

# **RS THOMAS & ME ELDRIDGE SOCIETY**

## **CONSTITUTION**

Following discussion at the AGM of the Society on 4 November 2017 this constitution was adopted at the AGM of the Society on 3rd November 2018.

**NAME:** The name of the society is the RS THOMAS & ME ELDRIDGE SOCIETY [hereinafter called THE SOCIETY]

### **1. AIMS AND OBJECTIVES**

- i. To bring together people with an appreciation of the literary and artistic works, musical compositions, sites and artefacts associated with the poet RS Thomas and the artist ME Eldridge.
- ii. To organise and promote literary, art and music festivals associated with RS Thomas and ME Eldridge.
- iii. To produce, promote, issue and sell publications and materials associated with RS Thomas and ME Eldridge.
- iv. To organise meetings where the literary work of RS Thomas and artistic work of ME Eldridge will be studied and discussed.
- v. To work in partnership with groups whose objectives are consistent with the work of the SOCIETY to exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations with interests in the Arts.
- vi. To take all other necessary steps in furtherance of the same

### **2. POWERS**

In furtherance of the aims and objectives, but not otherwise, THE SOCIETY may:

- i. Promote the aims and objectives of THE SOCIETY and to work to that end with anyone irrespective of age, sex, ethnicity, ability, religion or political view.
- ii. Work in partnership with similar groups and organisations.
- iii. Invite and receive contributions and raise funds where appropriate, to finance the work of THE SOCIETY, and to open a bank account to manage such funds.
- iv. Publicise and promote the work of THE SOCIETY and organise meetings, training courses, events seminars or similar
- v. Work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations.

- vi. Employ staff and volunteers as are necessary to conduct activities to meet the aims and objectives of THE SOCIETY.
- vii. Take any form of action that is lawful, which is necessary to achieve the aims and objectives of THE SOCIETY.

### **3. FUNDS AND FINANCE**

- i. The funds of THE SOCIETY will be applied solely to the aims and objectives as shown above, after allowing for reasonable management expenses.
- ii. Any money acquired by THE SOCIETY, including donations, contributions and bequests, shall be paid into an account in the name of THE SOCIETY.
- iii. Any deeds, cheques etc. relating to THE SOCIETY bank account shall be signed by any two (2) of the following: Chairperson; Treasurer; Secretary.
- iv. THE SOCIETY accounting year shall run from 01 October to 30 September.
- v. An independent examination of the accounts will be carried out on behalf of the Advisory Board for approval at the AGM each year

### **4. MEMBERSHIP**

- i. The SOCIETY will be open to anyone, regardless of race, age, religion, gender or sexual orientation.
- ii. Where it is considered membership would be detrimental to the aims and activities of THE SOCIETY, the Advisory Board shall have the power to refuse membership, or may terminate or suspend the membership of any member by resolution passed at a meeting.
- iii. Any member may resign his/her membership by providing the Secretary with written notice of not less than 7 days.
- iv. The Secretary shall maintain a register of members
- v. The annual subscription will be decided at the Annual General Meeting and will be due at the first meeting of the year.
- vi. Every member shall have one vote at the AGM.
- vii. Honorary Members may be appointed by the AGM and have full membership rights.

### **5. LANGUAGE**

The language of discussion within the SOCIETY will be English. In case of ambiguity of meaning in this Constitution or other official documents of the SOCIETY the English version shall prevail.

## **6. ADVISORY BOARD**

- i. THE SOCIETY shall be administered by an Advisory Board of no less than three people and no more than ten, who must be at least 18 years of age. The Advisory Board shall meet at least twice a year usually at the annual poetry and art festival in June and in November. Dates, times, locations and activities shall be decided by the Advisory Board who may hold additional meetings at their discretion.
- ii. The Advisory Board shall discuss actions and monitor progress to date, consider future developments and take all decisions regarding future programmes of events, financial matters of major expenditure and/or grant funding of THE SOCIETY
- iii. Advisory Board members will be elected at the SOCIETY'S AGM for an initial period of up to three years, but may offer themselves for re-election at AGM for up to two further successive/subsequent period(s) of up to three years.
- iv. Advisory Board members shall be appointed from time to time when vacancies arise from names obtained by invitation subject to approval at the subsequent AGM. In the event of over-subscription appointment shall be by a majority vote of the existing Advisory Board members.
- v. Only Advisory Board members shall have the right to vote at meetings of the Advisory Board.
- vi. Two thirds of the members of the Advisory Board shall constitute a quorum.
- vii. A simple majority vote of those present and voting at the meeting shall be required except in the case of a written resolution (see clause xii) where **all** members must be in agreement.
- viii. The Advisory Board may appoint sub-committees from its members, accountable to the full committee, to discuss specific issues as it sees fit..
- ix. All members of the Advisory Board shall be given at least seven (7) days' notice of a meeting with an agenda of the matters due for discussion except in case of an emergency as agreed by a majority of the members of the Advisory Board. All such papers may be sent by email.
- x. All meetings of the Advisory Board must be minuted and accessible to interested parties.
- xi. All acts done by the Advisory Board shall be valid notwithstanding that it was subsequently discovered that any person voting was ineligible to vote for any reason.
- xii. A written resolution signed by **all** the members of the Advisory Board shall constitute a binding decision as if the same had been passed at a validly constituted meeting of the Advisory Board.

