

MINEHEAD AND EXMOOR FESTIVAL SOCIETY

Constitution and Governing Document

1. TITLE:

The name of the Society shall be the MINEHEAD & EXMOOR FESTIVAL SOCIETY (“the Society”). The Society is registered as a charity with the Charity Commission for England and Wales under registration number 260276.

2. DEFINITIONS

In this document:

- a. “Charity Commission” means the Charity Commission for England and Wales.
- b. “Committee” means a committee consisting of three officers (Chairman, Secretary and Treasurer) and as many other committee members as may be decided at a General Meeting.
- c. “Financial Year” means the calendar year starting on 1st January or such other period as shall be substituted for it by a resolution passed at a General Meeting.
- d. “Friend” means any person who shall give a donation to the Society of not less than the Minimum Donation
- e. “General Meeting” shall mean an Annual General Meeting or an Extraordinary General Meeting of which notice has been given in a newspaper circulating in the area of West Somerset and published not less than fourteen days before the meeting.
- f. “Guarantee” shall mean a guarantee against loss for one or more specified Financial Years of an amount not less than the Minimum Guarantee and not exceeding any maximum amount specified by the guarantor at the time when the guarantee is given.
- g. “Member”, for any Financial Year, means any
 - i. serving member of the Committee or
 - ii. Friend or
 - iii. person giving a Guarantee to the Society of not less than the Minimum Guarantee or
 - iv. person offering free accommodation to a visiting performer.
- h. “Minimum Donation” shall be an amount of £15 and “Minimum Guarantee” shall be an amount of £25 provided that such amounts may be varied from time to time by a resolution passed at a General Meeting.
- i. “Society Bank Account” means any bank or building society account opened in the name of the Society for the purpose of holding the Society’s monies.
- j. where the context so admits, all singular terms shall include the plural and all masculine terms the feminine.

3. OBJECTS:

The objects of the Society shall be to promote the advancement of learning through Music, Drama, Visual Arts and allied activities during an annual Festival held in late July or early August of each year and/or at such other times as the Committee may from time to time decide.

4. OFFICERS AND COMMITTEE:

- a. The Management of the Society shall be in the hands of the Committee.
- b. The Committee shall have powers of co-option and every year at the Annual General Meeting every officer and committee member shall retire and may offer himself for re-election.
- c. A quorum shall consist of not less than one officer and three other Committee members.
- d. The Committee may employ one or more Artistic Directors to whom they may delegate responsibility for arranging events and engaging performers.
- e. The Committee shall from time to time appoint not less than two of their number to be Charity Trustees and one to be the Correspondent for the purpose of completing the Trustees Report and the Annual Return requirements of the Charity Commission.
- f. The Committee as a whole shall be responsible for complying with the requirements from time to time of the Charity Commission.

5. MEMBERS;

- a. A person shall not be entitled to be a Member if they donate anonymously or do not provide a full postal address including any post code.
- b. A Member who is an incorporated body or a partnership shall have the same membership rights as a single individual.
- c. Each Member shall have one vote at a General Meeting. Only Committee members may vote at Committee meetings.
- d. The quorum for a General Meeting shall be eight of whom at least three shall be serving members of the Committee
- e. The Chairman shall not have a casting vote at any General Meeting or Committee meeting and no resolution or proposition shall be carried unless a majority of those attending are in favour of it. There shall be no voting by proxy or by post.
- f. No Member shall vote on or seek to influence in any way any resolution or decision in which that Member shall have a financial interest and that Member shall declare such interest at the time.
- g. Membership of a Member shall cease at the conclusion of the Annual General Meeting immediately following the most recent Financial Year in which they qualified for membership

6. AREA OF BENEFIT

The Society shall in general organise events within the area of West Somerset but may also do so in such other parts of the United Kingdom as the Committee shall from time to time decide.

7. FINANCE:

- a. All monies received by the Society shall be paid promptly into a Society Bank Account.
- b. Monies may also be held by the Treasurer in cash immediately before, during and after any event organised by the Society provided
 - i. all cash receipts and payments are posted promptly in the Society's books of account which shall be reconciled at least once each week and

- ii. all cash is paid into a Society Bank Account as soon as the need for cash for floats or to make payments relating to that event ceases.
- c. The Committee (having due regard to the need to keep the funds of the Society secure) shall complete mandates regarding the signature of cheques on each Society Bank Account and any electronic access to and operation of it. All cheques and all mandates shall require a minimum of two signatures and any change in a mandate shall require a prior resolution passed at a Committee meeting.
- d. The Society's income may be in the form of donations, sponsorship, grants in aid and financial guarantees together with the proceeds of the sale of tickets, advertising and other fund raising activities
- e. All income and property of the Society shall be applied solely towards promoting the objects of the Society and no portion thereof shall be paid or transferred either directly or indirectly to any member of the Committee except to reimburse legitimate expenses Incurred by them on behalf of the Society
- f. The Treasurer shall keep proper accounts of all income received and expenditure incurred in promoting the objects of the Society and shall make them available for inspection by any member of the Committee at all reasonable times.
- g. The accounts of the Society shall be presented for approval by those Members attending the Annual General Meeting immediately following the Financial Year to which the accounts relate.
- h. In the event of the accounts for any Financial Year disclosing a loss for that year the Committee may call upon the Members who have given Guarantees to contribute towards that loss to the amount of their guarantee. If the total amount of the guarantees held for that Financial Year exceeds the loss the amount payable by each guarantor shall be reduced proportionately.
- i. If financial accounts have been approved at an Annual General Meeting and, following an audit or examination, the profit or loss shown in the accounts is varied in by an amount exceeding £25, the Committee shall convene an Extraordinary General Meeting at which the accounts shall be presented for re-approval. All persons entitled to vote at the meeting when the accounts were originally approved shall be entitled to vote at the Extraordinary General Meeting for the purpose of re-approving the accounts.

8. ANNUAL GENERAL MEETING:

An Annual General Meeting shall be held no later than six months after the end of each Financial Year

9. AUDITED ACCOUNTS:

- a. The financial accounts shall be audited or independently examined as required by the regulations of the Charity Commission.
- b. The Audited accounts shall be sent to the Charity Commission as required by them.

10. AMENDMENTS

This Constitution may only be amended at a General Meeting and all amendments shall require approval by the majority of those attending and entitled to vote.

11. WINDING UP

- a. A resolution to wind up or dissolve the Society may only be passed by at least two thirds of Members attending a General Meeting called for that purpose.

- b. In the event of the winding-up or dissolution of the Society, any assets remaining after all liabilities have been discharged shall not be paid or transferred to any Member or Members of the Society, but shall be transferred to an organisation whose objects are similar to those of the Society and whose rules preclude the distribution of income and assets among its members.