

# Richmond upon Thames Arts Council

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, 2<sup>nd</sup> December 2020

### 1. NAME

The name of the Charity shall be **Richmond upon Thames Arts Council**. This is its name for the purposes of the Charity Commission. It shall trade and operate as **Arts Richmond** and is hereinafter referred to as such.

### 2. OBJECTIVE

The Objective of Arts Richmond shall be to promote engagement in the arts in the London Borough of Richmond upon Thames in conjunction with and in support of its affiliated societies and membership.

### 3. POWERS

- a) In furtherance of this objective but not otherwise Arts Richmond, acting through the elected members of the Executive Committee, 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 objective.
  - ii) To act as a co-ordinating body for the activities which promote the Objective 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 Executive 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 Executive 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 Objective.
  - ix) To acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any part of the Objective.
  - 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 Objective. S/he/they shall have no vote but should attend meetings, including the AGM, Special meetings, Executive and sub-committee meetings as required. The Executive Committee 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 Executive Committee 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 Objective.
- b) No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive.
  - c) Any meeting of the Executive at which a quorum (i.e. one third of the voting members of the committee) is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive.

#### **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 Executive Committee.
  - i) Bodies, being societies or similar organisations concerned with the promotion of the arts, culture or libraries within the Borough of Richmond upon Thames which shall have the right to appoint a member of that body to represent it on the Executive Committee, as long as the total membership does not exceed 15. These are affiliated members of Arts Richmond.
  - ii) Individuals concerned with or interested in the Objective of Arts Richmond and wishing to further its activities. These members may stand for election to the Executive Committee. The total of such members on the Executive Committee shall not exceed three quarters of the then aggregate membership of affiliated societies' representatives on the Executive.

- b) Membership of Arts Richmond shall be open to the following without payment of a membership subscription:
  - i) Individuals appointed as Honorary Life Members by the Executive Committee 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. They may choose to be serving members of the Executive Committee or not.
  - ii) Three representatives of the Borough of Richmond upon Thames Council (see note c))
  - iii) Patrons of Arts Richmond (see note d))
- c) The Borough of Richmond upon Thames shall have the right to nominate three representatives to serve as non-voting members of the Executive Committee. No membership fee shall be payable.
- d) It shall be open to the Executive Committee to invite individuals or businesses to become Patrons of Arts Richmond. No membership fee shall be payable.

## **5. OFFICERS and MEMBERS OF THE EXECUTIVE**

- a) The following honorary officers shall be elected at the Annual General Meeting.
  - i) The President(s) of Arts Richmond
  - ii) The Vice-Presidents of Arts Richmond
  - iii) The Chairman of Arts Richmond
  - iv) The Treasurer of Arts Richmond
- b) The Chairman of Arts Richmond shall be the Chairman of the Executive Committee and ex-officio, a member of all sub-committees of Arts Richmond. The Chairman shall be elected at the AGM for a term 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 Chairman for a period of one year. Arts Richmond, being a non-political organisation, a serving Borough councillor shall not be eligible for election as Chairman.
- c) The Treasurer shall be elected at the AGM for a term of three years at the end of which period s/he will be eligible for election for such further terms as each AGM shall decide.
- d) The Executive Committee must appoint a Deputy Chairman who shall take the chair in the absence of the Chairman 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 Executive Committee shall determine. At least twenty-one day's notice in writing shall be given by the Executive to the members. Other meetings of Arts Richmond and the Executive

Committee shall be held at such times as may be determined by the Executive Committee.

- b) At the AGM the business shall include the election of the Chairman and the Treasurer, the election of persons to fill vacancies on the Executive Committee, 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 Executive Committee 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 Executive Committee. 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 Chairman at least five days before the AGM.
- e) Election to office or to membership of the Executive Committee shall take place at the AGM. In the event of a number of candidates for election to any office or membership of the Executive Committee not exceeding the relevant number of vacancies for that office or membership, the candidates nominated shall be declared elected by the presiding Chairman. In the event of the number of candidates nominated to any office or to membership of the Executive Committee 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 Chairman or by a majority of the Executive Committee.
- 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. EXECUTIVE COMMITTEE**

- a) There shall be an Executive Committee 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.
- c) The Executive Committee shall comprise:
  - i) The Chairman and the Treasurer ex officio

- ii) Not more than fifteen members elected from the total membership
  - iii) The three nominated representatives of the Borough, who may attend meetings of the Executive Committee as non-voting members
  - iv) Not more than three other individuals (who need not be members of Arts Richmond) whom the Executive Committee itself may co-opt as non-voting members
  - v) Honorary Life Members if they choose to be present, as non-voting members
- d) The procedure at meetings of the Executive Committee shall be such as the person presiding determines.
  - e) Casual vacancies may be filled by the Executive Committee for the period until the next AGM.
  - f) The Executive Committee may delegate any of its powers save the approval of the annual accounts to individuals or to Sub-Committees and such Sub-Committees may be given power to co-opt, provided that no Sub-Committee shall co-opt more than one quarter of its total membership.
  - g) The quorum at an Executive meeting shall be one third of the voting members of the Committee.
  - h) Elected members of the Executive Committee who fail to attend three properly notified meetings of the Committee, in succession and without good reason shall be regarded as having resigned from the Committee.

## **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, executive committee member, 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 1<sup>st</sup> to March 31<sup>st</sup>. 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 Executive Committee for approval on behalf of the membership and for presentation at each AGM.

- b) The Executive Committee will purchase indemnity insurance in respect of the Officers, Trustees and Executive Members 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 wilful 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 Objective 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. TRUSTEES**

Arts Richmond, acting through the elected members of the Executive Committee, will appoint no fewer than three and (usually) no more than five trustees to oversee the charity in accordance with the instructions and guidance of the Charity Commission. A trustee will have a three year term of office with a six year maximum period following which s/he must step down for a minimum of one year before resuming the role. The trustees will meet at least once per year to scrutinise the Annual Report and will have overall responsibility for the efficiency and probity of the Charity.

## **11. 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 objective of Arts Richmond as Arts Richmond may, with the approval of the Charity Commissioners or other authority having charitable jurisdiction, determine.

**12. 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 Chairman 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 Chairman 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.