

# CONSTITUTION

Adopted on the 6<sup>th</sup> June 2007 – Amended 20<sup>th</sup> September 2016

## PART 1

Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this Constitution.

### A. NAME

The name of the Association is digital-works (and in this document it is called the "Charity").

#### **Area of Operation:**

The Charity's work rests on the principles of participation with local communities, in the context of a creative multi-media approach. The Charity emphasises the active involvement of both young people and older people in the delivery of project work. Media such as digital video filming, interactive websites, oral history interviews and photography/digital arts can be an exciting way to learn more about their local community and interact with different generations within their locale. The Charity's ethos is of active involvement, which lends itself to fun and interesting learning programmes for adults and young people. All of the Charity's participation projects have a strong element of capacity building, whether through learning technological skills or through an increased awareness of an issue being studied. The Charity will foster an on-going community projects in partnership with local Councils, Community Groups, Non-profit Groups, local Schools and Churches, in the pursuit of providing access to arts and media activities.

### B. ADMINISTRATION

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this Constitution by the members of the management committee, constituted by clause H of this Constitution (the "**Management Committee**").

### C. OBJECTS

The Charity's objects are:

to advance education for the public benefit by the promotion of the arts, in particular but not exclusively visual media and communications technologies,

to advance arts, culture and heritage through activities including but not limited to community projects involving cultural, historical, religious and ethnic content aimed at encouraging the inclusion of those with special needs and cultural, ethnic and religious differences.

The area of benefit is to be in particular but not exclusively Greater London and the South West of England.

The beneficiaries are to be in particular but not exclusively young people and older people and those with special needs.

**D. The Charity's powers are:**

to raise funds and to invite and receive contributions provided that in raising funds the Management Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use; subject to any consents required by the law, to sell, lease or dispose of all or part of the property of the Charity; subject to any consents required by the law, to borrow money and charge all or any part of the property of the Charity with repayment of the money so borrowed;

to purchase indemnity insurance for the Management Committee against any liability that by virtue of any rule of law would otherwise attach to a Management Committee officer or other member in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or willful or reckless misconduct of the Management Committee, its officers and members;
- (iii) liabilities to the Charity that result from conduct that the Management Committee officers and members knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

No Management Committee officer or member may be paid or receive any other benefit for being a Management Committee officer or member.

To employ such staff (who shall not be members of the Management Committee) as are necessary for the proper pursuit of the objects and make all reasonable and necessary provision for the payment of pensions and superannuation to the staff and their dependents, subject to approval by a general meeting.

To co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.

To do all such other lawful things as are necessary for the achievement of the objects.

To operate an Equal Opportunities policy and to advocate the rights of all the service users irrespective of their age, colour, ethnic background, sex, sexuality, religion or abilities/disabilities.

#### **E. DISOLUTION & WINDING UP**

If the Management Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Management Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commissioners.

#### **F. AMENDMENTS TO THE CONSTITUTION**

Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause K (Management Committee members not to be personally interested clause), clause E (the dissolution clause) or this clause without the prior consent in writing of the Charity Commissioners.

No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

The Management Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

## Part 2

### G. MEMBERSHIP

1. Membership of the Charity shall be open to:  
any person over the age of 18 years or organizations who are approved by the Management Committee and are interested in furthering the works of the Charity and who have paid any annual subscription laid down from time to time by the Management Committee, and Every member shall have one vote.
2. Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Charity; and may appoint an alternate to replace its appointed representative at any meeting of the Charity if the appointed representative is unable to attend
3. Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organization
4. The Management Committee may unanimously and for good reason terminate the membership of any individual or member organisation, provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Management Committee, accompanied by a friend, before a final decision is made.

### H. MANAGEMENT COMMITTEE

1. The Management Committee shall consist of not less than **3** members nor more than **9** members including:
2. The Management Committee may in addition appoint not more than **2** co-opted members but so that no-one may be appointed as a co-opted member, if as a result, more than one third of the members of the Management Committee would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Management Committee called under clause L and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not been vacated in which case the appointment shall run from the date when the post becomes vacant.
3. All the members of the Management Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be re-elected or re-appointed.
4. The proceedings of the Management Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. No person shall be entitled to act as a member of the Management Committee whether on a first or subsequent entry into office until after signing in the minute book of the Management Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

## **I. HONORARY OFFICERS**

At the annual general meeting of the Charity the members of the management committee shall elect from amongst themselves the "**Chair**", the "**Secretary**" and the "**Treasurer**", who shall hold office from the conclusion of that meeting.

