

CONSTITUTION

of

CULTURE ABERDEEN

(adopted on 14th January 2019)

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Name

1. The name of the association is "Culture Aberdeen".

Objects

2. Culture Aberdeen exists to pursue the following objectives:
 - (a) develop a culture strategy for Aberdeen and related plans to implement that strategy, particularly in respect of the ten-year priorities identified in the cultural strategy, as well as to monitor and review the strategy on a regular basis;
 - (b) provide leadership and a coherent voice for the cultural sector within Aberdeen to a variety of stakeholders both within and outwith the city; and
 - (c) act as a forum for the sharing of best practice and to facilitate increasing engagement in high quality cultural activity from amongst the widest range of citizens of Aberdeen.

Powers

3. In pursuance of the objects set out in clause 2 (but not otherwise), Culture Aberdeen shall have the following powers:-
 - (a) To carry on any activities which further any of the above objects.
 - (b) To effect insurance of all kinds (which may include officers' liability insurance).
 - (c) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering Culture Aberdeen's objects.
 - (d) To establish and/or support a charity or company for purposes falling within Culture Aberdeen's objects.
 - (e) To pursue activities which further any of Culture Aberdeen's objects.

General structure

4. The structure of Culture Aberdeen shall consist of:-
 - (a) the MEMBERS - who have the right to attend general meetings (including the annual general meeting and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the executive committee, take decisions in relation to changes to the constitution itself and generally control and supervise the activities of Culture Aberdeen.
 - (b) the EXECUTIVE COMMITTEE - who hold regular meetings during the period between general meetings, and undertake activities as delegated by the members between those general meetings.

Qualifications for membership

5. Membership shall be open to all organisations and entities which:

- (a) commit in writing to pursuing the objectives of Culture Aberdeen and renew this commitment annually ahead of each Annual General Meeting.

Application for membership

6. Any organisation who wishes to become a member must sign, and lodge with Culture Aberdeen, a written application for membership which commits the organisation to pursue the objectives of Culture Aberdeen.
7. Any General Meeting shall, by a simple majority of members present and at its discretion, refuse to admit any organisation to membership.
8. Applications for membership will be considered at the first General Meeting which is held after receipt of the application; the executive committee shall, within a reasonable time after the meeting, notify the applicant organisation of its decision on the application.

Membership subscription

9. No membership subscription shall be payable.

Register of members

10. The executive committee shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, the date on which any member ceased to be a member and the name of the individual who will usually represent the organisation at General Meetings.

Withdrawal from membership

11. Any member who wishes to withdraw from membership shall sign, and lodge with Culture Aberdeen, a written notice to that effect; on receipt of the notice by Culture Aberdeen, they shall cease to be a member.

Expulsion from membership

12. Any member may be expelled from membership by way of a resolution passed by majority vote at a General Meeting, providing the following procedures have been observed:-
 - (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
 - (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.
13. Members must renew their commitment in writing to the objectives of Culture Aberdeen ahead of each Annual General Meeting or their membership will be withdrawn.

General meetings (meetings of members)

14. The executive committee shall convene general meetings to discuss the business of Culture Aberdeen. There shall usually be five or six such meetings a year, although the executive committee shall have the right to call additional meetings. If one third of members write to the Chair of Culture Aberdeen requesting a meeting for a specific purpose then the executive committee shall convene a General Meeting at the earliest opportunity.
15. The executive committee shall convene an annual general meeting in each year (excluding the year in which Culture Aberdeen is formed); not more than 15 months shall elapse between one annual general meeting and the next. The business of each annual general meeting shall include:-
 - (a) a report by the chair on the activities of Culture Aberdeen.
 - (b) the minutes from the last annual general meeting and matters arising.
 - (c) the election/re-election of members of the executive committee, as referred to in clause 29.

Notice of general meetings

16. At least 21 clear working days' notice must be given (in accordance with clause 56) of any annual general meeting or general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.
17. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
18. Notice of every general meeting shall be given (in accordance with clause 56) to all the members of Culture Aberdeen, and to all the members of the executive committee.

