **Accounts and Reports**

85. The Charity may in General Meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Charity may be inspected by the members but subject thereto the

statutory books and accounting records shall be open to inspection by the members during usual business hours.

### **Annual Return**

86. The Trustee Board 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 which must be sent to the Charity Commission.

### **Annual Report**

87. The Trustee Board 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 which must be sent to the Charity Commission.

### **Accounts**

88. The Trustee Board shall comply with their obligations 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;
  - d. the transmission of the statements of account of the Charity to the Charity Commission.

### **Notices**

89. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Trustees need not be in writing if a written notice would not be practical because circumstances require a meeting to be convened urgently.
90. The Charity may give any notice to a member either personally, by fax to a number provided for that purpose, by electronic communication to an address provided for that purpose or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address.

91. A member present at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
92. Proof that an envelope containing a notice was properly addressed, prepaid and posted or that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to have been received 48 hours after the envelope containing it was posted or in the case of a fax or an electronic communication at the expiration of 48 hours after the time it was transmitted.

### **Indemnity**

93. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee or other officer of the Charity shall be indemnified out of the assets of the Charity against all costs charges expenses or liabilities incurred by him or her:
  - (a) in defending any civil or criminal proceedings in which judgment is given in his or her favour or in which he or she is acquitted; and
  - (b) in connection with any application in which relief from liability is granted to him or her by the court

where such proceedings or application arise as a result of any actual or alleged negligence, default, breach of duty or breach of trust in relation to the Charity

### **Trustees' indemnity insurance**

94. The Trustees shall have power to resolve pursuant to clause 4.17 of the Memorandum to effect trustees' indemnity insurance, despite their interest in such policy.

### **Winding-up**

95. The provisions of clauses 6 and 8 of the Memorandum of Association relating to the winding-up or dissolution of the



Charity shall have effect and be observed as if the same were repeated in the Articles.

**Names, Addresses and Signatures of Subscribers**

Signature: 

Name: AIDAN KNOX

Address: 14 WINGLETYE LANE, HORNBURCH, ESSEX, RM11 3T

Date: 11/12/06

WITNESS to the above signature:

Signature: 

Name: SILVANA DALL'AGLIO

Address: 155 BURN ROAD, LONDON E7 2SH

Occupation: GUIDANCE TUTOR

Signature: 

Name: ZARAH RICHES

Address: 29 ABEL CROSS LANE  
HORNCHURCH, RM12 4XN

Date: 11/12/06

WITNESS to the above signature:

Signature: 

Name: SILVANA DALL'AGLIO

Address: 155 BURN ROAD, LONDON E7 2SH

Occupation: GUIDANCE TUTOR

Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:

Signature:

Name:

Address:

Date:

WITNESS to the above signature:

Signature:

Name:

Address:

Occupation:



## **THE STATUTES OF HAVERING ARTS COUNCIL**

# THE STATUTES OF HAVERING ARTS COUNCIL

## 1. TITLE

The organisation which is by these statutes constituted and regulated shall be known as 'The Havering Arts Council' (hereinafter called 'the Council').

## 2. OBJECTS

The Council is established to contribute towards the spiritual, moral, mental and physical development of the community by fostering the study of and participation in the Arts by the community and by advancing public knowledge and appreciation of the Arts, and to these ends (hereinafter called 'the said objects') only, the Council shall have the following powers:

- 2.1 To promote participation in all forms and disciplines of the Arts within the London Borough of Havering (hereinafter called 'the Borough');
- 2.2 To identify the needs of the Borough in the field of the Arts and to support the formation of societies and other like groups for the purpose of fulfilling those needs;
- 2.3 To arrange musical, theatrical or dramatic performances, lectures, exhibitions, social gatherings, public meetings, conferences and other like events with a view to improving the knowledge and skills of persons presently or about to become engaged in the Arts or to stimulate public appreciation of or support for the Arts and to make or contribute towards the provision of awards and distinctions;
- 2.4 To serve as a focus of action and information for the Arts in the Borough and to provide a channel for communication between the Council and the Council of the Borough (hereinafter called 'the Authority') and other public authorities and persons and groups engaged in the Arts in the Borough as regards matters directly affecting the Arts; and
- 2.5 To do all such other things as shall be necessary of incidental in the furtherance of the said object:-
- 2.6 Provided that:
  - 2.6.1 If the Council shall take or hold any property which may be the subject of any charitable or other trust, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trust;
  - 2.6.2 The said objects shall not extend to the regulations of relations between workers and employers or organisations of workers and organisations of employers; and
  - 2.6.3 The Council shall not engage in any activity that would constitute the Council and Art Union within the meaning of the Art Unions Act 1846

