

CONSTITUTION
of
THE THREE LOCHS BOOK AND ARTS FESTIVAL
adopted on 3rd December 2015

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Name

1. The name of the association is:

“The Three Lochs Book and Arts Festival”

Objects

2. The charitable objects of the association shall be the advancement of the arts, heritage and culture and the advancement of education.

In furtherance of this objective, the association will:

- a) produce and consolidate a biennial Book and Arts Festival, and other similar events throughout the year, for the local and wider community;
- b) generate excitement through an attractive programme of literary and arts events;
- c) bring high quality writers, artists and performers to the area;
- d) stimulate an awareness of the local area and its heritage;
- e) provide opportunities to showcase local talent;
- f) involve the people and particularly the children of the area in community and cultural events;
- g) recognise the Gaelic language is intrinsic to our cultural landscape and provide opportunities for Gaelic speaking artists and performers;
- h) extend the holiday season and encourage more visitors to visit the Highlands.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), the association shall have the following powers:-
- a) To organise and produce The Three Lochs Book and Arts Festival and other associated events.
 - b) To carry on any other activities which further any of the above objects.
 - c) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the association's activities.
 - d) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.
 - e) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the association.

- f) To borrow money, and to give security in support of any such borrowings by the association.
- g) To employ such staff as are considered appropriate for the proper conduct of the association's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- h) To engage such consultants and advisers as are considered appropriate from time to time.
- i) To effect insurance of all kinds (which may include officers' liability insurance).
- j) To invest any funds which are not immediately required for the association's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- k) To liaise with other voluntary sector bodies, local authorities, UK or Scottish Government departments and agencies, and other bodies, all with a view to furthering the associations objects.
- l) To establish and/or support any other charity or Community Interest Company, and to make donations for any charitable purpose falling within the association's objects.
- m) To form any company which is a charity with similar objects to those of the association, and, if considered appropriate, to transfer to any such company (without any payment being required from the company) the whole or any part of the association's assets and undertaking.
- n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.
- o) To accept grants, donations and legacies of all kinds (and to accept any reasonable consideration attaching to them).
- p) To do anything which may be incidental or conducive to the furtherance of any of the association's objects.

General structure

4. The structure of the association shall consist of:-

- a) the MEMBERS – who have the right to attend any meeting and who elect people to serve on the management committee at the annual general meeting; and
- b) the MANAGEMENT COMMITTEE – who are elected by the members at the annual general meeting, and hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association.

Qualifications for membership

5. Membership shall be open to any person who accepts all the terms of the constitution regardless of his or her gender, nationality, race, colour, age, religion politics or location.
6. An employee of the association shall not be eligible for membership; a person who becomes an employee of the association after admission to membership shall automatically cease to be a member.

Application for membership

7. The management committee may, at its discretion, refuse to admit any person to membership, or an event, including meetings.

Membership subscription

8. No membership subscription shall be payable and no register of members shall be held.

Annual General Meetings

9. The management committee shall convene an annual general meeting each year (excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.
10. The business of each annual general meeting shall include:-
 - a) a report by the chair on the activities of the association
 - b) consideration of the annual accounts of the association
 - c) election and/or re-election of members of the management committee, to a maximum of eight [8] members.
11. The management committee may convene a special general meeting at any time.

Notice of annual general meetings and special general meetings

12. At least 14 clear days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
13. The reference to "clear day" in clause 15 (and clause 56) shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
14. Notice of every general meeting shall be given in writing to all members of the management committee (by electronic means, if deemed to be satisfactory by the Management Committee). Notice of every general meeting shall be made to the members of the association through suitable public notification, as deemed by the management committee to ensure that all members shall be thus notified.

Procedure at annual general meetings and special general meetings

15. No business shall be dealt with at any annual general meetings or special general meetings unless a quorum is present; the quorum for a general meeting shall be five [5] members, including at least one office-bearer and at least one other management committee member.
16. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
17. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present or willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present shall elect from among themselves a person who will act as chairperson of that meeting.
18. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
19. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.
20. If there are an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
21. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present at the meeting); a secret ballot may be demanded either before the show of hands take place, or immediately after the result of the show of hands is declared.
22. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

23. The maximum number of members of the management committee shall be eight [8]. Any number of other members may attend committee meetings.

Election, retiral and re-election

24. At each annual general meeting, the members may elect any member to be a member of the management committee, to a maximum of eight [8].
25. The management committee may at any time appoint any member to be a member of the management committee, to a maximum of eight [8].
26. At each annual general meeting, all of the members of the management committee shall retire from office – but shall then be eligible for re-election.

