

**BYE LAWS  
OF  
ARTISTS' GENERAL BENEVOLENT INSTITUTION**

**Registered Charity Number 212667**

## ARTISTS' GENERAL BENEVOLENT INSTITUTION

### 1. NAME

The Charity's name is: **ARTISTS' GENERAL BENEVOLENT INSTITUTION.**

### 2. INTERPRETATION

In these Bye Laws:

- “Address”** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Charity;
- “Annual Subscriber”** means an individual who has given to the Charity in any calendar year in one sum such amount as the Trustees determine from time to time as being the minimum requirement for an Annual Subscriber;
- “Artists Council”** means the subcommittee set up by the Trustees pursuant to Bye Law 28;
- “the Charity”** means the Artists' General Benevolent Institution regulated by these Bye Laws;
- “Charities Act”** means the Charities Acts 2011 as amended;
- “Clear Days”** means in relation to the period of a notice means a period excluding:
- (a) the day when the notice is given or deemed to be given; and
  - (b) the day for which it is given or on which it is to take effect;
- “Code of Conduct”** means the code of conduct for the members of the Artists Council as approved by the Trustees from time to time;
- “Connected Person”** means:
- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within (a);
  - (c) a person carrying on business in

partnership with the Trustee or with any person falling within (a) and (b) above;

- (d) an institution which is controlled:
  - (i) the Trustee or any Connected Person falling within Bye Law (a) – (c); or
  - (ii) by two or more persons falling within Bye Law (d).
- (e) a body corporate in which:
  - (i) the Trustee or any Connected Person falling within By Law (a) – (c) has a substantial interest;
  - (ii) two or more persons falling within (e) who, when taken together, have a substantial interest;
  - (iii) Sections 350 - 352 of the Charities Act apply for the purposes of interpreting the terms used in this Bye Law;

<b>“the Commission”</b>	means the Charity Commission for England and Wales;
<b>“Document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“Electronic Form”</b>	means a document or information sent or supplied by electronic means, including emails;
<b>“General Meeting”</b>	means a meeting of the Members of the Charity called and held pursuant to Bye Laws 14, 15 and 16;
<b>“Honorary President”</b>	means an honorary president (or presidents) of the Charity from time to time appointed pursuant to Bye Law 18. An Honorary President shall not be a Trustee of the Charity and shall have no right to attend Trustee meetings or vote at such meetings;
<b>“Honorary Treasurer”</b>	means the honorary treasurer of the Charity from time to time appointed pursuant to Bye Law 26.10. The Honorary Treasurer shall be a Trustee of the Charity;
<b>“Honorary Retired”</b>	means an honorary retired member (or vice

<b>Members</b>	presidents) of the Charity from time to time appointed pursuant to Bye Law 19. An Honorary Retired Member shall not be a Trustee of the Charity and shall have no right to attend Trustee meetings or vote at such meetings;
<b>“Investment Committee”</b>	means the subcommittee set up by the Trustees pursuant to Bye Law 29;
<b>“Life Subscriber”</b>	means an individual who has given to the Charity in one sum such amount as the Trustees determine from time to time as being the minimum requirement for a Life Subscriber;
<b>“Members”</b>	means the existing Annual Subscribers and Life Subscribers together with any new members admitted by the Trustees pursuant to Bye Law 11;
<b>“President”</b>	means the President (Chair) of the Charity from time to time appointed pursuant to Bye Law 26.10. The President shall be a Trustee of the Charity;
<b>“Secretary”</b>	means any person appointed to perform the duties of the secretary of the Charity;
<b>“Terms of Reference”</b>	means the terms of reference for the Artists Council, the Investment Committee and any other subcommittees and/or Working Groups established by the Trustees from time to time to help discharge the functions of the Trustees;
<b>“The Trustees”</b>	means the Trustees of the Charity. The Trustees are the charity trustees as defined by section 177 of the Charities Act;
<b>“Vice President”</b>	means the Vice President (Vice Chair) of the Charity from time to time appointed pursuant to Bye Law 26.10. The Vice President shall be a Trustee of the Charity;
<b>“Working Group”</b>	means a working group established by the Trustees pursuant to Bye Law 30.