## 3. FINANCE

- 3.1 So much of the funds of the Council as may not be required for immediate use or to meet the usual accruing liabilities may be invested as may be thought fit, subject nevertheless to such conditions and such consents as may for the time being be imposed or required by law and subject also as hereinafter provided.
- 3.2 The income and property of the Council whencesoever derived shall be applied solely in furtherance of the said objects and no portion thereof shall be paid or transferred, directly or indirectly, howsoever by way of profit to the members: except that:
  - 3.2.1 Nothing shall prevent the repayment in good faith of reasonable out-of-pocket expenses incurred by any member about the business of the Council;
  - 3.2.2 Nor in the furtherance of the said objects the making available to members on advantageous terms any publications, materials, accommodation, services or facilities;
  - 3.2.3 Nor be deemed to exclude any member from the benefit of any grant, guarantee or other financial support made or offered by the Council in the furtherance of the said objects;
  - 3.2.4 Nor preclude any member who may be successful in any prize competition promoted by the Council in furtherance of the said objects from receiving any prize or other distinction to which he may be entitled in accordance with the arrangements governing such competition.
- 3.3 In the event of the winding up or dissolution of the Council, any remaining assets after all outstanding liabilities have been discharged shall not be paid or transferred to any members of the Council or to the Authority but shall be transferred to a charitable organisation whose objects are similar to those of the Council and whose constitution precludes the distribution of income and assets amongst its members.

#### **4. MEMBERSHIP**

- 4.1 There shall be four classes of membership of the Council as follows:
  - 4.1.1 Group Membership – consisting of organisations engaged in any or all forms and disciplines of the Arts which are based in the Borough ‘whether the same be wholly independent, or affiliated to or having affiliated to it other Group Members’ and which are admitted to such membership by the Executive;
  - 4.1.2 Civic Membership – the Authority shall be entitled to appoint not more than five representatives to serve as civic members of the Council on such terms as the Authority may determine;
  - 4.1.3 Direct Membership – consisting of individual persons, resident or working in or otherwise connected with the Borough, who desire to be actively associated with the work of the Council and who are admitted to such membership by the Executive. Direct Members may be professional or semi-professional practitioners of the Arts; and
  - 4.1.4 Associate Membership – consisting of professional or commercial organisations engaged in or related to any or all forms and disciplines of the Arts which are based in the Borough and which are admitted to such membership by the Executive.
- 4.2 Standing Orders may:
  - 4.2.1 Divide Group and Associate Members into a number of classes for subscription and voting purposes;
  - 4.2.2 Determine the rate of annual subscription for Group and Associate Members by reference to such classes.
  - 4.2.3 Regulate the voting rights of Group and Associate Members by designated individual members thereof having regard to such classes; and
  - 4.2.4 Regulate the services and financial support that may be provided to Members: provided that no services or financial support shall be provided to any Member otherwise than in accordance with Charity Law.
- 4.3
  - 4.3.1 Every direct member shall pay annually a subscription of not less than £2.00 or such other figure as may be prescribed.
  - 4.3.2 Every direct member shall be entitled to one vote at General Meetings of the Council.

#### **5. ACCOUNTS AND AUDIT**

- 5.1 The Council shall cause complete and accurate accounts to be properly kept of all money received or expended on account of and of the matters and things for which sums of money shall have been received or disbursed and paid. The Council shall cause a like record to be kept of all property and rights acquired, used, managed or disposed of by the Council.
- 5.2 The financial year of the Council shall comprise of a period of twelve calendar months ending on 31<sup>st</sup> March in each year.
- 5.3 The accounts of the Council shall be balanced at the end of each financial year and thereupon the usual accounts shall be prepared which shall include a distinct view of the surplus or deficit which shall have arisen on the transactions of the Council in the course of the preceding financial year.

