

ARTISTS' GENERAL BENEVOLENT INSTITUTION

UPDATED BYE LAWS 2021

SUMMARY OF KEY PROVISIONS

Bye Law No.	Subject	Summary
3	Artist Lead	The updated Bye Laws include a clear statement that the charity will at all times be artist lead and the Trustees will 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	<p>The Bye Laws confirm that the liability of the members is limited to a sum not exceeding £1.00.</p> <p>This is, therefore, the maximum exposure of the members in the event that the charity gets into financial difficulties.</p>
5	Objects	<p>AGBI is a charity which has been established for the benefit of the public.</p> <p>It has exclusively charitable objects which are set out in Bye Law 5 as follows:</p> <ul style="list-style-type: none">• 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• To assist the surviving partners and orphans of professional artists who are in need.
6	Powers	Bye Law 6 sets out the powers AGBI has to enable it to achieve its objects. These powers have been drafted in the widest possible terms.
7	Application of Income and Property	Bye Law 7 confirms that the income and the property of the charity shall be applied solely towards the objects of AGBI.

Bye Law No.	Subject	Summary
8	Benefits and Payments to Charity Trustees	Bye Law 8 prohibits benefits and payments to Charity Trustees (for example, in relation to provision of services) unless approved strictly in accordance with Bye Law 8 which has been updated to reflect the provisions in the Charities Act 2011.
9 and 10	Conflicts of Interest	<p>Bye Laws 9 and 10 set out the requirements for declaring and managing potential conflicts of interest and conflicts of loyalty. In the event of a conflict, the conflicted Trustee must:</p> <ul style="list-style-type: none"> • Declare the conflict; • Absent themselves from that part of the meeting; • Not vote on that matter; • Not count towards the quorum; • For the above actions to be recorded in the minutes of the meeting.
11, 12 and 13	Members	<p>Bye Law 11 provides that Life Subscribers and Annual Subscribers shall be entitled to become Members of AGBI.</p> <p>Bye Law 13 sets out the circumstances in which membership is terminated, including if:</p> <ul style="list-style-type: none"> • The member dies; • The member resigns by written notice; • Any sum due from the member of the charity is not paid in full within 6 months of falling due.

Bye Law No.	Subject	Summary
14, 15, 16 and 17	General Meetings	<p>Bye Laws 14, 15, 16 and 17 set out the procedure for calling and conduct of general meetings, including notice periods. In summary:</p> <ul style="list-style-type: none"> • 21 clear days' notice (in writing) is required to call an annual general meeting; • 14 clear days' notice (in writing) is required to call all other general meetings; • The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted; • The quorum for a general meeting is 10 members present in person; • The President for the time being or in his or her absence the Vice-President will chair all general meetings. <p>Unless the Trustees exercise their right to establish classes of membership with different rights and obligations, as per Bye Law 12, each member has one vote at a general meetings.</p>
18	Non-Trustee Honorary Appointments	<p>Bye Law 18 provides that the Trustees will have the power to make honorary appointments including, but not limited to, an Honorary President (or honorary Presidents) and/or a Patron (or Patrons).</p> <p>The Trustees will determine the number of non-trustee honorary appointments and also the terms of office.</p> <p>Bye Law 18 confirms, for the avoidance of doubt, that non-trustee honorary appointments are not Trustees of the charity and, therefore, not entitled to attend Trustee meetings and vote as such. Non-trustee honorary appointments will, however, be invited to attend general meetings of the charity.</p>

Bye Law No.	Subject	Summary
19	Honorary Retired Members	<p>Bye Law 19 provides that the Trustees will have the power to appoint honorary retired members in recognition of their contribution to the charity.</p> <p>The Trustees will determine the number of honorary retired members and their terms of office.</p> <p>Bye Law 19 makes it clear that honorary retired members are not Trustees of the charity and are not entitled to attend Trustee meetings and vote as such.</p>
20, 21, 25 and 26	Trustees	<p>Bye Law 20 provides that the Board of Trustees shall be a minimum of 3 and a maximum of 9, comprised of the following:</p> <ul style="list-style-type: none"> • The President (Chair); • The Vice-President (Vice-Chair); • The Honorary Treasurer; and • Up to 6 other Trustees. <p>When selecting and appointing Trustees, the Trustees and the members of the charity will have due regard to the skills and expertise required of the Trustees to ensure that the charity fulfils its charitable purposes.</p> <p>To this end, 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.</p> <p>The quorum for a Trustee meeting shall be 3 or such larger number as the Trustees may from time to time decide.</p>