### 3. **ARTIST LED**

- 3.1 The Charity shall at all times be artist-led and the Trustees shall take all reasonable steps to ensure that this is reflected in the composition of both the Trustees and the Artists Council.

#### 4. **LIABILITY OF MEMBERS**

4.1 The liability of the Members is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Charity in the event of its being wound up while he, she is a Member or within one year after he, she ceases to be a member, for:

4.1.1 payment of the Charity's debts and liabilities incurred before he, she ceases to be a member; and/or

4.1.2 payment of the costs, charges and expenses of winding up.

#### 5. **OBJECTS**

5.1 The Charity's objects ("**Objects**") are:

5.1.1 to provide grants for financial assistance to professional artists who, through illness, accident or old age, are unable to work and earn a living; and/or

5.1.2 to assist the surviving partners and orphans of professional artists who are in need. The term 'orphan' means a child aged no more than twenty- five (25) years and still in formal education who has lost the support of one or both parents through death, absence or disability. The term 'surviving partner' means widow, widower, civil partner or surviving cohabitee.

#### 6. **POWERS**

6.1 The Charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Charity has power:

6.1.1 to raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

6.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

6.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act;

6.1.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act if it wishes to mortgage land;

6.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

6.1.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

6.1.7 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

- 6.1.8 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by Bye Law 8 and provided it complies with the conditions in that Bye Law;
- 6.1.9 to deposit or invest funds and where appropriate to appoint an investment adviser and/or employ a professional fund manager;
- 6.1.10 to provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act.

## **7. APPLICATION OF INCOME AND PROPERTY**

- 7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 7.2 Without prejudice to the above:
  - 7.2.1 A Trustee is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
  - 7.2.2 A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act.
  - 7.2.3 A Trustee may receive an indemnity from the Charity in the circumstances specified in Bye Law 35.
  - 7.2.4 A Trustee may not receive any other benefit or payment unless it is authorised by Bye Law 8.
- 7.3 Subject to Bye Law 8, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Charity. This does not prevent a Member who is not also a Trustee receiving:
  - 7.3.1 a benefit from the Charity in the capacity of a beneficiary of the Charity; and/or
  - 7.3.2 reasonable and proper remuneration for any goods or services supplied to the Charity.

## **8. BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS**

### **8.1 General Provisions**

No Trustee or Connected Person may:

- 8.1.1 buy any goods or services from the Charity on terms preferential to those applicable to members of the public;
- 8.1.2 sell goods, services, or any interest in land to the Charity;
- 8.1.3 be employed by, or receive any remuneration from, the Charity; or

8.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by Bye Law 8.2 or authorised by the court or the prior written consent of the Charity Commission has been obtained.

In this Bye Law a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

## **8.2 Scope of powers permitting Trustees' or Connected Persons' benefits**

8.2.1 A Trustee or Connected Person may receive a benefit from the Charity in the capacity of a beneficiary of the Charity provided that a majority of the Trustees do not benefit in this way.

8.2.2 A Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act .

8.2.3 Subject to Bye Law 8.3, a Trustee or Connected Person may provide the Charity with goods that are not supplied in connection with services provided to the Charity by the Trustee or connected person.

8.2.4 A Trustee or Connected Person may receive interest on money lent to the Charity at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

8.2.5 A Trustee or Connected Person may receive rent for premises let by the Trustee or Connected Person to the Charity. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

8.2.6 A Trustee or Connected Person may take part in the normal trading and fundraising activities of the Charity on the same terms as members of the public.

## **8.3 Payment for supply of goods only – controls**

The Charity and its Trustees may only rely upon the authority provided by Bye Law 8.2.3 if each of the following conditions is satisfied:

8.3.1 The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Charity or its Trustees (as the case may be) and the Trustee or Connected Person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Charity.

8.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.

8.3.3 The other Trustees are satisfied that it is in the best interests of the Charity to contract with the supplier rather than with someone who is not a Trustee or Connected Person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or Connected Person against the disadvantages of doing so.

- 8.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Charity.
- 8.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.
- 8.3.6 The reason for their decision is recorded by the Trustees in the minute book.
- 8.3.7 A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by this Bye Law 8.

8.4 In Bye Law 8.2 and 8.3 'Charity' includes any company in which the Charity:

- 8.4.1.1 holds more than 50% of the shares; or
- 8.4.1.2 controls more than 50% of the voting rights attached to the shares.

## 9. **DECLARATION OF TRUSTEES' INTERESTS**

A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Charity or in any transaction or arrangement entered into by the Charity which has not previously been declared. A Trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

## 10. **CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES**

10.1 If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Bye Laws, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:

- 10.1.1 the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 10.1.2 the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and
- 10.1.3 the unconflicted Trustees consider it is in the interests of the Charity to authorise the conflict of interests in the circumstances applying.

10.2 In this Bye Law, a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a Connected Person.

## 11. **MEMBERS**

11.1 Life Subscribers and Annual Subscribers shall be entitled to become Members of the Charity.



- 11.2 With effect from the date of the adoption of these Bye Laws, a Member must:
- 11.2.1 apply to the Charity in the form required by the Trustees; and
  - 11.2.2 be approved by the Trustees.
- 11.3 The Trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- 11.4 The Trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision
- 11.5 The Trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- 11.6 Membership is not transferable.
- 11.7 The Trustees must keep a register of names and addresses of the Members.

## 12. **CLASSES OF MEMBERSHIP**

- 12.1 The Trustees may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- 12.2 The Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 12.3 The rights attached to a class of membership may only be varied if:
- 12.3.1 three-quarters of the Members of that class consent in writing to the variation; or
  - 12.3.2 a special resolution is passed at a separate general meeting of the Members of that class agreeing to the variation.
- 12.4 The provisions in the Bye Laws about general meetings shall apply to any meeting relating to the variation of the rights of any class of members

## 13. **TERMINATION OF MEMBERSHIP**

- 13.1 Membership is terminated if:
- 13.1.1 the Member dies;
  - 13.1.2 the Member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
  - 13.1.3 any sum due from the Member to the Charity is not paid in full within six months of it falling due;
  - 13.1.4 the Member is removed from membership by a resolution of the Trustees 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:

13.1.4.1 the Member has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

13.1.4.2 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.

#### 14. **GENERAL MEETINGS**

14.1 An annual General Meeting must be held in each year and not more than fifteen months may elapse between successive annual General Meetings.

14.2 The Trustees may call a General Meeting at any time.

#### 15. **NOTICE OF GENERAL MEETINGS**

15.1 The minimum periods of notice required to hold a general meeting of the Charity are:

15.1.1 twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a special resolution;

15.1.2 fourteen clear days for all other General Meetings.

15.2 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.

15.3 The notice must be given to all the Members and to the Trustees and auditors.

15.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

#### 16. **PROCEEDINGS AT GENERAL MEETINGS**

16.1 No business shall be transacted at any General Meeting unless a quorum is present.

16.2 A quorum is ten (10) Members present in person and entitled to vote upon the business to be conducted at the meeting.

16.3 If:

16.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or

16.3.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Trustees shall determine.

16.4 The Trustees must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- 16.5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the Members present in person at that time shall constitute the quorum for that meeting.
- 16.6 General Meetings shall be chaired by the President, or in his or her absence the Vice President.
- 16.7 If neither the President or Vice President is present within fifteen minutes of the time appointed for the meeting, then a Trustee nominated by the Trustees shall chair the meeting.
- 16.8 If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- 16.9 If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the Members present in person and entitled to vote must choose one of their number to chair the meeting.
- 16.10 The Members present in person at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 16.11 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 16.12 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 16.13 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 reconvened meeting stating the date, time and place of the meeting.
- 16.14 Any vote at a meeting shall be decided by a show of hands.
- 16.15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive.
- 16.16 The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 16.17 If determined by the Trustees as appropriate having regards to prevailing circumstances, general meetings can be held by suitable electronic means.

