

INVERNESS FESTIVAL ASSOCIATION
Scottish Charity No. SC013357

CONSTITUTION
Approved 26 June 2012

1. NAME

The Association shall be known as the INVERNESS FESTIVAL ASSOCIATION (hereinafter referred to as "The Association").

2. OBJECT

The Object of the Association shall be to advance, promote and encourage the study and practice of the Arts, and in particular the Arts of Music, Speech & Drama and Dance, in all their branches.

3. POWERS

In furtherance of this stated Object but not further or otherwise the Association may:

- a) hold or promote annual Competitive Festivals.
- b) present and promote public performances, concerts and recitals.
- c) take out membership of the British and International Federation of Festivals and further the charitable objects of the said Federation.
- d) arrange employment and payment of any person or persons to supervise, organise and carry on the work of the Association.
- e) engage and pay fees to professional and technical advisers/consultants to assist in the work of the Association.
- f) do all such other lawful things as are necessary to the attainment of the Object of the Association.

4. MEMBERSHIP

- a) Membership of the Association shall be open to representatives of organisations or individuals in sympathy with the object of the Association.
- b) Members of the Association may be either Annual Members or Life Members, both categories being of equal status and bound by the rules and constitution of the Association.
- c) The annual subscription payable by Annual members and the fee to be paid by Life Members on joining the Association shall be reviewed and determined each year at the Annual General Meeting of the Association.
- d) Members of the Association will be entitled to vote at the Annual General Meeting of the Association provided that his/her name is duly registered on the Register of Members and that he/she shall have paid an annual membership or Life membership fee payable to the Association.

5. HONORARY PRESIDENT AND VICE PRESIDENTS

The Association may appoint an Honorary President and Honorary Vice Presidents Such appointments to be made at the Annual General Meeting of the Association and to be held during the pleasure of the Association.

6. HONORARY OFFICERS

- a) At the Annual General Meeting, the Association shall elect a CHAIRMAN, VICE-CHAIRMAN, SECRETARY and TREASURER and such other Honorary Officers as the Association shall from time to time decide.
- b) The Chairman and other Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting next after their election but shall be eligible for re-

election provided that no Honorary Officer shall hold office for more than three consecutive years. On the expiration of such a period one further year should elapse before any former Honorary Officer shall be eligible for re-election to the post demitted but members at the Annual General Meeting may relax this condition with respect to a retiring member.

- c) The Association shall appoint an independent examiner annually at the Annual General Meeting and determine their remuneration (if any).
- d) The Honorary Officers shall be regarded as Trustees of the Association. Together with any other co-opted persons they shall comprise an Executive Committee, which shall meet with such frequency as may be determined by the business of the Association.
- e) The Executive Committee shall arrange the appointment and remuneration of any Director or Administrator as may be in their opinion necessary. Any Director or Administrator appointed by the Association would be a non-voting member of the Executive Committee.

7. ADVISORY GROUP

- a) The activities of the Association shall be informed, advised and supported by an Advisory Group which shall consist of the Honorary Officers, four members nominated by Highland Council Inverness Area Committee and the holders of various posts elected annually at the Annual General Meeting of the Association.
- b) The Advisory Group shall meet when deemed necessary by the Executive Group.
- c) Meetings of the Advisory Group shall be convened by the Secretary giving at least seven days' notice to each member or such other shorter notice as the Chairman may decide.
- d) The Quorum at a meeting of the Advisory Group shall be six.
- e) The Advisory Group may appoint Working Groups from time to time as required and determine their terms of reference, powers, duration and composition. The Chairman shall be an ex officio member of all Working Groups. Election to the Advisory Group or any Working Group shall be for three years. On the expiry of their period of office one year should elapse before any person is eligible for re-election but members at the Annual General Meeting may relax this condition with respect to a retiring member.
- f) The Advisory Group shall have power to fill casual vacancies on the Group from members of the Association and to co-opt not more than three persons as members of the Group and such persons need not be members of the Association. Persons appointed to fill casual vacancies and co-opted members will have full voting powers.
- g) In the absence of the Chairman, the Vice-Chairman will preside, failing which a Chairman will be elected by the members present.
- h) Voting at a Committee Meeting will be by show of hands but the Chairman or any three members may demand a vote by ballot. In the case of equality of votes the Chairman shall have a second or casting vote.

8. NOMINATIONS OF HONORARY OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

With the exception of Co-Opted members appointed by the Advisory Group who are not members of the Association, only members of the Association whether individual or representative shall be eligible to serve as Members of the Executive Committee. Only members of the Association will be eligible to serve as Honorary Officers of the Association. Nominations with the approval of the nominees may be made by full members at the Annual General Meeting. Should nominations exceed vacancies, an election shall be held.

9. ANNUAL GENERAL MEETING

- a) The Association shall hold an Annual General Meeting in the month of June each year, the place, date and time being determined by the Advisory Group. At least twenty-one clear days' notice of the meeting shall be given in writing by the Secretary to each member. Business shall include consideration of the annual report of the work done by or under the auspices of the Advisory

Group, the approval of independently examined accounts, the election of Honorary Officers and members of the Advisory Group, the appointment of an independent examiner, motions submitted by the Advisory Group or by members and the transaction of such other matters as may from time to time be necessary. Motions from members to be considered at the Annual General Meeting must be submitted in writing to the Secretary by 15th May.

- b) In the absence of the Chairman, the Vice-Chairman will preside, failing which a Chairman will be elected by the members present.
- c) Voting at the Annual General Meeting will be by show of hands but the Chairman or any three members may demand a vote by ballot. In the case of equality of votes the Chairman shall have a second or casting vote.
- d) The Quorum at the Annual General Meeting of the Association will be ten members and must include three members of the Executive Committee.

10. EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Association shall be convened by the Secretary upon the request of the Advisory Group or the written request of any six members upon not less than fourteen days' notice of such meeting being given to every member, which shall state the business to be conducted at the meeting.

11. FINANCE

- a) The Association's financial year shall run from 1st May to 30th April.
- b) All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent (i) payment in good faith of reasonable and proper remuneration to anyone employed on behalf of the Association (ii) the payment of fees to professional and technical advisers and (iii) the repayment to members of the Advisory Group or Working Group of reasonable out-of-pocket expenses.
- c) Bank Accounts shall be opened in the name of the Association with Banks and/or Building Societies specified by the Executive Committee.
- d) All cheques drawn on the account of the Association shall be signed by the Chairman, Vice-Chairman or Secretary and the Treasurer.
- e) The property and investments of the Association (other than money at the Bank) shall be held in the name of the Chairman, Secretary or Treasurer for the time being.

12. ALTERATION TO THE CONSTITUTION

- a) Any alteration to the Constitution shall only be made with the approval of a two-thirds majority of the Association's members present at the Annual or Extraordinary General Meeting at which the alteration is considered.
- b) No alteration shall be made which would have the effect of causing the Association not to be recognised by the Office of the Scottish Charity Regulator as a Charity.

13. DISSOLUTION

- a) A resolution to wind up the affairs of the Association may only be moved at an Extraordinary General Meeting convened for that purpose. Such a Resolution will become effective if the majority of members attending the Meeting vote in favour.
- b) On dissolution, any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to The British and International Federation of Festivals for its charitable purposes or to some other charitable organisations having objects similar to the objects of the Association, as the Association may determine.