Bye Law No.	Subject	Summary
22 and 23	Appointment and Retirement of Trustees	<p>Bye Law 22 sets out the procedure for the appointment of Trustees which shall be for an initial period of 3 years.</p> <p>Bye Law 23 sets out the procedure for the retirement of Trustees.</p> <p>This provides that at each annual general meeting after the first 3 years of the adoption of new Bye Laws one third of the Trustees must retire from office.</p> <p>The Trustees retiring from office shall be those who have been longest in office since their last appointment.</p> <p>A retiring Trustee is eligible for reappointment save that a retiring Trustee can only be reappointed for 3 consecutive terms before being required to stand down for a period of 12 months before eligible for reappointment.</p>
24	Disqualification and Removal of Trustees	<p>Bye Law 24 provides that a Trustee can retire at any time by notice if at least 3 Trustees will remain in office.</p> <p>In addition, a Trustee is required to stand down immediately and/or is automatically disqualified from acting in the following circumstances:</p> <ul style="list-style-type: none"> • Disqualified under the Charities Act; • Mental incapacity; • Absent from 3 consecutive meetings within a period of 12 months and the Trustees resolve that the office be vacated; • Removed by a resolution of the Trustees.

Bye Law No.	Subject	Summary
26	Proceedings of Trustees	<p>Bye Law 26 sets out the procedure for Trustee meetings. This provides as follows:</p> <ul style="list-style-type: none"> • The Trustees will meet at least 4 times per year and separately to the Artists Council; • In addition, the Trustees will hold a strategic away day at least once a year; • Each Trustee has one vote save that the Chair will have a second or casting vote; • All decisions are decided on a majority of votes; • Meetings can be held by suitable electronic means as agreed between the Trustees; • No decision can be made unless a quorum is present; • The quorum for a meeting of Trustees is fixed at 3; • At the first Trustee meeting after the annual general meeting, the Trustees will confirm their appointment of the President, Vice-President and honorary treasurer; • The President will chair all Trustee meetings. If the President is unable to attend a meeting then the Vice-President shall chair the meeting; • Resolutions can be made in writing or other electronic form; • Trustees can delegate their powers or functions to a committee comprising two or more Trustees.
28	The Artists Council	<p>The Trustees will establish a subcommittee referred to as the “Artists Council”.</p> <p>The Artists Council will be responsible for assessing all new and repeat applications for</p>

Bye Law No.	Subject	Summary
		<p>financial and other support.</p> <p>The Artists Council will:</p> <ul style="list-style-type: none"> • Comprise of a minimum of 12 members; • Include individuals with a range of skills and expertise and be representative of art in all its forms; • Be responsible for assessing all new and repeat applications for financial and other support; • Meet as regularly as required to consider such applications with endeavours to meet at least 10 times per year. <p>The quorum for the Artists Council meeting shall be 5 members of the Artists Council.</p> <p>The charity's medical advisor shall attend meetings of the Artists Council to provide expert guidance with regards to the applications under review.</p> <p>The Trustees shall establish terms of reference for the Artists Council. In addition, all members of the Artists Council will be required to comply with a Code of Conduct.</p> <p>The Trustees shall meet at least 2 times a year with the Artists Council to update it on key and emerging issues for AGBI.</p>
29	The Investment Committee	<p>Bye Law 29 provides for the requirement for an Investment Committee which shall comprise of:</p> <ul style="list-style-type: none"> • The Honorary Treasurer (who will act as Chair of the Investment Committee);

Bye Law No.	Subject	Summary
		<ul style="list-style-type: none"> • The President or if the President is unable to attend, another Trustee nominated by the President; and • A minimum of 3 external investment experts. <p>The Investment Committee shall meet at least 3 times per year, or such number of times as is reasonably decided.</p> <p>The Investment Committee shall meet at least once per year at a combined finance meeting with the Trustees, the Artists Council and the external auditors.</p>
32 and 33	Accounts/Annual Report	The Bye Laws confirm that the Trustees are required to prepare annual report and accounts in accordance with the Charities Act.
37	Alterations to the Bye Laws	Bye Law 37 gives the Trustees the discretion to alter the Bye Laws to ensure they remain up to date in terms of charity law and best practice for charity governance. However, for the avoidance of doubt, the Trustees are not permitted to make any change to the Bye Laws which would result in the charity no longer being a charity at law.