## **7. OFFICERS**

- i. The Officers shall be responsible for day to day administration of the Society, meetings and events and shall be accountable to the Advisory Board.
- ii. The officers shall consist of; The Chairperson, The Treasurer and The Secretary who shall be elected at the AGM and hold the post for one year and be eligible for re-election at the AGM
- iii. The Secretary shall be responsible for preparation and circulation of the Agenda and preparation and circulation of Minutes of meetings to each member. Minutes will be maintained of:
  - a. All appointments of Officers
  - b. All proceedings at meetings, including the names of those present.
  - c. A record of any changes to this Constitution.
  - d. All official documents, minutes of meetings and promotional material will be bilingual in Welsh and English.
- iv. The Treasurer shall be responsible [inter alia] for:
  - a. Producing financial information regarding THE SOCIETY for Board meetings.
  - b. Producing quarterly and annual financial statements

## **8. GENERAL MEETINGS**

- i. The Annual General Meeting of the SOCIETY will usually be held in November for the purposes of:
  - a) Appointing or confirming the appointment of Advisory Board members and Officers
  - b) Approving the annual report and accounts
  - c) Approving any special business e.g. changes to the Constitution
  - d) Approving the appointment of a Patron or Vice-Patrons on the recommendation of the Advisory Board for a term of up to three years.
  - e) *Approving the appointment of an independent examiner of accounts until the conclusion of the next AGM*
- ii. At least 14 days'notice will be given to members. As proposed and approved unanimously at 2017 AGM 25% of members present in person throughout the meeting or represented by duly appointed proxy shall constitute a quorum. All paid-up members will be entitled to nominate, second or vote at the AGM and to vote on any resolutions proposed at AGM.
- iii. An Extraordinary General Meeting of the SOCIETY may be called on 21 days notice at the request of the Chairman or of five Members. At least

14 days' notice will be given to members. 25% of members present shall constitute a quorum.

iv. **VOTING AT GENERAL MEETINGS**

- a) *All paid-up members are entitled to nominate, second or vote at General Meetings and to vote on any resolutions proposed*
- b) *Voting shall be on a show of hands and on a simple majority basis. The Chairman will have a casting vote in the event of a tie.*
- c) *If any member is unable to attend a general Meeting he/she may appoint a proxy to attend and vote on his or her behalf. Members may appoint the Chairman of the Meeting or another Member as their proxy. A duly appointed proxy may vote at the Meeting as directed by the member on the duly completed proxy form*
- d) *The member may alternatively authorise the Chairman to vote on his or her behalf as she/he sees fit.*
- e) *Any Member requiring to appoint a proxy must notify the Secretary accordingly and complete the Society's Proxy form and return the same duly signed to arrive at the Society's offices by midnight at least 7 days prior to the General Meeting*
- f) *If a proxy does not attend the Meeting, the Members vote will not be counted.*

## **9. ALTERATIONS TO THE CONSTITUTION**

The Constitution of THE SOCIETY will usually be reviewed every three years. Any alterations must be approved by the membership at an AGM or EGM. Proposals for changes must be received by the Secretary at least 21 days before the meeting to enable the necessary 14 days notice to be given to members.

## **10. DISSOLUTION**

(i) THE SOCIETY may be dissolved if deemed necessary by the members in a majority vote at a special meeting. Any assets or remaining funds after debts have been paid shall be returned to their providers or transferred to local charities or similar groups

(ii) members shall have no further liability for THE SOCIETY following dissolution and return of assets as above.

This Constitution was approved by the Inaugural Advisory Board and signed by the Officers and Inaugural Advisory Board members with effect from 14 February 2017 and amended and adopted at the AGM of the Society held on 3rd November 2018

### **Officers**

M Wynn Thomas - Chair

Peter Hewlett - Treasurer

Susan Fogarty – Secretary/Director

### **Advisory Board:**

Simon Thirsk

Tony Brown

John McEllhenney

Wendy Davies

Mark Oakley