Procedure at general meetings

19. No decisions shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be at least ten members, entitled to vote (each vote being that of a member or a proxy for a member).
20. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting may continue but no decisions may be taken by the meeting until to such time and place as may be fixed by the chairperson of the meeting.
21. The chair of Culture Aberdeen shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the vice-

chair of Culture Aberdeen will act as chairperson of that meeting and, failing their attendance, members of the executive committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

22. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
23. Every member shall have one vote and only one vote irrespective of the number of individuals from that member who may be present at a meeting, which (whether on a show of hands or on a secret ballot) must be given personally or by proxy.
24. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
25. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
26. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of executive committee members

27. The maximum number of members of the executive committee shall be seven.

Eligibility

28. Any person proposed and seconded by a member shall be eligible for election to the executive committee.

Election, retiral, re-election

29. At each annual general meeting, the members may (subject to clauses 27 and 35) elect any individual to be a member of the executive committee, such individuals shall take up their appointment immediately after their election.
30. If a vacancy on the executive committee should arise during an office bearer's term of office then at the next General Meeting a bye-election will be held to fill the vacancy until the end of the original term of office.
31. At alternate annual general meetings, members of the executive committee shall retire from office (as specified in clause 35) - but shall then be eligible for re-election.

Termination of office

32. A member of the executive committee shall automatically vacate office if:-

- (a) they become debarred under any statutory provision from being a charity trustee
- (b) they become incapable for medical reasons of fulfilling the duties of their office and such incapacity is expected to continue for a period of more than six months
- (c) they cease to be a member of Culture Aberdeen
- (d) they resign office by notice to Culture Aberdeen
- (e) they are absent (without permission of the executive committee) from more than three consecutive meetings of the executive committee, and the executive committee resolve to remove them from office.

Register of executive committee members

33. The executive committee shall maintain a register of executive committee members, setting out the full name and address of each member of the executive committee, the date on which each such person became an executive committee member, and the date on which any person ceased to hold office as an executive committee member.

Office bearers

34. The executive committee members shall be a chair, a vice-chair and five ordinary members. One of the ordinary members determined by the executive committee shall fill the role of Secretary.
35. All of the office bearers shall hold office for a two year period, with the chair and vice-chair being elected in one year and the ordinary members in the other year. Any office bearer ceasing to hold office following the elections held at that annual general meeting, shall then be eligible for re-election.
36. A person elected to any office shall cease to hold that office if they cease to be a member of the executive committee or if they resign from that office by written notice to that effect.
37. No member of the executive committee shall be eligible for election for a fourth successive two year period of office.

Powers of executive committee

38. The executive committee shall undertake activities as delegated by the general meetings. A meeting of the executive committee at which a quorum is present may exercise all powers exercisable by the executive committee.

Personal interests

39. A member of the executive committee who has a personal interest in any transaction or other arrangement which Culture Aberdeen is proposing to enter into, must declare that interest at a meeting of the executive committee; they will be debarred (in terms of clause 48) from voting on the question of whether or not Culture Aberdeen should enter into that arrangement.

40. For the purposes of clause 39, a person shall be deemed to have a personal interest in an arrangement if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that arrangement.
41. Provided
 - (a) they have declared their interest
 - (b) they have not voted on the question of whether or not Culture Aberdeen should enter into the relevant arrangement

a member of the executive committee will not be debarred from entering into an arrangement with Culture Aberdeen in which they have a personal interest (or is deemed to have a personal interest under clause 40) and may retain any personal benefit which they gain from their participation in that arrangement.

Procedure at executive committee meetings

42. Any member of the executive committee may call a meeting of the executive committee or request the chair to call a meeting of the executive committee.
43. Questions arising at a meeting of the executive committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
44. No business shall be dealt with at a meeting of the executive committee unless a quorum is present; the quorum for meetings of the executive committee shall be four.
45. If at any time the number of executive committee members in office falls below the number fixed as the quorum, the remaining executive committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.
46. Unless they are unwilling to do so, the chair of Culture Aberdeen shall preside as chairperson at every executive committee meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the vice-chair will act as chairperson and, failing their attendance, the executive committee members present shall elect from among themselves the person who will act as chairperson of the meeting.
47. The executive committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the executive committee; for the avoidance of doubt, any such person who is invited to attend an executive committee meeting shall not be entitled to vote.
48. An executive committee member shall not vote at an executive committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which they have a personal interest which conflicts (or may conflict) with the interests of Culture Aberdeen; they

must withdraw from the meeting while an item of that nature is being dealt with.