## 17. **VOTES OF MEMBERS**

- 17.1 Subject to Bye Law 12, every member shall have one vote.
- 17.2 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

## 18. **NON TRUSTEE HONORARY APPOINTMENTS**

- 18.1 The Trustees shall have the power to make honorary appointments including but not limited to, an Honorary President (or Honorary Presidents) and/or a Patron (or Patrons) ("**Non Trustee Honorary Appointments**").

- 18.2 The Trustees shall determine the number of Non Trustee Honorary Appointments and also the terms of office.
- 18.3 Non Trustee Honorary Appointments shall not be Trustees of the Charity and shall not be entitled to attend Trustee meetings and vote at such.
- 18.4 Non Trustee Honorary Appointments shall be invited to attend the General Meetings of the Charity but shall not be entitled to vote on any matters and shall not count towards the quorum.

## 19. **HONORARY RETIRED MEMBERS**

- 19.1 The Trustees shall have the power to appoint Honorary Retired Members in recognition of their contribution to the Charity.
- 19.2 The Trustees shall determine the number of Honorary Retired Members and also terms of office.
- 19.3 Honorary Retired Members shall not be Trustees of the Charity and shall not be entitled to attend Trustee meetings and vote at such.
- 19.4 Honorary Retired Members shall be invited to attend the General Meetings of the Charity but shall not be entitled to vote on any matter and shall not count towards the quorum unless the Honorary Retired Member is also a Member.

## 20. **TRUSTEES**

- 20.1 A Trustee must be aged sixteen (16) years or older.
- 20.2 No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of Bye Law 24.
- 20.3 The minimum number of Trustees shall be three (3) and the maximum shall be nine (9) and shall comprise as follows:
  - 20.3.1 the President (Chair);
  - 20.3.2 the Vice-President (Vice-Chair);
  - 20.3.3 the Honorary Treasurer;
  - 20.3.4 up to six (6) other Trustees.
- 20.4 The Trustees shall be entitled to appoint a person who is willing to be a Trustee.
- 20.5 The Board of Trustees shall, at all times, be artist led.
- 20.6 When selecting and appointing Trustees, the Trustees and the Members of the Charity shall have due regard to the skills and expertise required of the Trustees to ensure that the Charity fulfils its charitable purposes.
- 20.7 The Charity shall, from time to time, undertake a skills audit of the Trustees, which will help inform any future recruitment and appointment of Trustees.
- 20.8 A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Trustees.

## 21. **POWERS OF TRUSTEES**

- 21.1 The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by these Bye Laws.
- 21.2 No alteration of the Bye Laws shall have retrospective effect to invalidate any prior act of the Trustees.

21.3 Any meeting of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Trustees. The quorum for a Trustee meeting shall be three (3) or such larger number as the Trustees may from time to time decide.

## 22. **APPOINTMENT OF TRUSTEES**

22.1 A Trustee shall be appointed for an initial period of 3 years before being required to retire by rotation, in accordance with Bye Law 23.

22.2 A retiring Trustee is eligible for re-appointment, in accordance with Bye Law 23.3.

## 23. **RETIREMENT OF TRUSTEES**

23.1 No Trustee is required to retire by rotation for three (3) years following the adoption of these new Bye Laws. Thereafter, at each annual general meeting, one-third of the Trustees or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one Trustee, he or she must retire. The retirement shall take effect upon the conclusion of the meeting.

23.2 The Trustees to retire by rotation shall be those who have been longest in office since their last appointment. If any Trustees became or were appointed Trustees on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot

23.3 A retiring Trustee is eligible for reappointment save that a retiring Trustee can only be reappointed for three (3) consecutive terms before being required to stand down for a period of twelve (12) months before being eligible for reappointment.

## 24. **DISQUALIFICATION AND REMOVAL OF TRUSTEES**

24.1 A Trustee shall cease to hold office if he or she:

24.1.1 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act (or any statutory re-enactment or modification of those provisions);

24.1.2 has become physically or mentally incapable of acting as a Trustee and the Trustees have received written confirmation of such from a registered medical practitioner treating that person;

24.1.3 resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

24.1.4 is absent without the permission of the Trustees from three consecutive meetings in any 12-month period and the Trustees resolve that his or her office be vacated; or

24.1.5 is removed as a Trustee by a resolution of the Trustees. A resolution to remove a Trustee may only be passed if:

24.1.5.1 the Trustee has been given at least twenty-one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;

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

## 25. **REMUNERATION OF TRUSTEES**

The Trustees must not be paid any remuneration unless it is authorised by Bye Law 8.

