

Arts Richmond

Charity Number: 251359

Constitution

The Constitution adopted in 1966 as amended at EGMs on 13 November 1997, 11 November 1999, 16 October 2003, 20 October 2005, 2nd December 2020 and 26 October 2022

1. NAME

The name of the Charity shall be **Arts Richmond**.

2. CHARITABLE OBJECTS

The Charitable Objects of Arts Richmond are to advance education by fostering and promoting the maintenance, improvement and development of artistic taste and the knowledge, understanding and appreciation of the arts, and the promotion, support, assistance and improvement of libraries through the activities of friends and user groups, in the London Borough of Richmond upon Thames.

3. POWERS

- a) In furtherance of this objective but not otherwise Arts Richmond may exercise the following powers:
- i) To establish or further the work of its affiliated organisations and others to be formed or already existing for the promotion of the said objects.
 - ii) To act as a coordinating body for the activities which promote the objects of Arts Richmond of all organisations both amateur and professional existing to promote the arts in the Borough of Richmond upon Thames and to provide a means of liaison between such organisations and the appropriate Committee or Committees of the Local Authority.
 - iii) To encourage the presentation of public concerts, dramatic performances, recitals, art exhibitions, lectures, arts festivals and other forms of the arts.
 - iv) To raise funds. In doing so the charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations.
 - v) To buy, take on lease or in exchange, hire or otherwise acquire any property and maintain and equip it for use.
 - vi) To sell, lease or otherwise dispose of all or any part of the property belonging to Art Richmond. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993 and any subsequent amendments thereto.
 - vii) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.

- viii) To establish or support any charitable trusts, associations or institutions formed for any charitable purposes included in the Objects.
- ix) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any part of the Objects.
- x) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- xi) To employ whatever staff are deemed appropriate to achieve the Objects. S/he/they shall have no vote but should attend meetings, including the AGM, Special meetings, Trustees and sub-committee meetings as required. The Trustees will fix her/his/their remuneration and terms of appointment.
- xii) To obtain and pay for such goods and services as are necessary for carrying out the work of Arts Richmond.
- xiii) To open and operate such bank and other accounts as the Trustees considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000 and any subsequent amendments thereto.
- xiv) To do all such other lawful things as are necessary for the achievement of the Objects.

b) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.

4. MEMBERSHIP

- a) Membership of Arts Richmond shall be open to the following on payment of the appropriate Membership subscription, the amount of which shall be determined from time to time by the Trustees.
 - i) Bodies, being societies or similar organisations concerned with the promotion of the arts, culture or libraries within the Borough of Richmond upon Thames are affiliated members of Arts Richmond.
 - ii) Individuals concerned with or interested in the Objects of Arts Richmond and wishing to further its activities are the individual members of Arts Richmond.
- b) Membership of Arts Richmond shall be open to the following without payment of membership subscription:
 - i) Individuals appointed as Honorary Life Members by the Trustees which may so appoint people who have rendered outstanding services to Arts Richmond either in a paid or voluntary capacity. These are honorary members of Arts Richmond.
 - ii) Patrons of Arts Richmond (see note c)
- c) It shall be open to the Trustees to invite individuals or businesses to become Patrons of Arts Richmond. No membership fee shall be payable.

5. PATRONS, OFFICERS and MEMBERS OF THE TRUSTEE BOARD

- a) Patrons: The President and Vice President of Arts Richmond are honorary roles and shall be elected at an Annual General Meeting of Arts Richmond for a term of up to 5 years. Patrons shall not be Trustees of Arts Richmond.
- b) Officers: The Chair of Arts Richmond and Treasurer of Arts Richmond shall be elected at the Annual General Meeting.
- c) Chair: The Chair of Arts Richmond shall be the Chair of the Trustees. The Chair shall be elected at the AGM for a period of three years, at the end of which period s/he will be eligible for election for a further three-year term, at the end of which s/he shall not be eligible for re-election as Chair for a period of one year.
- d) The Treasurer shall be elected at the AGM for a period of three years, at the end of which period s/he will be eligible for election for a further three-year term, at the end of which s/he shall not be eligible for re-election as Treasurer for a period of one year.
- e) There shall be a minimum of 5 further Trustees and a maximum of 9 further Trustees in addition to the Chair and Treasurer. Their term of Office shall be three years at the end of which each Trustee will be eligible for election for a further period of up to 3 years, at the end of which s/he shall not be eligible for re-election as Trustee for a period of one year.
- f) The Trustees must appoint a Deputy Chair who shall chair the meetings of the Trustees in the absence of the Chair and perform other duties as required.

