

CONSTITUTION OF: St Duthac Book & Arts Festival Group

ADOPTED On 31st January 2022, (31/01/2022).

1. Name

The Name of the Group shall be St Duthac Book and Arts Festival Group

2. Aims

The principal aim of the not-for-profit group shall be to produce, consolidate and promote an annual book and arts festival for the benefit of the local and wider community including areas of social deprivation and rural isolation.

The Group shall seek to further promote Arts, Heritage and Culture, to advance education and enhance health and wellbeing, and foster citizenship, while instilling a sense of belonging, ownership, and pride in the community, through access to authors and literature, artists and their work and the heritage of the area.

In furtherance of these objectives, the group shall:

- (a) Produce an exciting and varied programme of Literary, Arts and Heritage events.
- (b) Promote the Easter Ross Peninsula Area as a tourist destination through events showcasing the talent and heritage of the area, and by bringing high quality writers, artists, and performers to the area.
- (c) Involve people of all ages from throughout the area and further afield in community and cultural events.
- (d) Promote equality and diversity and ensure accessibility for all.
- (e) The Group shall seek to support local charities with similar aims and objectives.

3. Powers

To achieve its aims the Group may:

- (a) Raise money
- (b) Open bank accounts
- (c) Take out insurance
- (d) Organise courses and events
- (e) Work with other groups and exchange information
- (f) Employ staff*
- (g) Acquire and manage buildings*
- (h) Do anything that is lawful which will help it to fulfil its aims

**These powers will not be used until St Duthac Book and Arts Festival Group become a Company Limited by Guarantee or similar body.*

4. Membership

(a) Full Membership of the Group shall be open to any person over 16 years of age living in the Easter Ross Peninsula Area who is interested in helping the Group to achieve its aims to support the advancement of the group activities and willing to pay an annual subscription of £3 or any such amount as fixed at the AGM agreed by the Management Committee.

(b) Associate Membership of the Group is open to any individual or organisation located out with the Easter Ross Peninsula Area who is interested in helping the Group to achieve its aims to support the advancement of the Group's activities and willing to pay an annual subscription of £3 or any

such amount as fixed at the AGM agreed by the Management Committee. Associate Members will not have voting rights.

(c) Membership shall be available to anyone without regard to gender, race, nationality, disability, sexual preference, religion, or belief.

(d) Every individual full member shall have one vote at General Meetings.

(e) The membership of any member may be terminated for good reason, including non-payment of subscription, by the Management Committee, but the member has a right to be heard by the Management Committee before a final decision is made.

(f) The annual Membership fee to be paid no later than 31st of August following the AGM.

5. Management

(a) St Duthac Book and Arts Festival Group have in place the following policies:

- i. Safeguarding Policy.
- ii. General Data Protection Policy
- iii. Volunteers Policy.

(b) The Auditor and the Management Committee shall be elected at the AGM.

(c) The Group shall be administered by a Management Committee of the Officers (Chairperson, Vice Chairperson, Secretary, Treasurer) and not more than four other full members elected at the Group's Annual General Meeting (AGM).

(d) The Officers of the Management Committee shall be the Chairperson, the Vice Chairperson, the Treasurer, and the Secretary.

i. The elected Chairperson shall hold office for 2 years and shall be succeeded by the Vice Chairperson.

ii. The Vice Chairperson shall hold office for 2 years and then become the Chairperson.

iii. The Secretary and the Treasurer shall hold office for 1 year and be available for immediate re-election if that is the wish of the AGM.

iv. The Organising Group as of 2021 shall stand down at the AGM of 2022, and immediately be re-elected as the Management Committee, augmented by 2 Full Members present at the AGM. The 2 longest serving Management Committee members shall stand down annually and shall not be eligible for re-election as Management Committee members for one year. They shall however be available to be elected as Office Bearers immediately.

(e) The Management Committee shall assign roles to facilitate the successful delivery of the St Duthac Book and Arts Festival, including coordinators for Literature, Heritage, and the Arts.

(f) The Management Committee shall meet in person and/or virtually at least six times a year with at least two office bearers in attendance.

(g) The Chairperson or Vice Chairperson shall chair all meetings of the Group. If neither is present, then the meeting shall be postponed.

(h) The quorum for Management Committee meetings shall be 5 people.

(i) Voting at Management Committee meetings shall be by show of hands. If there is a tied vote, then the Chairperson shall have the casting vote.

(j) The Management Committee may by a two-thirds majority vote and for a good and proper reason, remove any Committee member, provided that person has the right to be heard before a final decision is made.

(k) The Management Committee may appoint another member of the Group as a Management Committee member to fill a vacancy provided the maximum number is not exceeded. The appointed member will stand down at the next AGM but is eligible to stand for the Management Committee again with immediate effect.

(l) The Management Committee may co-opt someone onto the Management Committee temporarily where a specific expertise is required.

6. Duties of the Officers

(a) The duties of the Chairperson are to:

- chair meetings of the Committee and the Group
- act as spokesperson for the Group when necessary

(b) The duties of the Vice Chairperson are to:

- chair meetings of the Committee and the Group in the absence of the Chairperson

(c) The duties of the Secretary are to:

- take and keep minutes of meetings
- prepare, together with the Chairperson, the Agenda for all Committee and Group meetings
- maintain the membership list
- deal with correspondence
- collect and circulate any relevant information within the Group

(d) The duties of the Treasurer are to:

- supervise the financial affairs of the Group
- keep proper accounts that show all monies collected and paid out by the Group
- ensure year-end accounts are compiled and approved by an Auditor by the 31st of January annually.

7. Finance

(a) Any money obtained by the Group shall be used solely in furtherance of the aims of the Group.

(b) Any bank accounts opened for the Group shall be in the name of the Group.

(c) Any cheques issued shall be signed by the Treasurer and one other nominated official.

(d) The group shall use Internet banking.

8. Annual General Meeting

(a) The Group shall hold an Annual General Meeting (AGM) in the month of March/April each year.

(b) All members shall be given at least twenty-eight days' notice of the AGM and shall be entitled to attend and vote. Office bearer reports will be shared with members at least seven days prior to the AGM.

(c) No business shall be dealt with at an AGM unless a quorum is present. The quorum for an AGM shall be ten members, which shall include no less than three management committee members. If a quorum is not present within 15 minutes after the time at which the meeting was due to commence or if, during the 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.

(d) The business of the AGM shall include:

- (i) receiving a report from the Chairperson on the Group's activities over the year
- (ii) receiving a report from the Treasurer on the finances of the Group
- (iii) electing a new Management Committee

9. Special General Meeting

A Special General Meeting may be called by the Management Committee or a minimum of ten percent of the membership to discuss an urgent matter.

The Secretary shall give all members fourteen days' notice of any Special General Meeting together with notice of the business to be discussed. All Full Members shall be entitled to attend and vote.

10. Alterations to the Constitution

Any changes to this Constitution must be agreed by at least two-thirds of those Full Members present and voting at any General Meeting i.e. AGM or Special General Meeting.

11. Dissolution

The Group may be wound up at any time if agreed by two-thirds of those Full Members present and voting at any General Meeting. In the event of winding up, any assets remaining after all debts have been paid shall be given to another Group or groups based on the Easter Ross Peninsula Area with similar aims.

This Constitution was adopted at a General Meeting of the Group on 31st January 2022.

Witnessed by:

X Bdwood.

Frances Wood

X Caroline M. Cameron

Caroline Cameron

X Mary Fleming

Mary Fleming

X David Macrae

DAVID
~~Dave~~ Macrae

X Catherine Williams

Catherine Williams

X Absent

Coral Allan