

CONSTITUTION (revised AGM July 2009)

1 Name of organisation

1. The organisation shall be known as **South East Open Studios**.

2.1. The objective of South East Open Studios is to organise an annual open studios event for the participation of artists and craftspeople in Kent and Sussex. SEOS is an organisation that does not operate for profit. The aim of the event is to encourage public interest in the visual arts and crafts in the area by:

- producing a high quality arts and crafts event for the benefit of the local community and the public at large on a regular basis;
- presenting the work of serious and committed artists and craftspeople in an accessible way;
- enabling the public to meet artists and craftspeople in their workplaces and provide them with opportunities to experience the creative process at first hand;
- educating the public in the skills and processes employed by visual artists and craftspeople;
- developing new resources in the area for the benefit of the visual arts and crafts;
- creating a knowledge base of artists, groups and resources within the area.

2.2 To achieve these aims, participating artists will open their workplaces to the general public at agreed published times. South East Open Studios may also arrange other events to complement open studios.

2.3 Equal opportunities

South East Open Studios does not discriminate against any individual on the basis of gender, race, religion, age or disability.

3 Accountability

3.1 The business of South East Open Studios shall be carried out by a management team on behalf of its individual and corporate members. The executive committee responsible to the AGM will be the elected members.

3.2 South East Open Studios will maintain a close working relationship with local authority arts organisers and regional arts organisations, and take local and regional arts strategies into account when planning events.

3.3 The accounts will be presented at the A.G.M.

4 Membership

4.1. Individual members

Persons shall be deemed Individual members if they have submitted a fee or been granted free membership to South East Open Studios and opened their studios on the agreed terms during the preceding 12 months.

4.2 Corporate members

Organisations and companies shall be deemed corporate members if they have provided financial or material support to South East Open Studios during the preceding 12 months.

4.3 Refusal and termination of membership

The Management Team may refuse or terminate membership by any individual or organisation at its discretion, but in such cases all fees and donations relating to the current year that may have been received must be returned and an explanation of the Management Team's decision provided to the individual or organisation concerned. The fee will not be returned to an artist breaching the conditions of opening times. It is mandatory that all members are present at their stated opening times, but this is waived in the case of artists who are disabled.

5 Management Team

5.1 The management team will consist of the following elected officers:

- Chair
- Minute Taker
- Grant Liaison Officer
- Publicity Officer
- Guide Editor
- Treasurer
- Website Manager
- Area Co-ordinator Officer

5.2 These elected officers will form the executive committee and will be the only members of the management team who may vote. They may appoint a deputy to vote for them if they cannot attend a meeting. The executive committee may appoint co-opted officers as members of the team at any time and for any term within the lifetime of the management team as required.

5.3 All officers shall be entitled to charge a fee at a rate or rates to be agreed by the executive committee

5.4 Any member of the team may co-opt assistants from their budget.

5.5 Reimbursements will be set by the executive committee according to the number of artists entering.

6 Election of Officers

6.1 The elected officers shall each be elected by a simple majority at the Annual General Meeting. In the event of the post of an elected officer falling vacant prior to the Annual General Meeting, the remaining elected officers may select and appoint a candidate to the post for the remainder of the year without reference to the members.

6.2 Officers who wish to stand-down should give the Management team as much notice as possible and not less than least six weeks notice before the AGM (except in unforeseen circumstances).

6.3 When an officer gives notice of standing-down, the post is to be advertised on the SEOS website and newsletter. It should also be advertised elsewhere if the management team agrees this is necessary. Advertisements must show a full job description and remain in place until the post has been filled.

6.4 Candidates should give notice of their intention to stand for a post and a clear indication of their ability to carry out the work. This information to be posted on the website and newsletter.

6.5 Officers who have been in a post for two years and who wish to stand for re-election must first ask the Committee to vote in favour of their candidacy. This procedure to be repeated at the end of each further two year term.

7 Meetings

7.1 Annual General Meeting

The principal purpose of the Annual General Meeting shall be to elect the officers and ratify amendments to the constitution.

7.1.2 The Annual General Meeting shall be held as soon as possible, and not later than three months after the end date of the annual Open Studios event.

7.1.3 All members of South East Open Studios shall be entitled to attend the Annual General Meeting. Notice of the date, time and location of the meeting, shall be given not less than 14 days before the meeting.