## 26. **PROCEEDINGS OF TRUSTEES**

26.1 The Trustees shall meet at least four (4) times per calendar year and separately to The Artists Council.

26.2 In addition, to the regular Trustee meetings, the Trustees shall endeavour to hold a strategic "away day" at least once every year.

26.3 Any Trustee may call a meeting of the Trustees.

26.4 Questions arising at a meeting shall be decided by a majority of votes.

26.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.

26.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

26.7 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. The quorum for a meeting of Trustees shall be fixed at three (3) unless the Trustees determine otherwise. 'Present' includes being present by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants.

26.8 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

26.9 If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.

26.10 At the first Trustee meeting after the Annual General Meeting, the Trustees shall confirm the appointment of the President (Chair), the Vice President (Vice Chair) and Honorary Treasurer as approved by the Members at the Annual General Meeting.

26.11 The President shall chair all Trustee meetings. If the President is unable to attend a meeting, then the Vice President shall chair the meeting. If neither the President nor the Vice President are present at a meeting within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.

26.12 A resolution in writing or in electronic form agreed by all of the Trustees entitled to receive notice of a meeting of the Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly convened and held.

26.13 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

## 27. **DELEGATION**

27.1 The Trustees may delegate any of their powers or functions to a committee of two (2) or more Trustees but the terms of any delegation must be recorded in the minute book.

27.2 The Trustees may impose conditions when delegating, including the conditions that:

27.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

27.2.2 no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Trustees.

27.3 The Trustees may revoke or alter a delegation.

27.4 The Trustees may invite individuals who are not Trustees to be a member of a committee or a Working Group.

27.5 All acts and proceedings of any committees must be fully and promptly reported to the Trustees.

## 28. **THE ARTISTS COUNCIL**

28.1 Without prejudice to the generality of Bye Law 27, the Trustees shall establish a subcommittee referred to as the "Artists Council".

28.2 The Artists Council shall comprise of a minimum of twelve (12).

28.3 The Artists Council shall include individuals with a range of skills and expertise and be representative of art in all its forms.

28.4 The Artists Council shall be responsible for assessing all new and repeat applications for financial and other support.

28.5 The Artists Council shall meet as regularly as required to consider new and repeat applications.

28.6 Without prejudice to the above, the Artists Council shall endeavour to meet at least ten (10) times per year.

28.7 The Charity's medical advisor shall attend meetings of the Artists Council to provide expert guidance with regard to the applications under review.

28.8 The quorum for the Artists Council meeting shall be five (5) members of the Artists Council.

28.9 The Trustees shall establish Terms of Reference for the Artists Council. In addition, all members of the Artists Council shall be required to comply with the Code of Conduct.

28.10 The Trustees shall meet at least twice a year with the Artists Council to update it on key and emerging issues for the Charity. One of those meetings shall be the combined



finance meeting (referred to in Bye Law 29.4) and one shall be part of the strategic “away day” (referred to in Bye Law 26.2).

28.11 The meetings of the Artists Council may be held in person or electronically.

28.12 The Trustees will be entitled to attend the Artists Council meetings.

**29. THE INVESTMENT COMMITTEE**

- 29.1 Without prejudice to the generality of Bye Law 27, there shall at all times be an Investment Committee.
- 29.2 The Investment Committee shall comprise as follows:
- 29.2.1 the Honorary Treasurer (who will act as Chair of the Investment Committee);
  - 29.2.2 the President or if the President is unable to attend, another Trustee nominated by the President; and
  - 29.2.3 a minimum of three (3) external investment experts.
- 29.3 The Investment Committee shall meet at least three (3) times per year or such number of times as is reasonably decided.
- 29.4 If the Honorary Treasurer is unable to attend a meeting, then the President shall chair the meeting.
- 29.5 No decision may be made by a meeting of the Investment Committee unless a quorum is present at the time the decision is purported to be made. The quorum for a meeting of Investment Committee shall be fixed at three (3) to include at least one (1) Trustee unless the Trustees determine otherwise.
- 29.6 In addition, the Investment Committee shall meet at least once per year in a combined finance meeting which will include attendance by the Trustees, the Artists Council and the external auditors.
- 29.7 The Investment Committee shall seek to ensure that the Trustees receive appropriate information on the investment position in relation to the Charity's endowment at all times.

