

## **Instep Research Team Constitution**

### **1. Name**

1.1 The name of the group shall be the The Instep Research Team hereafter referred to as the Charity.

### **2. Objects**

The objects of the Charity shall be:

To promote, maintain, improve, develop and advance public education by the encouragement of the arts of clog and step dancing through research and by the holding of workshops, conferences, events and demonstrations to encourage people to participate in the said arts.

### **3. Powers**

The Charity has the following powers, which may be exercised only in promoting the Objects:

3.1 to provide or publish advice or information;

3.2 to undertake and promote research;

3.3 to co-operate with other bodies;

3.4 to accept gifts and to raise funds;

3.5 to acquire or hire property of any kind;

3.6 to let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);

3.7 to deposit or invest its funds in any manner (but to invest only after obtaining such advice from a financial expert as the Trustees consider necessary and having regard to the suitability of investments and the need for diversification);

3.8 to delegate the management of investments to a financial expert, but only on terms that:

3.8.1 the investment policy is set down in writing for the financial expert by the Trustees;

3.8.2 timely reports of all transactions are provided to the Trustees;

3.8.3 the performance of the investments is reviewed regularly with the Trustees;

3.8.4 the Trustees are entitled to cancel the delegation arrangement at any time;

3.8.5 the investment policy and the delegation arrangement are reviewed at least once a year;

3.8.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and

3.8.7 the financial expert must not do anything outside the powers of the Charity;

3.9 to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required;

3.10 to provide grants to individuals or organisation in order to further the objects of the Charity.

3.11 to do anything else within the law which promotes or helps to promote the Objects.

#### **4. Membership**

4.1 Membership of the Charity shall be open to all those with an interest in clog and step dance research and education.

4.2 Membership is subject to confirmation by a simple majority of the members of the Charity for the time being and may be conferred at any time. In the event of equality, the Chairperson shall have the casting vote.

#### **5. Trustees and Officers**

5.1 The management of the Charity shall be in the hands of the Board of Trustees, which shall consist of a chairman, secretary, treasurer and up to three further members. No person shall act as a Trustee unless they are a member of the Charity.

5.2 No person may hold more than one office at a time.

#### **6. Trustee Proceedings**

6.1 The Trustees are responsible for the management of the Charity, and will carry this out in a reasonable and efficient manner.

6.2 The Board of Trustees shall meet at least three times per year. A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.

6.3 The quorum will be 3.

6.3 The Chairman or (if the Chairman is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting.

6.4 Any issue may be determined by a simple majority of the votes cast at a meeting. Every Trustee has one vote on each issue but, in case of equality of votes, the chairman of the meeting has a second or casting vote.

6.5 A Trustee who is seeking payment from the Charity under clause 7.4.2 shall stand down from the meeting during consideration of that issue and shall not be able to vote upon it.

6.5 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting.

#### **7. Trustee Powers and Duties.**

The Board of Trustees has the following powers in the administration of the Charity in their capacity as Trustees:

7.1 To delegate any of their functions to committees consisting of two or more individuals appointed by them. All proceedings of committees must be reported promptly to the Trustees.

7.2 To make standing orders and rules consistent with this constitution of the Charity to govern their proceedings and proceedings of committees.

7.3 To exercise in their capacity as Trustees any powers of the Charity which are not reserved to the Members.

7.4 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except;

7.4.1 For reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;

7.4.2 Where the Board of Trustees is satisfied that it is in the interests of the Charity for work to be undertaken by a Trustee, there is a written agreement between the Charity and the Trustee setting out the maximum sum to be paid. Less than half the total number of Trustees may be paid in any calendar year.

## **8. General Meetings**

8.1 The Charity will hold an annual general meeting during the first 8 weeks each calendar year. Members of the Charity will be informed of the time, place and agenda of the annual general meeting, in writing and at least 14 days in advance.

8.2 The chairman of the Trustees shall act as chair of the meeting, or in default any Trustee present and elected by the members present.

8.3 The chairman, secretary and treasurer will present reports at this meeting.

8.4 All posts on the Board of Trustees will become vacant at the annual general meeting, the chairman's period of office is limited to five consecutive years, but otherwise all members may stand for election or re-election.

8.5 Every member present in person has one vote on each issue.

8.6 The quorum will be one third of the members.

8.7 Members must annually at the AGM:

8.7.1 receive the accounts of the Charity for the previous financial year;

8.7.2 receive a written report on the Charity's activities;

8.7.3 elect Trustees for the following year;

8.7.4 appoint independent examiners or auditors for the Charity where the Charity's income for the previous year has exceeded £25,000.

8.8 Members may also from time to time:

8.8.1 confer on any individual (with his/her consent) the honorary title of Patron, President or Vice-President of the Charity;

8.8.2 discuss and determine any issues of policy or deal with other business put before them by the Trustees.

8.9 An extraordinary general meeting will be called by the committee, should the secretary receive a written request signed by at least one third of the members of the Charity. Within 14 days of the request being received and in writing, members of the Charity will be informed of the time, place and agenda of the extraordinary general meeting. The meeting will be held within 14 days of the notice. The rules 6.2, 6.5 and 6.6 shall apply to the conduct of extraordinary general meetings.

## **9. Finance.**

9.1 The financial year of the Charity shall commence on 6th April.

9.2 All accounts will be operated in the name of the Charity and shall require signature of two committee members to be determined by the committee.

9.3 The trustees annual report and accounts shall be prepared in accordance with the Charities Act 2011, or other legislation which might succeed it.

## **10. Alterations to the constitution**

10.1 Any alterations to this constitution shall receive the assent of no less than two-thirds of the members present and voting at an annual or extraordinary general meeting.

10.2 Notice of proposed amendments must be sent to members at least 14 days before the general meeting at which they are to be considered.

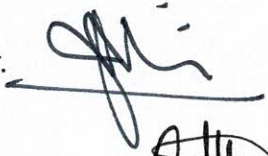
10.3 No amendment may be made to clauses 1, 2, 10 or 11 of this constitution without the prior consent in writing of the Charity Commissioners. No amendment may be made which would have the effect of making the choir cease to be a registered charity in law. The trustees will seek the prior advice of the Charity Commissioners for any amendments to the constitution.

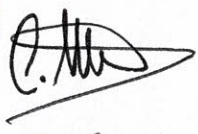
## **11. Dissolution**

11.1 The Charity may be dissolved by a resolution passed by a two-thirds majority of members present and voting at a general meeting convened for the purpose.

11.2 Any assets remaining after the settling of any debts and liabilities shall be transferred to such charity as may be decided upon and approved by the aforesaid general meeting by a simple majority, having similar or related objects.

This is a true copy of the constitution adopted at a General Meeting of the Instep Research Team on 9<sup>th</sup> August 2017 and amended at an Extraordinary General Meeting on the 21<sup>st</sup> April 2018.

J. Williams. Chair. 

C. Metherell. Treasurer 

S. Harmer. Secretary 