6. THE ANNUAL GENERAL MEETING AND SPECIAL OR EXTRAORDINARY MEETINGS

- a) The AGM of Arts Richmond shall be held in each year at such time (not being more than fifteen months after the holding of the preceding AGM) and place as the Trustees shall determine. At least twenty-one days' notice in writing shall be given by the Trustees to the members. Other meetings of Arts Richmond and the Trustees shall be held at such times as may be determined by the Trustees.
- b) At the AGM the business shall include the election of the Chair and the Treasurer, the election of persons to fill vacancies on the Trustee Board, the appointment of an appropriately qualified auditor, the consideration of an Annual Report of the work done by or under the auspices of Arts Richmond and the presentation of the audited accounts.
- c) The elected members of the Trustees shall be elected at the AGM for terms of three years, with cohorts of one third of the members being elected or re-elected in each year. In the event of a member not completing his/her three-year term for any reason, the vacancy shall be filled at the next AGM for the remainder of the former member's term.
- d) It is open to any member of Arts Richmond to nominate any other member or member of an affiliated society to any office or to membership of the Trustees. Each person nominated must have a proposer and seconder both of whom must be members of Arts Richmond. It is the responsibility of the proposer to ensure that his/her nominee is willing to stand for election. All nominations must reach the Chair at least five days before the AGM.
- e) Election to office or to membership of the Board of Trustees shall take place at the AGM. In the event of a number of candidates for election to any office or membership of the Board of Trustees not exceeding the relevant number of vacancies for that office or membership, the candidates nominated shall be declared elected by the presiding Chair. In the event of the number of candidates nominated to any office or to membership of the Board of Trustees exceeding the number of relevant vacancies, election shall be by vote of those members who are present at the AGM.
- f) A Special or Extraordinary meeting of Arts Richmond shall be called at twenty-one days'

notice upon the written demand of one-third of the Members, or by the Chair or by a majority of the Board of Trustees.

- g) At the AGM, Special or Extraordinary meetings of Arts Richmond one representative of each affiliated body and all individual members and honorary life members shall be entitled to one vote each.
- h) The quorum at the AGM or at a Special or Extraordinary meeting, shall be one quarter of the number of members of Arts Richmond, or 25 members, whichever shall be the lesser number.
- i) The proceedings of Arts Richmond shall not be invalidated by any failure to appoint or any defect in the appointment, election or qualification of any member.

7. BOARD OF TRUSTEES

- a) There shall be a Board of Trustees that shall meet at least four times a year.
- b) Its duty shall be to carry out the general policy of Arts Richmond and to provide for the administration, management and control of the affairs and property of Arts Richmond. The Trustees shall establish such other committees and working groups to assist it in its overall tasks.
- c) The Board of Trustees may co-opt up to three individuals (who need not be members of Arts Richmond) as non-agm
- d) members.
- e) The procedure at meetings of the Board of Trustees shall be such as the person presiding determines.
- f) The Board of Trustees shall establish a delegation framework consistent with charity law and the Charity Governance Code for England & Wales.
- g) Elected members of the Board of Trustees who fail to attend three properly notified meetings of the Board, in succession and without good reason shall be regarded as having resigned from the Board of Trustees.

8. PARTICIPATION IN MEETINGS BY ELECTRONIC MEANS

- a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants
- b) Any charity trustee, sub-committee member or person operating under the auspices of Arts Richmond, participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants, shall qualify as being present at the meeting.
- c) Meetings held by electronic means must comply with rules for meetings including chairing and the taking of minutes.

9. FINANCE

- a) Arts Richmond's financial year shall run from April 1st to March 31st. The accounts of Arts Richmond shall be audited to the extent required by law by an appropriately qualified individual. The audited accounts shall be presented to the Board of Trustees for approval on behalf of the membership and for presentation at each AGM.

- b) The Board of Trustees will purchase indemnity insurance in respect of the Officers, Trustees and any individuals authorised to act on behalf of Arts Richmond against any liability that by virtue of any rule of law would otherwise attach to such persons in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in respect of Arts Richmond but excluding:
 - i) Fines
 - ii) Costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless conduct of the said person
 - iii) Liabilities to Arts Richmond that result from conduct that the said persons(s) knew or ought to have known was not in the best interests of Arts Richmond or in respect of which the person concerned did not care whether the conduct was in the best interests of Arts Richmond or not.
- c) Arts Richmond shall have the power to raise money by means of affiliation fees from participating societies and organisations, subscriptions from individuals, donations of legacies, grants-in-aid from statutory authorities, loans and other sources.
- d) The income and property of Arts Richmond, from wherever derived, shall be applied solely towards the promotion of the Objects of Arts Richmond as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profits to any member of Arts Richmond, provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration and expenses to any employee of Arts Richmond or the repayment of out of pocket expenses properly incurred on behalf of Arts Richmond by any honorary officer or member.

10. DISSOLUTION

Arts Richmond may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a general meeting of Arts Richmond of which at least twenty-one clear day's notice shall have been sent to all members of Arts Richmond. Such a resolution may give instructions for the disposal of any assets held by or in the name of Arts Richmond provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of Arts Richmond but shall be given or transferred to such other institution or institutions having charitable objects similar to the objects of Arts Richmond as Arts Richmond may, with the approval of the Charity Commissioners or other authority having charitable jurisdiction, determine.

11. ALTERATIONS TO THE CONSTITUTION

Alterations to the Constitution shall receive the assent of not less than two-thirds of the members of Arts Richmond present and voting at a general meeting. A resolution for the alteration of the Constitution shall be received by the Chair at least twenty-eight days before the meeting at which the resolution is to be brought forward. At least twenty-one days' notice in writing of such a meeting shall be given by the Chair to the members and shall include notice of the alterations proposed, provided that no alteration to Clause 2 shall be made without the approval of the Court or the Charity Commissioners or other authority having charitable jurisdiction.