



Rules of Hartley Arts Group

8 March 2017

1. General

- 1.1 These Rules supplement the Memorandum and Articles of Association of Hartley Arts Group ("HAGCo") which is a private charitable company limited by guarantee.
- 1.2 In these Rules, "Article" and "Articles" refer to the Articles of Association of HAGCo and "Directors" means Directors of HAGCo.
- 1.3 These Rules are subject to the provisions of the Articles. In the event of any conflict between these Rules and the Articles, the latter shall prevail.
- 1.4 The references to the Articles at the head of a Rule are for reference only.
- 1.5 The Directors shall have power to decide any questions arising out of these Rules and all other matters connected with HAGCo (other than and except those which can be dealt with only by HAGCo in a General Meeting) and make, maintain and publish all necessary orders, regulations and bye-laws in connection therewith.
- 1.6 Except as provided in paragraph 1.7 below, amendments to these Rules shall be made only at a General Meeting and then only by a special resolution.
- 1.7 Amendments to these Rules may be made by the Directors without the need for a General Meeting, if the amendments are to be made solely and exclusively to obtain or maintain HAGCo's status as a registered charity and as advised, requested or directed by the Charity Commission. Any amendment made under this provision will be communicated to the members of HAGCo within fourteen days of the Directors meeting at which the amendment was made and will be submitted to the next following General Meeting for ratification.
- 1.8 The unincorporated association formed in 1975 and also known as Hartley Arts Group ("HAGAssoc") is a predecessor of HAGCo.

2. Membership *Articles 7 to 9*

- 2.1 All persons sharing the objects of HAGCo shall be eligible for membership. The term "members" in these Rules and the Articles refers to Full Members and Life Members as set out in the following paragraphs.
- 2.2 All Members, Associates and other individuals who take part in the activities of HAGCo, are subject to the provisions of these Rules and the Articles.
- 2.3 Full Members shall be those members of HAGCo who have paid up to date the prescribed subscription for this class of membership as required under Section 3. Full Members who have been Full Members of HAGCo for a minimum of three months shall be eligible to vote at General Meetings.

- 2.4 Life Members shall be those members appointed as such from time to time by the Directors. Life Members shall enjoy the rights and privileges of Full Members but shall pay no subscriptions.
- 2.5 Associate members shall be those persons who have joined the Membership database in order to participate in HAG activities without payment of a subscription. These individuals are not eligible to attend or vote at Annual General Meetings.
- 2.6 ...Two Directors have the right in an emergency to invite other individuals to participate in supporting activities. These individuals shall pay no subscription and are not eligible to attend or vote at Annual General Meetings.
- 2.7 All Members and Associates accept an obligation to contribute to the objects, management and administration of HAGCo by participating in a wide range of supporting activities over and above dramatic and musical performances.
- 2.8 The Directors may suspend or terminate an individual's membership at any time in accordance with the Articles.

3. Subscriptions *Articles 9(3) and 57(2)(a)*

- 3.1 Full Members shall pay an annual subscription, the amount of subscription being fixed at the Annual General Meeting to apply for the year commencing 1 April next following that Annual General Meeting.
- 3.2 Subscriptions fall due on the 1 April annually and must be paid before the start of the next following Annual General Meeting. All existing members must renew their membership before the start of the next following Annual General Meeting. Members failing to pay their subscriptions in time will cease to be members. Subsequently they may rejoin HAGCo as new members. The Directors may, at its discretion, accept late payment for membership without imposing loss of membership.

4. Directors *Articles 24 to 48*

- 4.1 HAGCo shall be managed by a Board of Directors consisting of:
 - 4.1.1 Officers elected in accordance with Section 5;
 - 4.1.2 Seven other Full Members elected at the Annual General Meetings and
 - 4.1.3 Full Members appointed by the Directors in accordance with these Rules.

The maximum number of Directors at any one time shall be thirteen.
- 4.2 Directors once elected will serve a term of three years unless resigning in the interim. If after that period they wish to continue they must seek re-election.
- 4.3 At least one-third of the Directors must retire from office at each Annual General Meeting in accordance with the provisions of Articles 29 and 30.
- 4.4 The Directors shall be subject to the provisions of these Rules and the Articles.

- 4.5 The Directors may appoint a Director at any time under Article 34, provided the total number of Directors at any one time does not exceed thirteen. Vacancies of Officers shall be dealt with as in Section 5 below.
- 4.6 No activity shall be organised in the name of HAGCo except with the approval of the Directors, whether or not an admission charge is to be made. The Directors shall appoint one of its members as Production Manager, who may or may not be an Officer, to ensure that such an activity is properly managed and maintains the standards required of HAGCo for such activity. The Directors will encourage 'best practice' in any functions organised.
- 4.7 The use of HAGCo equipment and facilities shall be at the discretion of, and subject to the approval of, the Directors.