#### **6. OFFICERS**

- 6.1 The Mayor of the Authority shall be invited to serve as president of the Council during his term of civic office.
- 6.2 The principal officers of the Council shall be the Chairman, the Secretary, the Treasurer, the Solicitor and such other principal officers as may be prescribed.
- 6.3 The Chairman and Secretary shall be elected at the Annual General Meeting of the Council to serve as such until the Annual General Meeting in the following year. They shall be eligible to serve for a maximum of three consecutive terms of office.
- 6.4 The Council by resolution may appoint a suitably qualified person to serve as Treasurer to the Council and may by like means terminate such appointment.
- 6.5 The Council by resolution may appoint a person who is duly admitted as a Solicitor of the Supreme Court in England to serve as the Solicitor to the Council and may by like means terminate such appointment.
- 6.6
  - 6.6.1 No person shall be eligible to serve as a principal officer of the Council (other than as Treasurer under Statute 6.4 and the Solicitor under Statute 6.5) unless that person is either a member in good standing of a group member or a civic or direct member in his or her own right.

- 6.6.2 Any vacancy which may occur among the principal officers for whatever cause may be filled by resolution of the Executive. The person so appointed shall serve until the next Annual General Meeting of the Council.
- 6.7 The Annual General Meeting of the Council shall have power to appoint as Vice-Presidents of the Council persons who have given distinguished service to the Council or to the Arts in the Borough. The President and the Vice-Presidents of the Council shall not, by virtue of those offices, become members of the Council.

## **7. MANAGEMENT**

- 7.1 The Council may by resolution appoint such Committees as it considers necessary and shall likewise approve arrangements for the membership, functions and working of such Committees.
- 7.2 The work and activities of the Council shall principally be carried on through and be controlled by the following Committees of the Council (hereinafter) together referred to as 'the Committees':
  - 7.2.1 The Executive Committee (hereinafter called 'the Executive') which shall have general oversight of the whole work and activities of the Council and specific responsibility for the organisation and control of the financial and administrative business of the Council and coordination of the artistic affairs of the Council as conducted through the Activity Committees;
  - 7.2.2 The Activity Committees shall each have specific oversight of the work of the Council within the prescribed sphere of interest assigned to that Committee, responsibility for the organisation of events, the submission of advice and the initiation of projects within that sphere of interest, subject always to the overriding authority of the Executive and to budgetary provision for that purpose having been sanctioned by the Executive.
- 7.3
  - 7.3.1 The Executive shall consist of the principal officers, the civic members, ordinary members as provided for in Statutes 7.8 and 8.5. Exceptionally the Executive may co-opt up to four additional members subject to such conditions as the Executive may determine either generally or in specific cases.
  - 7.3.2 The Executive shall meet as is necessary for the despatch of business and not less than four times in each year. The Chairman, or in his absence one of the Activity Committee Chairmen chosen by the Members present, shall preside at meetings of the Executive. The Executive shall have power to deal with all matters on behalf of the Council except those matters specifically reserved to be dealt with at General Meetings of the Council and those matters specifically assigned to the Activity Committees.
- 7.4 The Executive may by resolution make Standing Orders as to the artistic, administrative and financial affairs of the Council and may, in like manner, amend or revoke the same.
  - 7.4.1 Provided that such Standing Orders shall be void to the extent of any inconsistency to these Statutes and may be annulled by resolution of the General Meeting of the Council next following the making thereof.
- 7.5 For the avoidance of doubt, but without prejudice to the generality of Statute 7.4, Standing Orders may:
  - 7.5.1 Provide for all those matters by the Statutes required or authorised to be provided for by Standing Order or prescribed ;
  - 7.5.2 Govern the arrangements and procedure for General Meetings of the Council and for meetings of the Committees;
  - 7.5.3 Regulate the management and control of all facilities and property belonging to, at the disposal of, or used by the Council.
  - 7.5.4 Make all necessary provision for carrying into effect the Statutes and the Standing Orders.
- 7.6 Such of the principal officers as shall be prescribed shall each have the right to receive notice of, attend and participate in, but not vote at, meetings of the Activity Committees of which they are not a member in their own right
- 7.7 The quorum for the transaction of business by each and every Committee shall be the presence of one quarter of the total membership thereof for the time being. The decision of each and every Committee shall be reached by the majority vote of the members present and voting and in the event of any equality of votes, the person presiding shall have a second or casting vote.

- 7.8 Of the ordinary members of the Executive, one or two shall be appointed by each of the Activity Committees in accordance with Statute 8.5 and a further two shall be elected by the Annual General Meeting of the Council subject to the standard provisions.

