

# *Constitution of the Dorothy Dunnett Readers' Association (DDRA)*

*Incorporating Constitutional Changes from the 2008 AGM and 2009 AGM. Version 2.12 Effective from 30<sup>th</sup> Jan 2010.*

## **Name and Aims of the DDRA**

1. The Association shall be called the "Dorothy Dunnett Readers' Association".
2. The Association shall seek to advance the education of the public concerning the history, politics, culture and religion of the 15th and 16th centuries by promoting the study of and research into such subjects generally and into such subjects particularly as they relate to the works of Dorothy Dunnett and to disseminate to the public the results of such research.

## **Powers of the DDRA**

3. In pursuance of the objects in clause 2 the Association shall have the following powers:
  - a) to publish a magazine "Whispering Gallery " for circulation to members and other interested parties;
  - b) to hold seminars and conferences for members and other interested parties to share knowledge and opinions of the works of Dorothy Dunnett and related subjects;
  - c) to arrange visits for members and other interested parties to places of interest connected with the period and said works;
  - d) to carry on any other activities which further any of the above objects;
  - e) to purchase, take on lease, hire or otherwise acquire any property or rights which are suitable for the Association's activities;
  - f) to improve manage, develop or otherwise deal with all or any part of the property and rights of the Association;
  - g) to sell, let, hire out, license or otherwise dispose of all or any part of the property and rights of the Association;
  - h) to borrow money and give security in support of any such borrowings by the association;
  - i) to engage and remunerate such consultants and advisers as are considered appropriate;
  - j) to effect insurance of all kinds;
  - k) to invest funds which are not immediately required for the associations activities in such investments as may be considered appropriate and to dispose of and vary such investments;
  - l) to establish and/or support any other charitable body and to make donations for any charitable purpose falling within the Association's objectives;
  - m) to take such steps as may be deemed appropriate for the purpose of raising funds for the Association's activities;
  - n) to accept grants, donations and legacies of all kinds and to accept any reasonable conditions attached to them;
  - o) to do all and any lawful things necessary and/or desirable to advance the objects of the Association;

## **Membership**

4. The Association shall consist of:
  - a) the **MEMBERS** - who have the right to attend the annual general meeting and any special general meeting; to elect people to serve on the committee and to take decisions in relation to changes in the constitution.
  - b) **ADDITIONAL AND HONORARY MEMBERS** who have limited rights and responsibilities as laid down in this constitution.
  - c) the **COMMITTEE** - who shall hold regular meetings during the period between annual general meetings and generally control and supervise the activities of the Association; in particular the Committee is responsible for monitoring the financial position of the Association.
5. Membership shall be open to any person or group interested in the objects of the Association on payment of the annual subscription. The Association may vary the amount of annual membership subscriptions by way of a resolution to that effect passed at an annual general meeting.
6. An employee of the Association shall not be eligible for membership; a person who becomes an employee of the Association after admission to membership shall automatically cease to be a member.
7. Members, Additional Members, Honorary Members and the Honorary President shall be bound by the aims and objects of the Association. The Committee shall have the power to exclude such persons or to refuse membership, but this must be a unanimous decision of the Committee. The decision shall be communicated in writing by the Secretary. The excluded person shall have the right of appeal to the next general meeting.
8. Additional Membership, referred to in Section 4b) above shall consist of two groups, namely Family Membership and Group Membership.
9. Family Membership shall consist of one nominated "Prime Family Member" together with one or more other nominated "Additional Family Members". Family Membership shall be subject to the following conditions:
  - a) All nominated persons in the Family Membership must reside at the same, single, address at the time of joining or renewal and may or may not be legally related.
  - b) Only the Prime Family Member shall hold the same position as the normal Members of the Association, with

- all the rights, privileges and duties that this implies.
- c) Additional Family Members shall have the right to attend the AGM and to speak and vote.
- d) Family Membership shall come into force by an additional resolution of the AGM which shall set the fees for such membership, and may be withdrawn in the same manner.
10. Group Membership shall consist of one nominated “Prime Group Member” together with one or more other nominated “Additional Group Members”. Group Membership shall be subject to the following conditions:
- a) All nominated persons in the Group Membership must work for, or belong to, a single organisation at the time of joining or renewal, and may or may not be legally related. The name of this single organisation shall be recorded on the application form.
  - b) Only the Prime Group Member shall hold the same position as the normal Members of the Association, with all the rights, privileges and duties that this implies.
  - c) Additional Group Members shall have the right to attend the AGM and to speak and vote.
  - d) Group Membership shall come into force by an additional resolution of the AGM which shall set the fees for such membership, and may be withdrawn in the same manner.
11. Honorary Members may be nominated by the Committee and adopted by resolution of the AGM from time to time. Such membership is intended to honour the recipient. The recipient will not have the rights or duties of an ordinary member, except as specified below:
- a) They may attend the AGM and may speak by invitation of the chair.
  - b) They shall receive copies of Whispering Gallery and all other notifications that an ordinary member shall receive.
  - c) They shall be required to pay no membership fee.
12. The Association may, from time to time, appoint an Honorary President by unanimous vote of the Committee and by resolution of the AGM. The appointment will last from one AGM to the next, and may be renewed by the same process. This role will be held by a full member of the DDRA who is not a Committee member. The Honorary President will represent and promote the DDRA and will be expected to play a full part in the life of the DDRA. The Honorary President may attend and speak at Committee Meetings if invited, but will not vote and will not be a member of the Committee.
13. The Committee shall maintain a register of members, setting out the full name and address of each member, the date on which he/she was admitted to membership and the date on which he/she ceased to be a member.
14. Membership will lapse in the event of non payment of the annual subscription.

