

## **DAW CONSTITUTION**

### **DRAMA ASSOCIATION OF WALES – CYMDEITHAS DDRAMA CYMRU**

1. The Association shall be known as the Drama Association of Wales and is hereinafter referred to as the Association.
2.
  - (a) The Association is established for charitable purposes only.
  - (b) To educate the public in the Arts and in particular all forms of dramatic Art in Wales.
  - (c) In the furtherance of the above purposes but not further or otherwise the Association may:
    - (i) Assist any body or bodies financially or otherwise.
    - (ii) Obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants and any other lawful method and accept or receive gifts of property of any description (whether subject to any special Trusts or not).
    - (iii) Procure and provide information.
    - (iv) Procure to be written and print, publish, issue and circulate gratuitously or otherwise any report or periodicals, books, pamphlets, leaflets or other documents.
    - (v) Arrange and provide for or join in arranging and providing for the holding of Festivals, Exhibitions, meetings, lectures and classes.
    - (vi) Promote, encourage or undertake experimental work or related projects.
3. Membership of the Association.
  - (a) Membership of the Association shall consist of individuals, drama societies and representatives of interested Local Authorities and other organisations all of which are recognised by the Association.
  - (b) Participating organisations may appoint deputies to replace representatives who are unable to attend any general meeting of the Association.
  - (c) The Association may invite any person to attend its meeting as an observer but without power to vote.

#### 4. Officers.

At the Annual General Meeting the Association shall elect a Chair, Vice Chair and Treasurer and other such Officers as the Association may from time to time determine.

The Chair shall hold office until the conclusion of the Annual General Meeting of the Association for not more than five years after their appointment.

The Chair and Honorary Officers shall be ex-officio officers of the Executive Committee and any other committees.

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The Association shall appoint one or more qualified Independent Examiners and may determine their remuneration, if any.

The Association may also appoint an Honorary President who shall hold office until the conclusion of the Annual General Meeting of the Association. The President will be eligible for re-appointment.

### 5. The Executive Committee:-

- (a) There shall be an Executive Committee consisting of members of the Association. The Executive shall be composed of:-
  - (i) Six members plus 3 officers, Chair, Vice Chair and Treasurer nominated by members and elected by the Annual General Meeting of the Association.
  - (ii) One representative nominated by each of the area organisations as recognised by the Association.

The Executive Committee's duties will be to carry out the general policy of the Association and subject to any conditions imposed from time to time by the Association, provide for the Administration, management and control of the affairs and property of the Association.

The Chair of the Finance and General Purposes Sub-Committee and any other Standing or Group Committee shall be ex-officio members of the Executive Committee.

- (c) The Executive Committee shall have the power to co-opt persons not being members of the Association to serve on the Committee provided that the numbers of such co-opted members shall not exceed one quarter of the total number of the elected members serving on the Committee.
- (d) One-third of the elected members of the Executive Committee shall retire annually but shall be eligible for re-election. The members to retire shall be those who have been longest in office since their last appointment but not reckoning ex-officio members. As between members who have been in office the same length of time those due to retire shall be chosen by lot.
- (e) The Executive Committee may invite any official of any organisation to attend its meetings as an observer but without power to vote.
- (f) The Executive Committee shall meet not less than four times a year.
- (g) Any casual vacancy in the Executive Committee may be filled up by the Executive Committee and any persons so appointed to fill such a vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for re-election at that meeting.
- (h) The Executive Committee may appoint, and dismiss any paid Officers one of whom will be the Secretary of meetings of the Executive Committee and may determine the remuneration, duties and Conditions of Service of such paid Officers.
- (i) The proceedings of the Executive Committee shall not be invalidated by

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any failure to appoint or any defect in the appointment, election or qualification of any member.

6. Nomination of Officers and Executive Committee.

Nominations from members of the Association for either Honorary Officers or the 6 elected members of the Executive Committee must be in writing and must be in the hands of the Secretary at least fourteen days before the Annual General Meeting when voting will be by ballot. The Executive Committee may fill any casual vacancy occurring in the offices of Honorary Officers appointed by the Association, and may, subject to any conditions imposed by the Association, appoint any other Honorary Officer but all such appointments shall be subject to confirmation by the Association at its next Annual General Meeting.

7. Appointment of Committees:-

The Association or failing the Association the Executive Committee may appoint a Finance Committee and such other Special or Standing Committees as may be deemed necessary and may determine their powers, terms of reference, duration and composition provided that no Committee may be given power to co-opt more than one quarter of its total membership.

8. Meetings of the Association:-

(a) 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 meeting) and place as the Executive Committee shall determine. At least twenty-one days clear notice shall be given by the Secretary to the members. Other meetings of the Association shall be held at such times as may be determined by the Association.

(b) A Special Meeting of the Association shall be called at fourteen clear days notice in writing upon the written demand of 25 members or by the Chair or Vice Chair acting in their absence of the Association or by the Executive Committee. The Agenda of such meeting shall be notified to members fourteen days in advance.

(c) At the annual meeting the business shall include the election of a Chair and all Honorary Officers, the election of persons to fill vacancies on the Executive Committee, the appointment of auditors and consideration of an annual report of the work done by, or under the auspices of the Association and of the audited accounts.

9. The quorum at a meeting of the Association and at a meeting of the Executive Committee shall be such number as the Association may from time to time determine.

10. Finance:-

(a) The Association shall have power to raise money by means of membership fees from participating organisations and individuals, donations or legacies, Grant in Aid from statutory sources, loans or other sources.

(b) The income and property of the Association whensoever derived shall be applied solely towards the promotion of the purposes of the Association as set forth in the Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise

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whatsoever 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 re-payment of out-of-pocket expenses.

- (c) The Association may appoint and may determine the appointment of a custodian, Trustee or Trust Corporation of not less than three persons to act as Trustees for the purpose of holding any monies or properties belonging to the Association.

11. The Association year and audit:-

The Association shall appoint an Audit Committee to scrutinise the accounts and to offer such advice as it deems appropriate on the management of the Association's business. The Chair and members of the Audit Committee may not be Officers of the Association although the latter may sit on the Committee in an ex officio capacity.

The Association shall run from April 1<sup>st</sup> to March 31<sup>st</sup>. Once at least in every year the accounts of the Association shall be audited by one or more qualified auditor(s) and be subject to scrutiny by the Audit Committee.

12. Dissolution:-

The Association may at any time be dissolved by a Resolution passed by a two-thirds majority of those present and voting at an Extraordinary General Meeting of the Association, of which at least twenty-one clear days' notice shall have been sent to all members of the Association. The Agenda of such a meeting shall be notified to members. Such Resolution may give instructions for the disposal of any 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 or distributed among members of the Association but shall be given or transferred to such other Charitable Institution(s) having objects similar to some or all of the objects of the Association as the Association may with the approval of the Charity Commissioners or other Authority having charitable jurisdiction determine.

13. Alteration to the Constitution.

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 at least twenty-one days clear before the meeting at which the Resolution is to be brought forward. At least fourteen clear days' notice in writing of the meeting must be given by the Secretary to the members and shall include notice of the alteration proposed. Provided that no alteration to Clause 2 or Clause 12 shall be made without approval of the Court or the Charity Commissioners or other party having charitable jurisdiction.

Signed: ..... Date: .....  
Rosina Daniels, Chair, DAW.

Received by the Charity Commission

Date: .....