## **8. ACTIVITY COMMITTEES**

- 8.1 8.1.1 When an organisation or individual seeks to become a member of the Council, the Executive shall refer the matter to the Activity Committee in whose sphere of interest the applicant member is or intends to be active and the Executive may in appropriate cases refer such a matter to more than one Activity Committee.
- 8.1. 8.1.2 The Activity Committee in question shall consider the matter and report thereon to the Executive. The Executive shall consider such report and determine upon the admission to membership and direct the sphere of interest of the Activity Committee to which that group member is assigned.
- 8.1.3 At any time the Executive, at the request of either the member concerned, or either of the Activity Committees involved, or of its own initiative, in all cases following consultation with all three parties involved, may transfer a member from the sphere of interest of one Activity Committee to the sphere of interest of another such Committee.
- 8.1.4 Exceptionally the Executive may admit an applicant to membership subject to the report of the Activity Committee in whose sphere of interest the Executive then assign the organisation.
- 8.2 Each Activity Committee shall comprise the group members for the time being assigned to the sphere of interest of that Committee through their representatives as provided in the Standing Orders together with those of the direct members of the Council who demonstrate interest or experience in an aspect of the sphere of interest of the Committee in question and are accepted by the Committee as a member thereof.
- 8.3 Activity committees shall meet as is necessary for the despatch of business and not less than four times in each year. One of such meetings, to be called the Annual Meeting, shall be held in the three months preceding the Annual General Meeting of the Council (see Statute 9.1.1) for that year. The Chairman of the Committee, or in his absence some person present chosen by the members present, shall preside at meetings of the Activity Committee in question.
- 8.4 Each Activity Committee, at its Annual Meeting in each year, shall elect from amongst its members a Chairman and a Secretary. The Chairman and the Secretary shall take office as such immediately and shall serve until the next Annual Meeting of the Committee in question. In the event of a vacancy arising in either of these offices from whatever cause, the Activity Committee shall fill the same at its next meeting and the person appointed shall serve until the next Annual Meeting. The standard provision as to eligibility shall apply to these officers.
- 8.5 Each Activity Committee shall be represented on the Executive by its Chairman; in the absence of the Chairman the Activity Committee should nominate another of its members to deputize for them. If exceptionally these arrangements do not result in an Activity Committee being represented to that degree by reason of its Chairman being a member of the Executive in another capacity or otherwise, that Activity shall be entitled to elect a second person under Statute 8.4 to serve so long as the said exceptions shall apply.

## **9. GENERAL MEETINGS**

- 9.1 The Council shall, in the first four months of each succeeding financial year, hold a general meeting as its Annual General Meeting, in addition to any other meetings in that year.
- 9.2 All General meetings, other than Annual General Meetings, shall be known as Special General Meetings. The Executive may, whenever they think fit, direct that a Special General Meeting be called and shall so direct on receipt of a request subscribed to by any twenty Members of the Council or made by at least two of the Activity Committees. Such requests shall indicate the business proposed to be transacted at the meeting.
- 9.3 9.3.1 Except as hereinafter provided to the contrary, not less than fourteen days notice of every General Meeting, indicating the date, time and place of the meeting and the nature of the business proposed to be transacted thereat, shall be given to the President, the Vice-Presidents, each civic and direct member, the representatives of the group members, in accordance with the Standing Orders, and the principal officers if not otherwise entitled.



- 9.3.2 The accidental omission to give notice of General Meetings to or the non-receipt of such notice by any persons entitled to receive the same shall not invalidate any resolution passed at or the proceedings of the General Meeting.
- 9.4 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, the presence of twelve members shall constitute a quorum.
- 9.5 9.5.1 The President, or in his absence, the Chairman, shall preside at every General Meeting of the Council. In their absence the General Meeting itself shall, before proceeding to transact its business, elect some member present to act as temporary Chairman for that meeting only.
- 9.5.2 In the event of the equality of the votes on any matter at a General Meeting the person presiding shall be entitled to a second or casting vote.
- 9.6 At any General Meeting a motion put to the vote shall be decided on a show of hands.
- 9.7 9.7.1 Candidates for the post of Chairman and Secretary and for such other posts as may be filled by election at the Annual General Meeting shall be nominated in writing on the prescribed form. Such forms shall be received by the Secretary not less than seven days prior to the Annual General meeting and this requirement together with an indication of the address to which nomination forms are to be directed shall be included as part of the notice of the Annual General Meeting. nomination forms shall include the signatures of the proposer and seconder (who shall both be either group members or direct members, and in the case of a group member, the signature of a duly authorised official thereof shall be required) and shall contain a declaration of willingness to serve, if elected, subscribed to by the candidate.
- 9.7.2 If the number of candidates duly nominated is not greater than the number of vacancies to be filled, the election of candidates thus nominated shall be put to the Annual General Meeting as a motion under Statute 9.6. If more candidates are duly nominated than there are vacancies to be filled, elections shall take place at the Annual General Meeting, the voting shall be by ballot conducted under the control of the person presiding thereat but the meeting may continue with other business while the ballots are being counted; as soon as the result of the ballot shall be ascertained, the person presiding shall declare the result.

