

CONSTITUTION OF THE DORSET COUNTY ARTS & CRAFTS ASSOCIATION

Charity No 306252

Originally constituted on 8th August 1967 and amended on 15th May 2021

The Association and its property will be administered and managed in accordance with the provisions of this constitution.

1. Name

The name of the Association shall be the Dorset County Arts & Crafts Association ('the charity'). The working name is the Dorset Arts & Crafts Association (DACA).

2. Objects

The charity's objects ('the objects') are :

- (1) to revive and promote the study and practice of arts and crafts by holding events, including an annual Exhibition at which exhibits will be judged by competent persons.
- (2) to encourage, including through the awarding of grants, the education of residents of the County of Dorset in traditional and modern arts, crafts and related industries, for their pleasure and personal development.
- (3) to promote co-operation between the various facilities for teaching arts, crafts and related industries now carried on in Dorset.

3. Membership

- (1) Membership, with full voting rights, is open to individuals over eighteen who are ordinarily resident in Dorset and approved by the trustees. Junior membership, without voting rights, is similarly available to individuals aged eighteen and under.
- (2) Associate membership, without voting rights, is similarly open to individuals who are not resident in Dorset.
- (3) Membership is not transferable to anyone else.
- (4) The trustees must keep a register of names and addresses of the members.

4. Refusal of Membership

The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

- (1) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (2) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

5. Termination of Membership

Membership is terminated if:

- (1) the member dies; or
- (2) the member resigns by written notice to the charity unless, after the resignation, there would be fewer than two members; or
- (3) any sum due from the member to the charity is not paid in full within six months of it falling due; or
- (4) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.

6. Trustees and Steering Committee

- (1) The charity and its property shall be managed and administered by a Steering Committee comprising the officers and other members elected in accordance with this constitution.
- (2) The charity shall have a minimum of the following officers: (a) A chair, (b) A secretary, (c) A treasurer, (d) A membership secretary.
- (3) The officers and other members of the Steering Committee (unless having chosen to opt out as detailed below) shall be the trustees of the Charity and in this constitution are together called 'the trustees'. If unwilling to act as a trustee, a Steering Committee member may:
 - (a) before accepting appointment as a trustee, give notice in writing to the trustees of his or her unwillingness to act in that capacity; or
 - (b) after accepting appointment as a trustee, resign under the provisions contained in sub-clause 14 (Retirement and removal of trustees). In such circumstances, the member loses the right to vote in Steering Committee meetings and any position of ex officio trustee will remain vacant until the office holder ceases to hold office.
- (4) A trustee must be a member of the charity.
- (5) The number of trustees shall not be fewer than two but shall not be more than eight.
- (6) A member of the Steering Committee may not appoint anyone to act on his or her behalf at meetings of the trustees or of the Steering Committee.
- (7) The charity in general meeting shall elect the officers and other members who will together form the Steering Committee.
- (8) The Steering Committee may appoint any person who is willing to act as a member of the Steering Committee, but may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

- (9) Each of the Steering Committee members shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (10) No-one may be elected to the Steering Committee at any annual general meeting unless prior to the meeting the charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person to the Steering Committee;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (11) The appointment of a trustee, whether by the charity in general meeting or by the Steering Committee, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- (12) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of sub-clause 14(a).
- (13) A trustee must:
- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and
 - (b) absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest). Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the trustees on the matter.
- (14) A trustee shall cease to continue as a trustee if he or she:
- (a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision) or is disqualified from acting as a director of a company;
 - (b) ceases to be a member of the charity;
 - (c) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (d) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
 - (e) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

7. Powers and responsibilities of trustees and Steering Committee

- (1) The Steering Committee must manage the business, structure and organisation of the charity, with decisions being made by the trustees.
- (2) The Steering Committee has the following powers in order to further the objects (but not for any other purpose):
- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

- (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (i) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (j) to open and operate such bank and other accounts as the trustees consider 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;
 - (k) to do all such other lawful things as are necessary for the achievement of the objects.
- (3) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.
- (4) Any meeting of the Steering Committee at which a quorum of trustees is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.
- (5) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (6) Any trustee may call a meeting of the trustees.
- (7) The secretary must call a meeting of the trustees if requested to do so by a trustee.
- (8) The trustees must ensure minutes are kept of all:
- (a) appointments of officers and trustees made by the trustees;
 - (b) proceedings at meetings of the charity;
 - (c) meetings of the trustees, steering committee and committees of trustees including:
 - (i) the names of the trustees present at the meeting;
 - (ii) the decisions made at the meetings; and
 - (iii) where appropriate the reasons for the decisions.
- (9) The Steering Committee may delegate any of their powers or functions to a committee including two or more trustees but the terms of any such delegation must be recorded in the minute book.
- (10) The Steering Committee may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