49. For the purposes of clause 48, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the executive committee

50. Each of the members of the executive committee shall, in exercising their functions as a member of the executive committee of Culture Aberdeen, act in the interests of Culture Aberdeen; and, in particular, must
- (a) seek, in good faith, to ensure that Culture Aberdeen acts in a manner which is in accordance with its objects (as set out in this constitution)
 - (b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person
 - (c) in circumstances giving rise to the possibility of a conflict of interest of interest between Culture Aberdeen and any other party
 - (i) put the interests of Culture Aberdeen before that of the other party, in taking decisions as a member of the executive committee
 - (ii) where any other duty prevents them from doing so, disclose the conflicting interest to Culture Aberdeen and refrain from participating in any discussions or decisions involving the other members of the executive committee with regard to the matter in question

Delegation to sub-committees

51. The executive committee may delegate any of their powers, principally to co-ordinate or manage a specific project, to any sub-committee consisting of one or more executive committee members and such other persons (if any) as the executive committee may determine; they may also delegate to the chair of Culture Aberdeen (or the holder of any other post) such of their powers as they may consider appropriate.
52. Any delegation of powers under clause 51 may be made subject to such conditions as the executive committee may impose and may be revoked or altered.
53. The rules of procedure for any sub-committee shall be as prescribed by the executive committee.

Operation of accounts and holding of property

54. Culture Aberdeen shall hold no funds or property.

Minutes

55. The executive committee shall ensure that minutes are made of all proceedings at general meetings, executive committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Notices

56. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member, be sent by post in a pre-paid envelope or by email addressed to the member at the address last intimated by them to Culture Aberdeen.

Dissolution

57. If the executive committee determines that it is necessary or appropriate that Culture Aberdeen be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

Alterations to the constitution

58. The constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 16, 17 and 18.

Interpretation

59. The executive committee shall, by simple majority, rule on any issue associated with the interpretation of this constitution.
60. Any reference in this constitution to a provision of any legislation shall include any statutory modification or re-enactment of that provision in force from time to time.

Initial members of the executive committee

61. Notwithstanding the provisions for members of the executive committee to be elected at an Annual General Meeting, all members of the executive committee shall be elected at the General Meeting subsequent to the approval of the constitution. The chair and vice-chair elected on this occasion shall serve a two-year term and the five ordinary members will serve one-year terms.

This constitution was adopted on 14th January 2019.

Signature	Name	Address	Position
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Anna. Cull

DUNCAN COCHRAN

ROBERT GORDON
UNIVERSITY

CHAIR

Jane Spiers

JANE SPIERS

ABERDEEN
PERFORMING ARTS

EXEC
MEMBER

Murray Dawson

MURRAY DAWSON

STATION HOUSE
MEDIA UNIT

EXEC
MEMBER

Fiona Robertson

FIONA ROBERTSON

sound fiction

EXEC
MEMBER

Pete Stollery

PETE STOLLERY

UNIVERSITY OF
ABERDEEN

EXEC
MEMBER

Ken Ham

KEN HAM

BELMONT
FILMHOUSE

EXEC
MEMBER

Gravin Birnie

GRAVIN BIRNIE

CASTLEGATE
ARTS / AAC

Colin Farquhar

COLIN FARQUHAR

BELMONT FILMHOUSE

Margaret Stewart

MARGARET STEWART

CREATIVE LEARNING, A C C

Karen McDonald

KAREN McDONALD

ABDN SCIENCE
CENTRE

Carol Benzie
Mark Bremner

CAROL BENZIE

MARK BREMNER

CITYMOVES DANCE AGENCY
Aberdeen City Council
GRAMPIAN HOSPITALS
ART TRUST

DIRECTOR

Sally Thomson

SALLY THOMPSON

Fiona H Clark
John Shaw

FIONA H CLARK

JOHN SHAW

Aberdeen City
Libraries

AGLL

Manager

Nuno Sacramento

NUNO SACRAMENTO

PEACOCK
VISUAL ARTS

DIRECTOR