Termination of office

27. A member of the management committee shall automatically vacate office if:-
- a) he/she becomes debarred under any statutory provision from being a charity trustee
 - b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
 - c) he/she ceases to be a member of the association
 - d) he/she becomes an employee of the association
 - e) he/she resigns office by notice to the association
 - f) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

28. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Office bearers

29. The management committee members shall elect from among themselves a chair, a treasurer and a secretary, and such other office bearers (if any) as they consider appropriate.
30. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
31. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

32. Except as otherwise provided in this constitution, the association and its assets and undertakings shall be managed by the management committee, who may exercise all the powers of the association.
33. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Personal interests

34. A member of the management committee who has a personal interest in any transaction or other arrangement which the association is proposing to enter into, must declare that interest at a meeting of the management committee; he/she will be debarred from voting on the question of whether or not the association should enter into that arrangement.
35. For the purposes of clause 34, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that arrangement.
36. Provided that:
 - a) he/she has declared his/her interest
 - b) he/she has not voted on the question of whether or not the association should enter into the relevant arrangement and
 - c) the requirements of clause 38 are complied with,

a member of the management committee will not be debarred from entering into an arrangement with the association in which he/she has a personal interest (or is deemed to have a personal interest under clause 35) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.
37. No member of the management committee may serve as an employee (full time or part time) of the association, and no member of the management committee may be given any remuneration by the association for carrying out his/her duties as a member of the management committee.
38. Where a management committee member provides services to the association or might benefit from any remuneration paid to a connected party for such services, then
 - a) the maximum amount of the remuneration must be specified in a written agreement and must be reasonable, and
 - b) management committee members must be satisfied that it would be in the interests of the association to enter into the arrangement (taking account of that maximum amount).
 - c) Less than half of the management committee members must be receiving remuneration from the association (or benefit from remuneration of that nature) at any time.
39. The members of the management committee may be paid any reasonable expenses incurred by them in connection with carrying out their duties, subject to prior approval by the management committee on a case by case basis.

Procedure at management committee meetings

40. Management committee meetings shall be conducted in accordance with all the preceding clauses, unless overridden by the following clauses.
41. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.
42. The quorum for a management committee meeting shall be four [4].
43. If at any time the number of management committee members in office falls below the number fixed as the quorum (four [4]), the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
44. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.
45. It is the duty of the management committee to ensure that all members of the committee are suitably notified of all management committee meetings including date, time and location.

Conduct of members of the management committee

46. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must
 - a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)
 - b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - c) in circumstances giving rise to the possibility of a conflict of interest between the association and themselves or any other party
 - i. put the interests of the association before that of themselves or the other party in taking decisions as a member of the management committee
 - ii. where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question
 - d) ensure that the association complies with any direction, requirement, notice or duty imposed on it by the Charities and Trustee Investment (Scotland) Act 2005.

Delegation to sub-committees

47. The management committee may delegate any of their powers to any sub-committee consisting of one or more management committee members and such other persons (if any) as the management committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
48. Any delegation of powers under clause 47 may be made subject to such conditions that the management committee may impose and may be revoked or altered.
49. The rules of procedure for any sub-committee shall be as prescribed by the management committee.

Operation of accounts and holding of property

50. The signatures of two out of three signatories appointed by the management committee shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the association; at least one out of the two signatures must be the signature of a member of the management committee.
51. The title to all property (including any land or buildings, the tenant's interest under any lease and (so far as appropriate) any investments) shall be held either in the names of the chair, treasurer and secretary of the association (and their successors in office) or in the name of a nominee company holding such property in trust for the association; any person or body in whose name the association's property is held shall act in accordance with the directions issued from time to time by the management committee.

Minutes

52. The management committee shall ensure that minutes are made of all proceedings at all meetings; a minute of any meeting shall include the names of those present.
53. The minutes of each meeting will be reviewed, amended as necessary and approved at the next meeting; minutes of annual general meetings or special general meetings shall be reviewed at the next annual general meeting; minutes of a management committee meeting shall be reviewed at the next management committee meeting. All meeting minutes shall be signed by the chairperson of that meeting once they have been approved.

Accounting records and annual accounts

54. The management committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
55. The management committee shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.

Dissolution

56. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a general meeting of the members; not less than 21 clear days' notice of the meeting (stating the terms of the proposed resolution) shall be given; clauses 13 and 14 will apply to the manner of notification.
57. If a proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 56, the management committee shall have power to dispose of any assets held by or on behalf of the association – and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.
58. For the avoidance of doubt no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

Alterations to the constitution

59. Subject to clause 60, the constitution may be altered by the management committee should they deem it necessary and appropriate to do so; such changes will be formally ratified by the association according to a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting is given in accordance with clauses 12, 13 and 14.
60. No amendment to any clauses of the constitution may be made if the effect would be that the association would cease to be a charity.

Interpretation

61. For the purposes of this constitution,
 - a) the expression "charity" shall mean a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 96 of the Charities Act 1993,
 - b) the expression "charitable purpose" shall mean a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of sections 505 and 506 of the Income and Corporation Taxes Act 1988;
62. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the management committee

63. The initial members of the management committee, and the positions held by each, shall be as set out below.

This constitution was adopted on **3rd December 2015**

CHAIR

Name: David Barker

Address: Lea Cottage, Strontian, Argyll, PH36 4HZ

Signature:

SECRETARY

Name: Justine Dunn

Address:

Signature:

TREASURER

Name: Hollie Taylor

Address:

Signature: