



art, culture and disability equality

Constitution

1. Name

The name of the organisation is Arcadea.

2. Objects and Powers

a) The objects of Arcadea are to relieve disabled persons within the Northern region (Tyne & Wear, Cleveland, Northumberland, Durham & Cumbria) and to advance their education in the Arts

b) In furtherance of the above objects not otherwise Arcadea may/has the

- i) Promote the participation in and growth of Disability Arts:
- ii) Power to raise funds and to invite and receive contributions, provided that in raising funds the management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law:
- iii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- iv) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the charity;
- v) power to employ such staff (who shall not be members of the executive committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and dependents.
- vi) produce a regular information bulletin including items and articles related to the activities of Arcadea and the involvement of disabled people in the Arts, in furtherance of object 2(a) above;
- vii) promote workshops, research (the useful results of which will be disseminated), meetings, seminars, information and courses.
- viii) present or assist in presenting concerts, dramatic performances, recitals, art exhibitions, lectures, arts festivals, celebrations and other artistic events.
- ix) seek to ensure all disability arts initiatives within the region are appropriately monitored and evaluated.
- x) do all such other lawful things as shall further the said objects.

3. Members

- a) full membership of the association shall be open to disabled individuals of 18 years and over, who are interested in furthering the objects of Arcadea.
- b) Associate membership of the association shall be open to non-disabled individuals of 18 years and over
- c) Membership of Arcadea shall be open to regionally and locally organised Disability Arts organisations within the Northern Arts region (as per 2a), each having one representative. That representative shall be a disabled person.
- d) Each member regional organisation should have a voting majority of 60% disabled people on it's management committee

4. Management Committee

- a) The management of Arcadea shall be conducted by a management committee consisting of no more than 15 and no less than 6 individuals, elected to serve on the management committee by full members only at the organisations AGM. The Management committee may co-opt to its membership disabled and non-disabled people at its discretion, co-optees shall never represent more than 30% of the committee. At all times a minimum of 70% of the management committee shall consist of disabled people.

The management committee may as it wishes invite members to attend (and advise at) management committee meetings.

The management committee will endeavour to ensure that the various diverse needs, opinions and cultural backgrounds of disabled people are represented at all times.

- b) Each committee member shall have one vote
- c) A chairperson, secretary and treasurer shall be selected each year at the first meeting of the incoming management committee.
- d) The committee may co-opt such other persons to serve on the committee as it may determine
- e) A member of the Management committee shall cease to hold office if he or she

- i) is disqualified from acting as a member of the management committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- ii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- iii) is absent without the permission of the management committee from all their meetings held within a period of six months and the management committee resolve that his or her office be vacated, or;
- iv) notifies to the management committee a wish to resign (but only if at least three members of the management committee will remain in office when the notice of resignation is to take effect).
- v) (subject to the provision of sub clause (4e vi) of this clause) No member of the management Committee shall acquire any interest in property belonging to Arcadea (otherwise than as a trustee for the charity) or receive remuneration or be interested (otherwise than as a member of the Management Committee) in any contract entered into by the Management Committee;
- vi) Any member of the management committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her or his or her firm when instructed by the other members of the Management committee to act in a profession capacity on behalf of the charity; provided that at no time shall majority of members of the management committee benefit under this provision and that a member of the management committee shall withdraw from any meeting which his or her won instruction of remuneration, or that of his or her firm, is under discussion;
- vii) The management committee may appoint one or more sub-committees consisting of three or more members of the management committee for the purpose of making an inquiry of supervision or performing any function or duty which in the opinion of the management committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any sub-committee shall be fully and promptly reported to the management committee

5. Meetings

- a) The management committee shall meet together at least quarterly and on an ad hoc basis as it deems necessary.
- b) The management committee shall keep minutes, in books kept for the purpose of the proceedings at meetings of the management committee and any sub-committee
- c) There shall be an AGM of Arcadea once in every calendar year, with no more than 18 months elapsing between meetings.
- d) Every AGM shall be called by the management committee. The secretary shall give at least 21 days notice of the AGM to all members of Arcadea. All members of the charity shall be entitled to attend the meeting. Full members shall be entitled to vote at the meeting.
- e) Nominations for election to the management committee must be made by full members of Arcadea in writing and must be in the hands of the secretary of the management committee at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.
- f) The management committee shall present to each AGM a report and accounts of Arcadea for the preceding year.
- g) The chairperson shall, in the case of all equality of votes have the casting vote.
- h) Unless otherwise fixed, the quorum at Management Committee meetings and the AGM shall be one quarter of the voting membership, subject in any event to a minimum of three.
- i) The management committee may call a Special General Meeting of the Arcadea membership at anytime. If at least 5 members request such a meeting in writing stating the business to be considered, the secretary shall call such a meeting. At least 21 days notice shall be given. The notice must state the business to be discussed.

6. Finance

- a) All funds raised by Arcadea shall be used to further its objects and for no other purpose, provided that this shall not prevent payment of reasonable remuneration to any employee of Arcadea (not being a member of the management committee) or the repayment of reasonable out of pocket expenses.

- b) Audited, or independently examined, accounts shall be maintained in the name of Arcadea. Arcadea shall authorise persons to sign cheques and each cheque shall be signed by at least two persons, one or two of whom shall be a member of the management committee and one of whom may be a member of staff.
- c) The charity may on occasion borrow money, when it is known that the sum borrowed can be repaid because of signed funding contracts offering future financial support, which directly relate to contracts/or that part of the contracts being borrowed against.

7. Property

Subject to the provision of clause 2 of this constitution, the management committee shall cause the title to

- a) All land held by or in trust for the charity, which is not vested in the official custodian for charities; and
- b) All investments held by or on behalf of the charity;

To be vested either in a corporation entitled to act as a custodian trustee of in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the management committee at their pleasure and shall act in accordance with the lawful directions of the management committee. Provided they act only in accordance with the lawful directions of the management committee the holding trustees shall not be liable for the acts and defaults of its members.

- c) If a corporation entitled to act as a custodian trustee has not been appointed to holding the property of the charity, the management committee may permit any investments held by or in trust for the charity to be held in the name of the clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the management committee and may pay such a nominee reasonable and proper remuneration for acting as such

8. Alterations to the constitution

Alterations to this constitution shall receive the assent of two thirds of the members present and voting at an Annual or a Special General meeting. A resolution for the alteration of the constitution must be received by the Secretary of Arcadea at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the secretary to the membership and must include notice of the alterations proposed; Provided that no alteration clause 2 (objects), clause 9 (dissolution) or this clause, shall take effect until the approval in writing of the charity commissioners or the authority having charitable jurisdiction shall have been obtained; and no alteration shall be made which would have the effects of causing Arcadea to cease to be a charity in law.

9. Dissolution

Arcadea may be dissolved by a resolution passed by two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days notice shall be given (to members). Such resolution may give instructions for the disposal of any assets held by or in the name of Arcadea, provided that if any property remains after the satisfaction of all debts and liabilities and such property shall not be paid to or distributed among the members of Arcadea, but shall be given to or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of Arcadea as Arcadea may determine and in so far as effect cannot be given to this provision then to some other charitable purpose.

I confirm that this is a true representation of ARCADEA'S Constitution

Signed

Name ...Karen Sheader.....

Position ...Chair.....

Date12 August 2008.....