

## **CONSTITUTION**

1. The name of the association shall be the Cornwall Design Forum (hereinafter called the Association)
2. The object of the Association shall be to promote any charitable purpose which will encourage the exercise and maintain the standards of Design in Cornwall, preserve and improve creativity and foster, promote and increase awareness of the design industry in the county of Cornwall and the rest of the UK.

In furtherance of the above object but not further or otherwise the Association through its management Committee shall have the following powers:

- a. To promote assist and improve the education of the business community in design and offer a resource to all members.
  - b. To establish or assist in the establishment of charitable institutions and to co-operate and work with including the sharing of expenses any body or organisation itself being a charity of public authority.
  - c. To present or assist in presenting a regular programme of events, lectures, and seminars.
  - d. To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription donation and otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for its charitable objects.
  - e. To create and keep an up to date website of reference of useful information relating to the design industry which will be of benefit to the members.
  - f. To do all such other lawful things as shall further the above.
3. The membership of the Association shall consist of:

- a. Design Professionals living or working in the area of benefit who wish to exhibit and display work at the association's exhibitions and events. A person who subscribes to the Association the full membership subscription, as may be determined by the committee, shall be a full member of the Association and shall be entitled to submit work for selection to all the Association's events and to attend and vote at all general meetings of the Association so long as his/her current membership has been paid, but a person whose subscription has been six months in arrear shall cease to be a member.
- b. A person who subscribes to the Association the associate membership subscription, as may be determined by the committee, shall be an Associate Member of the Association, and shall be entitled to attend and vote at all general meetings of the Association so long as his/her current subscription has been paid, but a person whose subscription has been six months in arrear shall cease to be a member.

The Association from time to time may co-opt as members of the Association persons who are specifically qualified to further the objects of the association and shall decide for what period such co-opted members shall serve.

The Association may invite persons with special knowledge or experience to serve on the committee or any of its sub-committees in a consultative capacity, but such persons shall not be entitled to vote.

4. a. The following Honorary Officers shall be selected at the Annual General Meeting:
    - i. The Chairman
    - ii. The Vice - Chairman
    - iii. 10 Committee members
    - iv. Such other officers as the Association may from time to time decide.
  - b. The Honorary Officers shall be ex-officio members of the Committee and all sub-committees of the Association and the Chairman shall have a casting vote.
  - c. The Chairman shall be elected for a term of two years and shall be eligible for re-election for one further term of two years only.
  - d. The other Honorary Officers shall retire each year but shall be eligible for re-election without restriction on their length of service.
  - e. The Committee may appoint a Secretary and a Treasurer as permanent officers of the Association and such other officers and servants as it may think necessary and may fix their remuneration and terms of employment. They shall remain in office at the discretion of the Chairman and Committee.

The Secretary and Treasurer and any other persons employed by the Association shall not be members of the Committee but may where appropriate attend meetings of the Committee in an advisory capacity but without a vote.
5. a. The Association shall not meet less than twice a year.
  - b. The annual general meeting of the association shall be held in each year at such time (not being more than fifteen months after the holding of the preceding annual general meeting) and place as the Committee shall determine. At least twenty one clear days notice in writing shall be given by the Secretary to the members. Other meetings of the Association shall be held at such time as may be determined by the Committee.
  - c. Special meetings of the Association shall be called at fourteen clear days notice in writing upon written demand of 10 per cent of the members, or by the Chairman, or by the Committee.
  - d. At the annual general meeting the business shall include the election of the Honorary Officers and Committee members, the appointment of auditors, and the consideration of an annual report of work done by and under the auspices of the Association and of the audited accounts.
  - e. The proceedings of the Association shall not be invalidated by a failure to appoint or any defect in the appointment, election or qualifications of any member.

6.
  - a. There shall be a management committee (herein after called the Committee) whose duty it shall be to carry out the general policy of the association and. Subject to the conditions imposed from time to time by the Association, to provide for the administration management and control of the affairs and property of the Association.
  - b. The members of the Committee shall be elected at the annual general meeting and shall hold office for one year.
  - c. The Committee shall consist of ten members who shall be drawn from the complete.
  - d. casual vacancies shall be filled by the Committee until the next annual general meeting.
  - e. the Committee shall elect a Secretary and a Treasurer from among its members.
  - f. In addition to the elected and ex-officio members, the Committee may co-opt not more than 6 persons who need not be members of the Association.
  - g. The Committee may delegate any of its powers to sub- committees consisting of a majority of members of the Committee and such sub-committees consisting of a majority of members of the committee and such sub – committees may be given the power to co-opt, providing that no such sub-committee may be given power to co-opt more than one-quarter of its total membership. Any sub –committee appointed for specific purposes shall not be empowered to act on behalf of the Association without reporting to the Committee as soon as possible.
7. The quorum at a meeting of the association shall be fifteen per cent of the members of the association. The quorum of the committee of the association shall be half its members, including honorary officers and a simple majority shall be required for the passage of resolutions in Committee.
8.
  - a. The association shall have power to raise money by means of affiliation fees from participating authorities and organisations, subscription from individuals, donations or legacies, grants-in-aid from statutory authorities, loans and other sources.
  - b. The income and property of the Association, whencesoever derived shall be applied solely towards the promotion of the purposes of the association or set forth in the constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to any member of the association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or the repayment of reasonable and out-of-pocket expenses.
  - c. The Association may appoint a custodian trustee or a trust corporation of not less than three [persons to hold any property held by or in trust for the Association or may with the agreement of the official Custodian for Charities transfer to him personal property (within the meaning of section 17(2) of the Charities Act 1960) so held and make application for an order vesting in him any property so held.
9. All sums collected or donated to the Association shall be handed over to the Treasurer who shall pay the same into a bank account in the name of the association> Cheques shall be signed by at least two persons so authorised by the Committee, which persons may be either trustees of the Association or members of the Committee.

10. The Association's year shall run from October 1<sup>st</sup> to September 31<sup>st</sup>. Once at least in every year the accounts from the Association shall be audited by one or more qualified auditors.

11. the association may at any time be dissolved by a resolution passed by a two-thirds majority of those present and voting at a meeting of the Association of which at least twenty-one clear day's notice shall have been sent to all members of the Association. Such resolutions may give instructions for the disposal of assets held by or in the name of the association, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to or distributed among the members of the association but shall be given or transferred to such other institution or institutions having objects similar to some or all of the objects of the Association may, with the approval of the Charity Commissioners or other authority having charitable jurisdiction may determine.

12. Alterations to the constitution shall receive the assent of not less than two-thirds of the members of the Association present and voting. A resolution for the alteration of the constitution shall be received by the Secretary of the Association at least twenty-one clear days before the meeting at which the resolution is to be brought forward. At least fourteen clear days notice in writing of such a meeting shall be given by the secretary to the members and shall include notice of the alterations proposed. Provided that no alterations to Clause 2, clause 11 or this clause, shall be made without the approval of the Court or the Charity Commissioners or other authority having charitable jurisdiction.

13. The Interpretation Act 1978 shall apply for the interpretation of this constitution as it applies for the interpretation of an Act of parliament.