5. Officers

- 5.1 The three Officers of HAGCo shall be: Chairman, Secretary and Treasurer. The Officers shall be Full Members and shall be elected at the Annual General Meeting except as provided in paragraph 5.2. Officers shall carry out the duties set out in these Rules and any other duties assigned to them by the Directors.
- 5.2 Resignation of any Officer will be reported to Full Members within 14 days. A replacement will be elected at a General Meeting to be held within 45 days of the Officer's resignation. On the resignation of an Officer, or where there is no nomination for a particular post of Officer at a General Meeting, the Directors will appoint a Full Member (who may already be a Director) to fill the vacancy until a replacement is elected by a General Meeting or by resolution under Article 20.
- 5.3 A member may only hold one Office at a time. Any Officer taking up another Office must first resign their existing Office.

6. Health, Safety and Protection of Individuals

- 6.1 The overall responsibility for health and safety and the environment shall be vested in the Directors. The Directors shall elect one of its members to be Health and Safety Officer, who shall be responsible for the timely provision and upkeep of a Health and Safety Policy Manual setting out the health and safety policy of HAGCo. The Health and Safety Officer shall not rank as an "Officer" under the terms of Section 5 above.
- 6.2 The term of office of the Health and Safety Officer shall be the same as that of Directors.
- 6.3 The Management Committee shall formulate and maintain written policies for the protection of children and vulnerable adults involved in the activities of HAGCo.

7. General Meetings *Articles 10 to 23*

- 7.1 The Annual General Meeting shall be held annually at a date to be decided by the Directors and not later than the 30th June in any year when the following business shall be conducted:
- 7.1.1 Presentation of the Annual Report of the Directors (as required under paragraph 8.2) and a statement of future plans as envisaged by the Directors;
 - 7.1.2 Presentation and approval of the Independently Examined accounts for the year ended 31st March;

- 7.1.3 Election of Officers;
 - 7.1.4 Election of other Directors;
 - 7.1.5 Election of Independent Examiners;
 - 7.1.6 Setting subscription levels for the ensuing year;
 - 7.1.7 Resolutions, duly proposed and seconded, that have been received in writing not less than 14 days before the General Meeting.
- 7.2 In the event of a motion of No Confidence in the Directors being carried at a General Meeting the entire Board of Directors shall at once resign and the business of HAGCo shall be managed by three new Directors elected for that purpose at the General Meeting. These Directors shall call an Extraordinary General Meeting within 30 days to elect a new board of Directors.

8. Finance *Articles 49 and 50*

- 8.1. The funds of HAGCo shall be applied solely in furthering the objects of HAGCo except as noted in 8.6 below.
- 8.2. The Treasurer shall maintain books of account to show the up-to-date financial position of HAGCo at any time and prepare an Annual Profit and Loss Account and Balance Sheet for the year ended 31st March for presentation to and approval by the Annual General Meeting. The Directors shall comply with their obligations under the Charities Act 1993 and the Companies Acts (both as amended from time to time) with regard to the preparation of an annual report and annual return and their transmission to the Charity Commission and Companies' House.
- 8.3 The funds of HAGCo, including all members' fees, donations, box office income and bequests, shall be paid into an account or accounts, operated by the Directors in the name of HAGCo at such bank (or similarly regulated deposit-taking institution) as the Directors shall from time to time decide. Such deposit-taking institution shall be subject fully to the United Kingdom Financial Services Compensation Scheme.
- 8.4 Cheques and withdrawal applications shall be signed by at least two Officers. The Directors shall, from time to time, draw up rules for the authorisation of expenditure on behalf of HAGCo, such rules to be subject to the approval of the Independent Examiner
- 8.5 Any activity organized in the name of HAGCo shall be subject to a budget authorized by the Directors who shall take due account of the cash assets of HAGCo.

9. Independent Examiner

- 9.1 The Books and Statements of Accounts of HAGCo shall be examined by an external Independent Examiner after review and approval by at least one other Director. The External Examiner shall be elected at the Annual General Meeting or, should circumstances require, at an Extraordinary General Meeting. They shall not be removed from office other than by a General Meeting or by a resolution under Article 20.
- 9.2 The Independent Examiner shall have access at all times to the books and accounts of HAGCo.

9.3 Any examination of HAGCo's accounts shall satisfy the requirements for an audit or independent examination of the accounts under the terms of the Charities Act 1993 and the Companies Acts (both as amended from time to time).

10. Insurance

10.1 The Treasurer shall arrange to insure HAGCo against loss of or damage to property owned by, loaned to or hired by HAGCo and against Public Liability of HAGCo including liability of HAGCo to its members in respect of death or injury incurred while about HAGCo's business. Every insurance policy shall be reviewed in the month preceding its anniversary or at other times as appropriate. To ensure that a premium is paid before the date on which cover would otherwise lapse a receipt for a premium shall be produced for inspection by the Directors before that date.

10.2 HAGCo shall provide indemnity insurance for the Directors under the powers set out in Article 5(11) and in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.

