

West Country Embroiderers Constitution 2021 - For Approval by the WCE AGM October 2021

1. **Title:** The organisation's name is West Country Embroiderers (WCE).
2. **Objectives:** To be a friendly, welcoming and accessible organisation promoting the art of traditional and modern embroidery and textiles through teaching and learning both within the individual groups and the activities of the organisation as a whole.
3. **Membership and membership fee:** The membership of WCE is open to all who are interested in furthering its objectives and who pay the annual capitation fee. This fee is due on 1st January annually and membership will be deemed to have lapsed if the subscription is not paid by the following 1st March.
4. **President:** The Presidency is an honorary role and the President can attend the AGM and any Executive committee meeting.

5. Officers and Executive Committee:

5.1 The Committee

- 5.1.1 The Executive Committee consists of: the Officers (Vice President, Chairman, Vice Chairman, Treasurer/Membership Secretary and Secretary); a County Coordinator from each county; Programme Secretary; Newsletter Editor; Website Editor; Publicity Officer; and Advertising Secretary.
 - 5.1.2 The Vice President, Chairman and Vice Chairman stand for election at the AGM and hold office for two years. The Treasurer/Membership Secretary and the Secretary are elected annually at the AGM, and normally serve for a term of three years with the option of renewing the term once more. The Programme Secretary, Newsletter Editor, Website Editor, Publicity Officer and Advertising Secretary are elected or re-elected annually at the AGM and can serve for a maximum of six years. All members of the Executive Committee have full voting rights.
 - 5.1.3 The Vice President, Chairman and Vice Chairman should come from different counties. Normally the relevant County Coordinator will take the role of Vice Chairman when it becomes vacant but the Committee may recommend any suitable member from that county for election.
 - 5.1.4 The retiring Chairman normally becomes Vice President, and the Vice Chairman Chairman. If for any reason these officers are unable to accept appointment the Executive Committee may recommend a suitable candidate for election.
 - 5.1.5 The Executive Committee has the right to co-opt members with full voting rights onto the Executive Committee for specific purposes as required.
 - 5.1.6 *The expectation is that all members of the Executive are members of WCE.*
- #### **5.2 Meetings protocol**
- 5.2.1 The Executive Committee should meet at least three times a year. The quorum is five members, including one member from each county. County Coordinators may send a deputy if they are

unable to attend.

- 5.2.2 If the Chairman or Vice Chairman is unable to attend, the members present will appoint a Chairman for that meeting.
- 5.2.3 A specialist adviser may be invited to a meeting of the Executive Committee to give advice on specific matters from time to time. Any member of WCE may attend any Executive Committee meeting as an observer by informing the Secretary in advance of their wish to attend. Advisers and observers do not have voting rights *and need not be WCE members*.
- 5.2.4 In the event of equality of votes on a particular issue, the Chairman has a casting vote.

6. **Local Administration:** Each County is divided into Groups named 'West Country Embroiderers' followed by the name of the town or area in which they are based. For example: West Country Embroiderers, Barnstaple. Each Group should appoint a Group Representative and officers as required. Groups are responsible for organising their own meetings, day schools and finances. If a group's membership falls, it may continue if the group is solvent.

In addition, each County will have a County Group to carry out any appropriate activity and act as a communication vehicle. Its members are the County's Group Representatives or other agreed person.

All Groups and County Groups must keep a record of their income and expenditure during the WCE financial year and have their accounts independently assessed and approved annually by an appropriate competent person.

7. **County Coordinators:** County Groups appoint a County Coordinator, to serve normally for three years, renewable for one further three-year term. The Co-ordinator is responsible for convening and conducting meetings of Group Representatives, reporting views to the Executive Committee and reporting back to the County Group the decisions of the Executive Committee. If a County Coordinator cannot attend an Executive Committee meeting a deputy should be appointed.
8. **Sub Committees:** The Executive Committee has the power to appoint Sub Committees to organise exhibitions, study groups or other activities. Such Sub Committees will report back to the Executive Committee at agreed intervals.
9. **Financial year:** The Executive's financial year ends on 31st August.
10. **WCE funds:** The Executive Treasurer/Membership Secretary is responsible for collecting the capitation fee from Groups.

The Executive Treasurer is responsible for holding and maintaining all financial records and for preparing accounts during the financial year as required. Any member of WCE may inspect the Executive accounts at the AGM or on request. All payments or transfers of funds from the bank account(s) by whatever method used must be authorised by two of the four signatories appointed

by the Executive Committee. These signatories can have full access to the bank account(s) at any time.

The Executive Treasurer prepares an end of year income and expenditure account and balance sheet, independently examined by a suitably qualified person, for presentation to the AGM.

11. **Annual General Meeting:** The Annual General Meeting is held on an agreed date in October with the Chairman, Vice President or other member of the Executive Committee presiding. The Secretary will circulate the proposed Agenda at least 28 days before the meeting and include a request for nominations for Officers and Secretaries as appropriate. Nominations for the Officers and Secretaries to be elected must be received by the Secretary at least 14 days before the AGM. Nominees must be duly proposed and seconded by members and give their consent.

The business of the AGM is:

- a) To receive the President's address.
- b) To receive the Chairman's report on the activities for the past year.
- c) To receive the Treasurer's report and if approved pass the examined accounts and confirm the proposed capitation fee for members for the coming year.
- d) To elect the Officers and Secretaries of the WCE
- e) To consider any other resolution duly proposed and seconded, and given in writing to the Secretary at least 7 days before the AGM.
- f) Any other business, at the discretion of the Chairman.

Voting at the AGM is by a show of hands or by ballot, as decided by the Chair, and passed by a majority of the attendees.

12. **Amendments to the Constitution:** Alteration to the Constitution can only take place at the AGM. Notice of proposed amendments to the Constitution must be received by the Secretary at least 42 days before the AGM. The Secretary will circulate details of any proposed amendments to all Group Representatives to be circulated to all members. All members are entitled to vote on the proposed amendments to the Constitution at the AGM. This may be by proxy if a member is unable to attend provided she/he informs the Secretary of the arrangements 7 days before the meeting.
13. **Cessation:** In the event of the WCE organisation ceasing to exist, an Extraordinary General Meeting will be called, with 28 days' notice to all Group Representatives to circulate to all members. This meeting will decide on the distribution of any remaining assets and to conduct any other relevant and outstanding business.

Should any Group wish to wind up its affairs, this will be decided at an Extraordinary General Meeting of its members, called with at least 28 days' notice to members circulated via the Group representative. The relevant County Coordinator should be notified and can be invited to attend this meeting by any member. The meeting will decide on the distribution of the Group's assets, including funds, and conduct any outstanding business relating to the Group's activities. A report of the meeting, and a final balance sheet (independently assessed by an appropriate competent person) along with proof that the bank account has been closed, should then be forwarded to the WCE organisation.

Drafted 10 March 2020 and Approved by WCE Executive 17 June 2020

Further Amendment to Clause 5 approved by the WCE Executive 30 June 2021

DRAFT