#### **Annual General Meeting (AGM)**

15. The Committee shall convene an annual general meeting in each year at which the Chair and the treasurer shall present their reports.
16. Not more than 15 months shall elapse between one annual general meeting and the next.
17. Special general meetings may be convened by the Committee at any time or on the request of not less than 20% of the membership.
18. At least 28 days' notice must be given of any annual general meeting or special general meeting; the notice must indicate the nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposal. Notice of every general meeting shall be given in writing to all members of the Association and to all members of the Committee; such a notice may be given personally or be sent by post or by email to the member at the address last intimated by her/him to the association.
19. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 20 members present in person.
20. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or, if during a 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.
21. Every member shall have one vote which (whether on a show of hands or on a secret ballot) which must be given personally.
22. If there is an equal number of votes for and against any resolution the chairperson shall have the casting vote.

#### **Committee**

23. The Committee
- a) The maximum number of members of the Committee shall be 8
  - b) At each annual general meeting the members may elect any member to be a member of the Committee.
  - c) The Committee may at any time appoint any member to be a member of the Committee.
  - d) At each annual general meeting all of the members of the Committee shall retire from office, but shall be eligible for re-election.

- e) A person shall not be eligible for election to the committee or for membership of the Committee unless he/she is a member of the Association
24. The Committee members shall elect from among themselves a chair, a secretary and a treasurer, who shall serve until such time as they give notice of retirement or are voted off by ordinary resolution at a meeting of the Committee.
  25. A member of the Committee shall automatically vacate office if:
    - a) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity.
    - b) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to last for a period of more than six months.
    - c) he/she ceases to be a member of the Association.
    - d) he/she becomes an employee of the Association.
    - e) he/she resigns office by notice to the Association.
    - f) he/she is absent (without permission of the Committee) from more than three consecutive meetings of the Committee and the Committee resolves to remove him/her from office.
  26. The Committee shall maintain a register of committee members, setting out the full name and address of each member, the date on which he/she became a committee member and the date on which he/she ceased to hold office.
  27. The Committee may enter into a contract or contracts for services with an editor/administrator. The terms of any such contract will be reviewed annually by the committee.
  28. Except as otherwise provided in this constitution, the association and its assets and undertakings shall be managed by the committee, who may exercise all the powers of the association.
  29. A meeting of the Committee at which a quorum is present may exercise all powers exercisable by the management committee.
  30. No member of the Committee may be given any remuneration by the Association for carrying out his her duties as a member of the Committee.
  31. Any member of the Committee may call a meeting of the Committee or request the secretary to call a meeting of the Committee.
  32. Decisions shall be made in a Committee meeting by consensus or if there is no consensus by a majority vote. In the event that there is a vote and there is no majority the chairperson of the meeting shall have the casting vote.
  33. The minimum number of Committee members required to be present for the Committee meeting to be quorate shall be 3 and business may only be transacted if there is such a quorum.
  34. If at any time the number of committee members in office falls below the number fixed as the quorum, the remaining Committee members may act only for the purpose of filling vacancies or calling a general meeting.
  35. The Committee may, at its discretion, allow any person whom they reasonably consider appropriate, to attend and speak at any meeting of the Committee; any such person shall not be entitled to vote.
  36. The Committee may delegate any of their powers to any sub-committee of one or more committee members and such other persons (if any) as the Committee may determine; they may also delegate to the chair of the association (or the holder of any other post) such of their powers as they may consider appropriate.
  37. Any delegation of powers under clause 36 may be made subject to such conditions as the Committee may impose and may be revoked or altered.
  38. The rules of procedure for any sub-committee shall be prescribed by the Committee.

#### **Annual Accounts**

39. The Association shall maintain annual accounts which shall be independently examined and which shall be presented at the Annual General Meeting.
40. The Committee shall enter into a contract for services with an auditor. The terms of this contract will be reviewed annually by the committee.
41. The Committee shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.

#### **Bank Accounts**

42. A bank account (or bank accounts) shall be opened in the name of the Association. Cheques of two hundred pounds (£200) or more shall require the signature of two of three authorised signatories. Cheques of less than two hundred pounds (£200) shall require the signature of one of the authorised signatories. The authorised signatories shall be three Committee members. The £200 may be varied by resolution of the AGM, such a variation to last until the following AGM.

43. A bank account, to be managed electronically by the Treasurer or any other person agreed by the committee may be opened, and shall contain a maximum of £1,000 at any one time. This £1,000 limit may be varied by resolution of the AGM, such a variation to last until the following AGM.

#### **Property**

44. The title to all property (including any land or buildings, the tenant's interest under any lease) shall be held either in the names of the Chair, Treasurer or Secretary of the Association.

#### **Minutes**

45. The Committee shall ensure that minutes are made of all proceedings at general meetings and committee meetings; a minute of any meeting shall include the names of those present.

#### **Dissolution**

46. If the Committee deems that it is necessary or appropriate that the Association be dissolved, it shall convene a meeting of the members; not less than 28 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.
47. If a proposal by the Committee to dissolve the Association is confirmed by a two-thirds majority of those present and voting at the general meeting convened under clause 46, the Committee shall have the power to dispose of any assets held by or on behalf of the association; any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charitable body or bodies having objects similar to those of the Association; the identity of the body or bodies to which such assets are transferred shall be determined by the members at, or prior to, the time of dissolution.
48. For avoidance of doubt, no part of the income or property of the Association shall (otherwise than in pursuance of the Association's charitable objects) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.

#### **Constitutional Changes**

49. Subject to clause 50, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting, providing due notice of the meeting and of the resolution is given in accordance with clause 18.
50. No amendment to clauses 3, 6, 30, 47 and 48 of the constitution may be made if the effect would be that the Association would cease to be a charity.