

## Constitution - Stitch Cotswold

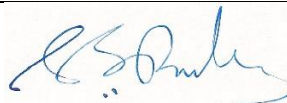
### Constitution adopted on the 8th day of May 2021

<b>1.0</b>	<b>NAME</b> The name of the group is <b>Stitch Cotswold</b> or other such name as the members may from time to time decide.
<b>2.0</b>	<b>ADMINISTRATION</b> Subject to the provisions below the Group and its property shall be administered and managed by the Group Committee.
<b>3.0</b>	<b>OBJECTS &amp; AIMS</b> The Group's Objects are <i>to encourage, inspire, nurture, facilitate, educate and promote the skills and practice of embroidery, needlework, stitch craft and textile arts.</i>
<b>4.0</b>	<b>POWERS OF THE GROUP COMMITTEE</b> in pursuance of the Objects & Aims....
4.1	To raise funds by subscriptions, sales, events and activities, and to receive grants, donations & legacies (restricted and unrestricted) as they arise.
4.2	To buy or lease items of equipment.
4.3	To sell, lease or dispose of the property of the Group.
4.4	To enter into contracts with speakers, tutors and professional and other service providers (e.g. auditors).
4.5	To cooperate with other, organisations, clubs, voluntary bodies and statutory authorities.
4.6	To support charitable trusts and associations.
4.7	To enter into contracts for the use of software licences, meeting venues, exhibitions venues, etc.
4.8	To from time to time put forward Aims to be achieved by the Group; to be agreed by members.
4.9	To enter into affiliations with or membership of other organisations.
<b>5.0</b>	<b>MEMBERSHIP</b>
5.1	Membership shall be open to all who are interested in the achievement of the Objects & Aims.
5.2	A potential member may visit the Group before deciding on whether to become a member. Such a person may be required to make a payment per visit
5.3	Members will be expected to pay an annual subscription starting from the month of joining at the subscription amount applicable at the time. Membership is not transferrable and annual subscriptions shall not be repaid on termination of membership unless the Group Committee decides that is it fair and reasonable to do so in the circumstances.
5.4	The membership subscription shall be determined by a simple majority at each AGM.
5.5	The Group Committee may create any class of membership they deem necessary and put their proposal to the members for ratification by a simple majority at the next AGM or other members' meeting convened for the purpose.
5.6	The Group Committee may, by unanimous or requisite majority vote, terminate the membership of an individual provided the individual concerned has been notified in writing at least 7 days before the applicable Group Committee meeting and shall have the right to be heard at that meeting and be accompanied by a friend or representative
5.7	Such a member must be notified in writing within 5 days of any decision of the Group Committee.