Nominations and motions, except proposed amendments to the Constitution, may be submitted to the Secretary in writing at any time prior to the meeting or may be tabled during the meeting.

7.1.4 The Annual General Meeting shall be chaired by the outgoing chair of the South East Open Studios Management Team or, in the absence of the chair, by the treasurer or secretary. Minutes of the meeting shall be taken by the outgoing Secretary of the Management Team.

7.1.5 A quorum for the Annual General Meeting, when members of the Management Team are discounted, shall be not less than ten. If the meeting is not quorate, it may not elect new officers or amend the constitution, and a further meeting must be held within one month.

7.1.6 Each Individual member and past member attending shall be eligible to cast a single vote. Each corporate member may be represented at the meeting by one or more persons, but only one representative may vote. The outgoing Chair may not cast a vote except in the event of a tied vote by the meeting. Voting at the Annual General Meeting shall be by show of hands. Officers shall be elected by a simple majority of the meeting.

7.2 General Meetings

7.2.1 A **General Meeting** of the members may be held at any time at the discretion of the management team. The general meeting may be held for any purpose, but if that purpose is for the election of officers or the amendment of the constitution, then rules 7.1.3 – 7.1.6 governing the conduct of the Annual General Meeting shall apply. If the purpose is for amendment of the constitution, rule 13.1 governing amendments of the Constitution shall also apply.

7.2.2 A general meeting may be called at any time by no fewer than 20 members upon written request to the secretary.

7.3 Management Team Meetings

7.3.1 Management team meetings are called at the discretion of the Chair. The principle purpose of the management team meeting is to ensure that the officers are executing their duties effectively and exclusively in the furtherance of the objectives of South East Open Studios. The management team shall carry out any business consistent with the objectives of South East Open Studios, but it may not amend the constitution. Proposed amendments to the constitution must be submitted to the Annual General Meeting.

7.3.2 All officers shall be entitled to attend the management team meetings, and all elected officers present at the meeting except the Chair of the meeting shall be eligible to vote. Notice of the date, time and location of the meeting shall be notified to all officers at least seven days prior to the meeting.

The agenda shall be issued to all officers prior to the meeting. Minutes of the meeting shall be issued to all officers, whether present or not, and to other interested parties as directed by the Chair.

7.3.3 The management team meetings shall be chaired by the Chair or, in the absence of the Chair, by the Treasurer or Secretary in that order of preference.

Minutes of the meeting shall be taken by the Secretary or, in the absence of the Secretary, by another member of the team as directed by the Chair of the meeting.

7.3.4 A quorum for the meeting shall be three officers, at least one of whom shall be an elected officer. If the meeting is not quorate, it may not carry out any business and shall be dissolved.

7.3.5 The management team should endeavour to conduct its business on the basis of consensus. However, should it prove necessary to vote on a decision, this shall be by show of hands, the outcome being determined by a simple majority of the elected members. In the event of a tied vote, the Chair of the meeting shall cast the deciding vote.

8 Funds

8.1 It is the responsibility of the treasurer to ensure that the following rules on funds are followed by the management team.

8.2 Income

The management team shall charge a fee for membership, to be collected from each member annually upon their submission of an acceptable application to participate in the current year's South East Open Studios. An application shall be deemed acceptable if it meets the stated terms for entry. The amount of the fee shall be determined by the management team and clearly stated on the application form. The team may make charges for additional services, raise funds and seek grants and donations at its discretion.

8.3 Expenditure

Expenditure from South East Open Studios funds shall be made only in the furtherance of the proper business of South East Open Studios.

8.4 Authority to Commit and Incur Expenditure

The Chair has authority to commit and incur expenditure on behalf of South East Open Studios subject to rule 8.3 and within a budget approved by management team. The Chair may delegate authority to other officers to commit and/or incur expenditure up to a limit determined by the Chair. The limit of delegated authority shall be notified in writing to each officer prior to the exercise of that authority. Officers shall not commit or incur expenditure in excess of the limit of their delegated authority. The management team or its officers shall not commit to expenditure greater than the budgeted funds for the year.

8.5 Financial Records

A detailed account of all income and expenditure shall be maintained by the treasurer.