## **J. TERMINATION OF MEMBERSHIP OF MANAGEMENT COMMITTEE**

A member of the Management Committee shall cease to hold office if he or she:

dies or, if it is an organisation ceases;

is disqualified from acting as a member of the Management Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

is absent without the permission of the Management Committee to resolve that his or her office be vacated; or

notifies the Management Committee, in writing, of his or her wish to resign (but only if at least three members of the Management Committee will remain in office when the notice of resignation is to take effect).

is removed from membership by a resolution of the Management Committee that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:

(a) the member has been given at least twenty one days' notice in writing of the meeting of the Management Committee at which the resolution will be proposed and the reasons why it is to be proposed;

(b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

## **K. MANAGEMENT COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

No member of the Management Committee shall acquire any interest in property belonging to the Charity (other than as a member of the Management Committee for the Charity) or receive remuneration or be interested (other than as a member of the Management Committee) in any contract entered into by Management Committee.

## **L. MEETINGS AND PROCEEDINGS OF THE MANAGEMENT COMMITTEE**

1. The Management Committee shall hold an ordinary meeting every quarter for briefings and update.

2. A special meeting may be called at any time by the Chair or by any two members of the Management Committee upon not less than 4 days' notice being given to the other members of the Management Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
3. The Chair shall act as Chair at meetings of the Management Committee. If the Chair is absent from any meeting, the members of the Management Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
4. There shall be a quorum when at least one third of the number of members of the Management Committee for the time being, or three members of the Management Committee, whichever is the greater, are present at a meeting.
5. Each member of the management committee shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
6. The Management Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Management Committee and any sub-committee.
7. The Management Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this Constitution.
8. The Management Committee may appoint one or more sub-committees consisting of three or more members of the Management Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Management Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceeding of any such sub- committees shall be fully and promptly reported to the Management Committee.
9. The members of the management present at a meeting may resolve that the meeting shall be adjourned.
10. The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.
11. No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
12. If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.
13. A resolution in writing signed by each member of the management committee (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.
14. Any organisation that is a member of the management committee of the

Charity may nominate any person to act as its representative at any meeting of the Charity.

15. The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.

16. Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **M. FINANCES**

The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Management Committee in the name of the Charity at such bank as the Management Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Management Committee.

The funds belonging to the Charity shall be applied only in furthering the objects.

## **N. PROPERTY**

Subject to the provisions of sub-clause 2 of this clause, the Management Committee shall cause the title to;

- I all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
- ii all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Management Committee at their pleasure and shall act in accordance with the lawful directions of the Management Committee. Provided they act only in accordance with the lawful directions of the Management Committee, the holding trustees shall not be liable for the acts and defaults of its members.

If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Management Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Management Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

## **O. ACCOUNTS**

The Management Committee shall comply with their obligations under the Charities Act

1993 (or any statutory re-enactment or modification of that Act) with regard to:

the keeping of accounting records for the Charity;  
the preparation of annual statements of accounts for the Charity;  
the auditing or independent examination of the statements of account of the Charity; and  
the transmission of the statements of account of the Charity to the Charity Commission.

All cheques, transactions and instructions to the Charity bankers will require two of the three agreed signatures. These should not be from the same household.

#### **P. ANNUAL REPORT**

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

#### **Q. ANNUAL RETURN**

The Management Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

#### **R. ANNUAL GENERAL MEETING**

1. There shall be an annual general meeting of the Charity, which shall be held in the month of **December** in each year or as soon as practicable thereafter and not more than fifteen months may elapse between successive annual general meetings.

2. The Management Committee shall call every annual general meeting. The Secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

3. Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chair of the meeting. The Chair of the Management Committee shall be the Chair of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a Chair of the meeting.

4. The Management Committee shall present at each annual general meeting the report and accounts of the Charity for the preceding year.

5. Nominations for election to the Management Committee must be made by members of the Charity in writing and must be in the hands of the secretary of the Management Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

#### **S. SPECIAL GENERAL MEETINGS**

The Management Committee may call a special general meeting of the Charity at any time. If at least **3** members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

#### **T. PROCEDURES AT GENERAL MEETINGS**

The secretary, or other person specially appointed by the Management Committee shall keep a full record of proceedings at every annual general meeting of the Charity.

There shall be a quorum when at least five members of the Charity are present at any general meeting.

#### **U. NOTICES**

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Secretary or the Management Committee on any member either personally or by sending it through the post in a letter addressed to his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

#### **V. ARRANGEMENTS UNTIL THE FIRST ANNUAL GENERAL MEETINGS**

Until the first annual general meeting takes place this Constitution shall take effect as if references in it to the Management Committee were references to the persons whose signatures appear at the bottom of this document.

This Constitution was adopted on the date mentioned on page 1 by the persons whose signatures appear at the bottom of this document.

#### **W. GOVERNING LAW**

This Constitution shall be governed by the laws of England and Wales.

**5 Lyncroft Gardens  
London W13 9PU**