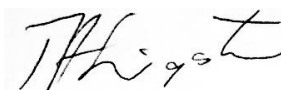
<b>6.0</b>	<b>HONORARY OFFICERS</b>
6.1	At the inaugural meeting and each subsequent AGM of the Group the members shall elect from amongst themselves a Chair, Secretary and Treasurer who shall hold office from the end of the meeting and all of whom shall sit on the Group Committee.
6.2	Honorary Officers may be elected from AGM to AGM.
6.3	An Honorary Officer may cease to hold office if that person ceases to be a full member of the Group; becomes incapable through illness or injury; is absent for 4 group committee meetings; or gives 1 month's notice of their intention to resign.
<b>7.0</b>	<b>GROUP COMMITTEE (GC)</b>
7.1	The GC shall consist of a minimum of 3 members and not more than 15 members.
7.2	All members of the GC must be fully paid-up members of the Group.
7.3	The GC may co-opt up to 7 members. A member may be co-opted for a specific purpose and that co-option may last as long as required or until the next AGM whichever is sooner.
7.4	The proceedings of the GC shall not be invalidated by any absence or vacancy of one Honorary Officer or any number of co-opted committee members.
7.5	No GC member may vote on any contract entered into by the GC in which they have an interest.
7.6	Any member of the GC who holds a professional qualification may be appointed by a unanimous vote of the GC to carry out tasks or provide professional services for a fee. Such a member may not be present when the scope of work and associated fees is discussed.
7.7	The GC shall hold at least 4 meetings per year.
7.8	An agenda must be issued at least 7 days before the date of each meeting. All agendas must be issued in writing.
7.9	Meetings should be chaired by the Chair of the Group. In their absence, those attending the meeting must elect a chair from amongst their number.
7.10	A quorum shall be 3 committee members. At least one should be an honorary officer.
7.11	The GC or any sub-committee shall keep minutes of meetings and, in doing so, shall observe legislation and best practice in relation to protecting the personal data of the meeting participants and those named during the proceedings of the meeting.
7.12	The GC may appoint one or more sub-committees to consider and report back on specific topics.
7.13	At least once a year the GC meeting must consider the risks facing the Group; data protection procedures and practice (GDPR); copyright compliance and protection practices; safeguarding in relation to members and others with whom they work; and other such legislated requirements that may apply to the Group and the conduct of its members.
7.14	At least once a year the GC meeting must assess the insurance needs of the Group.
<b>8.0</b>	<b>FINANCIAL MANAGEMENT</b>
8.1	The funds of the Group shall be held in a bank/building society account in the name of the Group, and set up by the Treasurer and authorised by the Group Committee.
8.2	Payments may be by cheque, BACS or other electronic banking methods assigned or set up by the Treasurer and authorised by one other nominated member of the GC. There should be no more than 3 signatures to the account.
8.3	The funds of the Group may only be used in pursuance of the Objects and Aims of the Group.
8.4	The Group may operate more than one bank/building society account.

<b>9.0</b>	<b>GENERAL MEETINGS</b>
9.1	An annual general meeting (AGM) of the Group shall take place within 12 weeks of each year-end of the Group. Any other meeting of the members (GM) shall be convened when deemed necessary by the GC.
9.2	Notice of the AGM/GM shall be issued to members no later than 21 days before the date fixed for the meeting. Notice will be by electronic means by default or exceptionally by post.
9.3	All members of the Group shall be entitled to attend and vote. In the event of a tied vote the resolution shall be referred for an immediate discussion and a second vote by those present. In the event of a second tied vote the resolution shall be referred to another meeting.
9.4	A member who cannot attend an AGM or GM may represent their views via a member group committee.
9.5	AGM/GMs shall be chaired by the current Chair of the Group or, if this person cannot do so for any reason, the meeting shall be chaired by another member of the GC.
9.6	Reports on the affairs of the Group and its finances shall be presented at each AGM. These reports may be presented by any member of the GC. These reports must, at the minimum, pertain to the circumstances that gave rise to the GM being called.
9.7	Each nomination for members of the GC should be before or at an AGM. The person nominated must confirm their willingness to stand. In the event there are more nominations than seats a ballot of members present shall be called.
9.8	A quorum for an AGM or GM shall be 30% of members or 10 members whichever is the least.
9.9	If after 30 minutes from the time stated for the commencement of the AGM/GM there are still insufficient members present to form a quorum the meeting shall be adjourned to another time and place. The adjourned meeting shall take place within 30 days from the date of the original meeting.
9.10	If after 30 minutes of the start of the adjourned meeting there are insufficient members present to form a quorum the meeting shall proceed with the members present.
9.11	Meetings may take place at a venue used by the Group or on Zoom or similar.
<b>10.0</b>	<b>THIS CONSTITUTION</b>
10.1	The Constitution may be altered by a resolution supported by not less than two-thirds of the members present and voting at an AGM/GM.
<b>11.0</b>	<b>DISSOLUTION OF THE GROUP</b>
11.1	If the GC recommends the dissolution of the Group it shall call a GM. Members shall have no less than 21 days' notice that states the applicable facts and gives the reasons behind the recommendation of the GC.
11.2	If the resolution is supported by no less than <i>two-thirds</i> of members voting by proxy or present and voting in person the GC shall have the authority to realise any assets held by or on behalf of the Group. Any assets remaining after payment of all liabilities of the Group shall be offered to other clubs, groups or institutions with similar Objects and Aims.

Chair: Stephen Rowley



Secretary: Jen Livingstone



Treasurer: Sarah Eilbeck