8.6 Bank Account

A current bank account, opened in the name of South East Open Studios shall be maintained by the treasurer. All cheques drawn against the account must be signed and countersigned by any two from the chair or treasurer or co-opted and mandated officers. The treasurer shall maintain a cash float of not more than £50 to cover minor expenses.

8.7 Reporting to Management Team

The treasurer will make a report of the current state of South East Open Studios finances to each management team meeting.

8.8 Assets

Assets purchased using South East Open Studios funds shall be deemed the property of South East Open Studios, and may be disposed of only with the consent of the treasurer and one of the chair, or secretary.

8.9 Contracts

For single purchases in excess of £1000:

- the supplier must be selected by competition from tenders obtained from at least three suppliers;
- the reasons determining the selection must be recorded in the minutes of the Management Team;
- the purchase must be subject to a written contract between South East Open Studios and its contractor.

Should the website require a complete makeover at any point, this will be exempt from the obtaining of three quotes and allowed as a one-off expense.

9 Reimbursement of Officers

9.1 Travel by car

Travel expenses to and from meetings to be paid at the current mileage rate as published by the AA and RAC. To claim this, the claimant must give the Treasurer a written claim stating the date of the journey and distance.

9.2 Travel by public transport

Travel expenses to and from meetings to be paid provided the ticket for the journey is supplied with the claim.

9.4 Other expenses

All other expense claims relating to South East Open Studios must be supported by receipts unless a limited allowance has been decided by the management team to cover emails, telephone calls and occasional postage costs.

9.5 Claims

Claims must be submitted at meetings or by post to the treasurer and countersigned by the chair or designated committee members. Claims exceeding in total the delegated financial authority of the officer concerned will only be met in full if the officer has obtained the permission of the treasurer and chair prior to incurring the expenditure.

10 Examination of Accounts

10.1 The Management Team will appoint an independent firm of accountants. The accountant will examine the accounts of South East Open Studios and the accounts will be presented at the Annual General Meeting.

11 Files and Records

11.1 It is the duty of each officer of the Management Team to maintain complete and accurate files relating to the conduct of South East Open Studios business.

11.2 All files and records relating to the conduct of South East Open Studios business are deemed to be the property of South East Open Studios when an officer leaves the team.

11.3 Records relating to members or other individuals shall not be used for any purposes other than South East Open Studios business without the express permission of the members or individuals to whom they refer.

12 Ethics

12.1 Officers must avoid potential conflicts of interest arising from their duties where these may involve the disbursement of funds, the letting of contracts or the selection of artists for exhibitions and other events. To this end:

12.2 Contracts

Contracts shall not be let by South East Open Studios to Officers or advisers, their family members or close associates, or under circumstances that may lead to financial or material gain for any officer, without full prior disclosure of interest to and subsequent approval by the management team.

12.3 Grants and Subsidies

Grants and subsidies, other than agreed fees, shall not be made by South East Open Studios to officers or advisers, their family members or close associates.

12.4 Selection panels

Members or officers of South East Open Studios shall not take part in the selection of individual works or artists for exhibitions and other events organised by South East Open Studios. Selection panels must include an officer of South East Open Studios in a non-selecting advisory capacity.

12.5 Interests of Officers

Officers or advisers, their family members or close associates shall not use South East Open Studios and its associated events to promote their private interests over and above the stated benefits that South East Open Studios affords its members.

12.6 Interests of Sponsors

The Management Team will ensure that the objectives of South East Open Studios are not compromised in deference to the interests of any donor, contractor or adviser.

13 Amendments to the Constitution

13.1 Amendments to this Constitution shall only be made with the approval of two thirds of those voting at an Annual General Meeting or a general meeting. All proposed amendments must be notified to the secretary in writing at least 21 days prior to such a meeting, and by the secretary to the members in writing at least 14 days prior to the meeting. All parts of the Constitution may be amended except this rule.

14 Dissolution of South East Open Studios

14.1 South East Open Studios may be dissolved:

- by a decision of an Annual General Meeting or General Meeting, subject to the procedure for amending the Constitution;

OR

- if two successive attempts to hold an Annual General Meeting or General Meeting fail to obtain a quorum.

14.2 Any remaining funds may be disposed of either to a Registered Charity or to any organisation that the final Annual General Meeting or General Meeting, or if such a meeting cannot be held, the Management Team, may decide.