## **10. MINUTES**

The Executive shall cause Minutes to be made in a book provided for the purpose, the names of the Members present at each meeting of the Executive and of any Activity Committee and of all decisions, resolutions and proceedings of all General Meetings of the Council, and of the Executive and all Activity Committees, and any such Minute of such a meeting, if purporting to be signed by the person presiding thereat, or by the person presiding at the next succeeding meeting of the Executive or Activity Committee or General Meeting, as the case may be shall be sufficient evidence of the proceedings, resolutions and decisions of the meeting in question without any further proof of the facts therein stated.

## **11. INDEMNITY**

- 11.1 As an arrangement of mutual reciprocity:
  - 11.1.1 The Council agree to save harmless and keep indemnified each and every group member against all liabilities arising on account of the works and activities of the Council; and
  - 11.1.2 Each and every group member agrees to save harmless and keep indemnified the Council against all liabilities arising on account of the work and activities of that group member.
- 11.2 The principal officers and other members of the Executive shall be indemnified out of the funds and assets of the Council against all liabilities attributed to them individually but which arise on account of the works and activities of the Council and where such liability arises from a contract or engagement previously authorised by or on behalf of the Council and duly confirmed in the minutes of a meeting of the Executive or a General Meeting of the Council pursuant to Statute 10.
- 11.3 No principal officer or other member of the Council shall be entitled to enter into an engagement or contract or incur any liability on behalf of the Council without the prior authority of the Executive or the Council and confirmed in the Minutes of the meeting in question pursuant to Statute 10. Any principal officer or other member of the Council

acting without or in excess of any necessary authority hereunder shall save harmless and keep the Council indemnified against all liabilities arising therefrom.

## **12. STAFF**

The Council may employ director and such other officers and servants as it may consider necessary and fix their remuneration and terms of appointment.

## **13. INTERPRETATION**

- 13.1 In these presents, unless the contrary appears:
  - 13.1.1 Words denoting the masculine gender shall be deemed to include the feminine
  - 13.1.2 Words in the singular shall include the plural and words in the plural shall include the singular
  - 13.1.3 'In writing' means written, printed or lithographed and any other mode of representing or reproducing words in a non-transient visible form
  - 13.1.4 'Day' does not include the day on which the notice is given or the day on which the meeting is held
  - 13.1.5 'Prescribed' means prescribed by resolution of the Executive
  - 13.1.6 'Standard Provisions' means the provisions as to nomination, election, tenure and eligibility as applied to the offices of Chairman and Secretary
  - 13.1.7 'The Arts' includes other cultural activities and cognate expressions shall be interpreted accordingly
- 13.2 In reckoning the sufficiency of the number of members where any such number of members is specified for the purpose of any provisions of these presents, a group member shall reckon as one member only notwithstanding the number of votes to which that group member may be entitled.

## **14. DISSOLUTION AND AMENDMENT**

- 14.1 The Council shall only be dissolved by resolution passed by a majority of at least five-sixths of the members present and voting at a Special General Meeting called for the purpose of considering such dissolution, twenty-eight days notice of such meeting having duly been given to those entitled to the same. In the event of dissolution the matter shall be dealt with in accordance with Statute 3.3 and the transfer of assets therein provided for shall be to such organisation as the Executive with the consent of the Special General Meeting in question shall determine and the Council shall only continue in being after the passage of such a resolution for the purpose of giving effect to such arrangements.
- 14.2 No alteration to these Statutes shall be made except by a General Meeting of the Council twenty-eight days notice having duly been given to all those entitled to receive the same of the intention to propose such alterations at such meeting and the resolution embodying such alteration having been carried by a majority of at least two-thirds of the members present and voting at the meeting.
- 14.3 No alteration may be made to Statutes 2, 3 and 14 without the approval of the Charity Commissioners for England and Wales or other authority with charitable jurisdiction from time to time by law.

## **Revisions**

- 1. Revised March 1982 – Charity Commissioners
- 2. Further amendments made by Hon. Solicitor May 1987
- 3. Revised July 1991
- 4. Revised September 2013