**30. WORKING GROUPS**

- 30.1 The Trustees may, from time to time, establish Working Groups to assist with and progress certain aspects of the Charity's business and, if appropriate, delegate any of their powers or functions.
- 30.2 The Trustees shall establish clear Terms of Reference for such Working Groups.
- 30.3 Terms of Reference will include, inter alia:
- 30.3.1 name;
  - 30.3.2 purpose;
  - 30.3.3 expected outcomes;
  - 30.3.4 composition;
  - 30.3.5 chair;
  - 30.3.6 regularity of meetings;
  - 30.3.7 delegated authority (if any);

- 30.3.8 budget (if any);
- 30.3.9 reporting requirements.

**31. MINUTES**

- 31.1 The Trustees must keep minutes of all meetings of the Trustees and any subcommittees and working groups from time to time including:
  - 31.1.1 the names of the Trustees present at the meeting;
  - 31.1.2 the decisions made at the meetings; and
  - 31.1.3 where appropriate, the reasons for those decisions.

**32. ACCOUNTS**

- 32.1 The Trustees must prepare for each financial year accounts as required by the Charities Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 32.2 The Trustees must keep accounting records as required by the Charities Acts.

**33. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 33.1 The Trustees must comply with the requirements of the Charities Act with regard to the:
  - 33.1.1 transmission of a copy of the statements of account to the Commission;
  - 33.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;
  - 33.1.3 preparation of an Annual Return and its transmission to the Commission.
- 33.2 The Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

**34. MEANS OF COMMUNICATION TO BE USED**

- 34.1 Subject to the Bye Laws, anything sent or supplied by or to the Charity under the Bye Laws may be sent or supplied in any way in which the Charities Act provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Charity.
- 34.2 Subject to the Bye Laws, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 34.3 Any notice to be given to or by any person pursuant to the Bye Laws:
  - 34.3.1 must be in writing; or

- 34.3.2 must be given in electronic form.
- 34.4 The Charity may give any notice to a Member either:
- 34.4.1 personally; or
  - 34.4.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
  - 34.4.3 by leaving it at the address of the member; or
  - 34.4.4 by giving it in electronic form to the member's address; or
  - 34.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a Charity meeting and must specify the place date and time of the meeting.
- 34.5 A Member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- 34.6 A Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 34.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 34.8 Proof that an electronic form of notice was given shall be conclusive where the Charity can demonstrate that it was properly addressed and sent.
- 34.9 A notice shall be deemed to be given:
- 34.9.1 48 hours after the envelope containing it was posted; or
  - 34.9.2 in the case of an electronic form of communication, 48 hours after it was sent.

## 35. **INDEMNITY**

- 35.1 The Charity shall indemnify a relevant Trustee against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.
- 35.2 In this Bye Law a 'relevant Trustee' means any Trustee or former Trustee of the Charity.

## 36. **DISPUTES**

If a dispute arises between Members of the Charity about the validity or propriety of anything done by the Members of the Charity under these Bye Laws, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## 37. **ALTERATIONS TO THE BYE LAWS**

The Trustees may at their discretion alter these Bye Laws to ensure they remain up to date in terms of charity law and best practice for charity governance save that the Trustees shall be entitled to change any of the administrative provisions of these Bye Laws without the prior approval of the Members. For the avoidance of doubt, the Trustees shall not be permitted to change any of the Regulated Provisions (as defined in the Charities Acts) without the prior approval of the Charity Commission and shall not be permitted to make any changes to these Bye Laws which would result in the Charity no longer being a charity in law.