**Plas Bodfa Projects**

**Governing Document**

Non-charitable unincorporated association, without a wider membership

Adopted: 5th of December 2019

Plas Bodfa

Llangoed, Anglesey

LL58 8ND. UK

**1. Name**

The name of the organisation is ***Plas Bodfa Projects***,

referred to as ‘the Organisation’ throughout this document.

**2. Aims/purpose**

The aims of the Organisation are:

1. to create unique, inclusive, creative projects with roots in Llangoed and branches throughout Wales and the world (eg. exhibitions, workshops, residencies, performances, objects, research)
2. to bring together people of different ages, knowledge bases, interests and backgrounds to share with each other, learn from each other’s experiences and create something new
3. to present the results of our projects to a wide and diverse, local and international audience
4. to make Plas Bodfa a multi/cross disciplinary cultural hub for Llangoed, Anglesey and North Wales

**3. Formal Membership**

1. The committee members of the Organisation will be the members of the Organisation and have voting rights
2. Any committee member who ceases to be a committee member automatically ceases to be a member of the Organisation
3. Committee membership is not transferable to anyone else
4. Every committee member shall have one vote

**4. Associate members**

Plas Bodfa Projects will not have Associate Members at this time.

**5. Committee**

All aspects of running the Organisation will be governed and managed by a committee of no less than three individuals and no more than six.

The Organisation will have at least the following officers:

1. Chair
2. Secretary
3. Treasurer

**6. Appointment and election of the committee**

1. The first committee will be the people decided upon at the meeting where this governing document is adopted.

They shall be:

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Jonathan Stephen Anthony Lewis (Treasurer)

Plas Bodfa

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Julia Lynn Upmeyer-Lewis (Chair)

Plas Bodfa

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[julie@plasbodfa.com](http://julie@plasbodfa.com)

1. Apart from the first committee members, every committee member must be elected by a majority vote at a properly convened committee meeting and will serve for a term of two years.
2. Anyone can be appointed to the committee if the existing members deem them to be a fit and proper person for the role with the required skill and experience.

**7. Removal of committee members**

a. Committee members can be removed if:

i. they cease to be a member of the Organisation

ii. they resign in writing (if the resignation means there will be less than three committee members the remaining committee members may only act to co-opt a third committee member)

iii. they are absent without permission from all committee meetings held within a one-year period without submitting apologies

iv. a two-thirds majority of the committee, acting reasonably and properly, feel it is in the best interests of the Organisation   
The committee can only do this if:

1. the committee member has been given at least 21 days’ written notice of the committee meeting where the issue will be discussed and decided, including the reasons for the discussion

2. the committee member, or the committee member’s representative (who does not have to be a member of the Organisation), has been allowed to submit a written statement to the meeting

3. the decision to remove the committee member is communicated in writing to the member’s given address and by email within seven days of the meeting taking place

b. Any decision made by the committee is final

**8. Payments to committee members**

1. Where it is in the best interests of the Organisation committee members can be paid for providing goods and professional services to the Organisation
2. Any payment made will be no higher than the standard market rate
3. Where a payment for goods and services is made to a committee member, that committee member must adhere to the conflict of interest and loyalties clause in this document
4. No committee member will be paid for their role as a committee member of the Organisation

**9. Conflicts of interests and conflicts of loyalties**

1. Committee members must declare any conflict between their personal interests and the best interests of the Organisation. Conflicts can include but are not limited to

i. payments to a committee member to provide goods or services

ii. payments to a relative of a committee member to provide goods or services

iii. payments to a business interest of a committee member to provide goods or services

1. Where a conflict of interest has been declared the committee member will take no part in the organisations decision making process relating to the conflict of interest.

**10. Powers and Responsibilities**

a. The committee has ultimate legal responsibility for the Organisation.

b. The committee can act in any lawful way to fulfil the aims of the Organisation.

**11. Meetings and proceedings of the committee**

1. The committee will meet at least two times a year, whether face-to-face or via conference call facility
2. Any committee member can request the Chair call a meeting outside of the minimum two per year. If requested to do so the Chair must call a meeting within 30 days of the request
3. Three committee members or a third of all committee members (whichever is the greater) will be quorum for committee meetings
4. No decision may be made by a meeting of the committee unless a quorum is present
5. Decisions shall be made by majority vote of those present at the meeting
6. Minutes of all committee meetings will be kept and shared with the committee after the meeting
7. The committee may make collective decisions by email outside of committee meetings. Any such decisions should be reported and minuted at the next committee meeting

**12. Rules**

1. The committee can establish rules and procedures outside of this document to assist with the day to day running of the Organisation.
2. Nothing in any rules or procedures will contradict anything in this document.
3. The Organisagion will commence new activities (projects, grant applications, events) only after the idea is presented and agreed upon by a majority of the committee at a meeting or through email.

**13. Finance**

1. The financial year shall end on 31st December annually
2. A bank account shall be opened in the name of the Organisation, all payments will be authorised by any three committee members
3. The Organisation is a not-for-profit Organisation and any income and property of the Organisation will be applied solely towards promoting the aims of the Organisation as set out in this document
4. The distribution of profits and assets among its members is expressly prohibited
5. Payment of legitimate expenses is allowed
6. Prior to any bank transfer payment(s) an email will be circulated to all board members noting the recipient(s), reason, sum and current and post transfer bank balances. Payments will only be made following the prior agreement of all members.

**14. Extraordinary General Meeting (EGM)**

1. Any two committee members can request the Chair to call an Extraordinary General Meeting outside of the normal meetings calendar. If requested to do so the Chair must call such an EGM within 21 days of the request.
2. Any normal committee meeting can be designated as the EGM
3. All normal procedures for a committee meeting will apply to the EGM

**15. Annual General Meeting (AGM)**

1. The first AGM will be called within 12 months of this governing document taking effect.
2. All subsequent AGMs will be within 15 months of the previous AGM
3. Any normal committee meeting can be designated as the AGM
4. All normal procedures for a committee meeting will apply to the AGM
5. The AGM will include a report on the year’s activities and the last set of finalised accounts at each AGM

**16. Accounts**

1. The financial accounts will be prepared after each financial year by the treasurer and examined and scrutinised by a person who is independent of the Committee
2. The accounts will be presented at the AGM

**17. Alterations to the governing document**

This governing document may only be amended by a two-thirds majority of the voting members present at an AGM or EGM

**18. Dissolution**

In the event of the Organisation being wound up, any assets remaining after the payment of debts and liabilities will be donated to a not-for-profit Organisation with similar creative objectives to the Organisation, ideally within Wales if feasible. This will be decided by a vote of remaining committee members. No remaining assets will be distributed to members.

This document has been adopted on the 5th of December 2019 during a committee meeting with all members present and signed thereafter.

Signed

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Helen Veronica Creswick Allen Date

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Helen Lindsey Faith Colbourne Date

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Jonathan Stephen Anthony Lewis Date

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Julia Lynn Upmeyer-Lewis Date