- (11) The Steering Committee may revoke or alter a delegation
- (12) All acts and proceedings of any committees must be fully and promptly reported to the Steering Committee.
- (13) The trustees must notify the Charity Commission ('the Commission') promptly of any changes to the charity's entry on the Central Register of Charities.
- (14) The trustees must keep in repair and insure to their full value against fire and other usual risks all the fixed assets of the charity. They must also insure suitably in respect of public liability and employer's liability.
- (15) All acts and decisions of the Steering Committee, or the trustees, or of a committee of the trustees, shall be valid notwithstanding the participation in any vote of a trustee:
- (a) who is disqualified from holding office;
 - (b) who had previously retired or who had been obliged by this constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if, without the vote of that trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.
- (16) No resolution or act of
- (a) the trustees,
 - (b) the Steering Committee or any committee of the trustees,
 - (c) the charity in general meeting,
- shall be invalidated by reason of the failure to give notice to any trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the charity.
- (17) The Steering Committee or the trustees may from time to time make rules or bye-laws for the conduct of their business. The bye-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meeting, steering committee meetings and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - (e) the keeping and authenticating of records.
 - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (18) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (19) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity.

8. General meetings

- (1) An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called special general meetings.
- (3) The trustees may call a special general meeting at any time.
- (4) The trustees must call a special general meeting if requested to do so in writing by at least 15 members or one twentieth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

9. Notice

- (1) The minimum period of notice required to hold any general meeting of the charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all the members.
- (5) Any notice required by this constitution to be given to or by any person must be in writing or given using electronic communications.
- (6) The charity may give any notice to a member either personally; or by sending it by post in a prepaid envelope addressed to the member at his or her address; or by leaving it at the address of the member; or by giving it using electronic communications to the member's address.
- (7) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.
- (8) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (9) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof 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 be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

10. Votes and Quorums

- (1) Questions arising at a meeting must be decided by a majority of votes.
- (2) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (3) No business shall be transacted at any general meeting unless a quorum is present.
 - (a) A quorum is 15 members entitled to vote upon the business to be conducted at the meeting or one twentieth of the total membership at the time, whichever is the greater.
 - (b) If a quorum is not present within half an hour from the time appointed for the meeting or, during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the trustees shall determine.
 - (c) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting.
 - (d) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- (4) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.
 - (a) The quorum shall be two or such larger number as may be decided from time to time by the trustees.
 - (b) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.
 - (c) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

11. Chair

- (1) The person elected as the Chair shall chair meetings of the trustees and the Steering Committee.
- (2) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.
- (4) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.
- (5) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.
- (6) General meetings shall be chaired by the person who has been elected as Chair.
 - (a) If the Chair has notified the meeting of being absent, or is not present within fifteen minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.
 - (b) If there is only one trustee present and willing to act, he or she shall chair the meeting.

- (c) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

12. Trust property

- (1) The income and property of the charity shall be applied solely towards the promotion of the objects.
 - (a) A trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity. This does not prevent a member who is not also a trustee from receiving:
 - (a) a benefit from the charity in the capacity of a beneficiary of the charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the charity.
- (3) No trustee or connected person may:
 - (a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;
 - (b) sell goods, services or any interest in land to the charity;
 - (c) be employed by, or receive any remuneration from, the charity;
 - (d) receive any other financial benefit from the charity; unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court or the Commission. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.
- (4) A trustee or connected person may:
 - (a) receive a benefit from the charity as a beneficiary of the charity provided that it is available generally to the beneficiaries of the charity.
 - (b) take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

13. Disputes and Interpretation

- (1) If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
- (2) In this constitution 'connected person' means:
 - (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
 - (b) the spouse or civil partner of the trustee or of any person falling within sub-clause (2a) above;
 - (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (2a) or (2b) above;
 - (d) an institution which is controlled –
 - (i) by the trustee or any connected person falling within sub-clause (2a), (2b), or (2c) above; or
 - (ii) by two or more persons falling within sub-clause (2d), when taken together;
 - (e) a body corporate in which –
 - (i) the trustee or any connected person falling within sub-clauses (2a) to (2c) has a substantial interest; or

- (ii) two or more persons falling within sub-clause (2ei) who, when taken together, have a substantial interest.
- (3) Sections 350 - 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this clause.

14. Dissolution

- (1) If the members resolve to dissolve the charity the trustees will be responsible for winding up the affairs of the charity in accordance with this clause.
- (2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- (3) The trustees must apply any remaining property or money:
 - (a) directly for the objects;
 - (b) by transfer to any charity or charities for purposes the same as or similar to the charity;
 - (c) in such other manner as the Commission may approve in writing in advance.
- (4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (c) inclusive in sub-clause (3) above.
- (5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.
- (6) The trustees must notify the Commission promptly that the charity has been dissolved. They must send the Commission the charity's final accounts.

15. Alteration to Constitution

- (1) The charity may amend any provision contained in this constitution provided that:
 - (a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - (c) no amendment may be made to clause 2 (Objects) without the prior consent in writing of the Commission;
 - (d) any resolution to amend a provision of this constitution requires the approval of both :
 - (i) a simple majority of members of the Steering Committee; and
 - (ii) a two-thirds majority of the members present and voting at a general meeting.
- (2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Signatures

.....

.....
.....