

## **Constitution**

Adopted on 1 June 2009

### **A Name of organisation**

Conflict Relief

Status: Company limited by guarantee

### **B Administration**

The Company will be managed under this constitution by the directors, as provided by clause E ('the executive committee' or 'the trustees').

### **C Mission statement**

Conflict Relief is a theatre collaboration that seeks to initiate a dialogue between divided communities. The stage is our vessel that provides a platform whereby we can explore the cultural similarities and embrace the differences that exist between us.

### **D The Middle East Conflict**

The company was born out of a joined effort by artists of Middle Eastern Origins; Arab, Israeli, Muslim and Jews, to explore the conflict through comedy. The methodology created by the 4 co-founders will be the main inspiration to the future work of the company.

Although the company challenges political issues it is not a political organization but rather an arts organization that will always aim to create mutually respectful dialog between divided communities.

### **E profit**

Conflict relief is a non-profit theatre company. Profit made by the company at the end of every financial year will be invested back in to the company's future projects and will not be divided amongst its board of directors and/or employees.

**F Objectives**

- 1) To explore the Middle East conflict with various theatrical forms in order to initiate dialogue between fractured communities, highlighting cultural similarities, embracing differences and celebrating diversity.
- 2) To promote positive interaction within and between communities through creative opportunities and projects, in particular in areas where there is high cultural diversity. Emphasis will be placed on bringing young people together to explore their cultural, identity and social issues.
- 3) To facilitate artistic links between artists both professional and amateur, from different cultural backgrounds that strive to use the arts as a gateway to explore issues of culture and identity.
- 4) To discover the voices in divided communities that have an invested interest in using the arts as a medium to create dialogue.

**G Powers**

The following powers may be used by the directors provided that:

- they are used to promote the objects
  - they comply with all relevant laws,
  - Consents are obtained where necessary.
- i Power to invite and receive contributions.
  - ii Power to raise funds, as long as the directors do not undertake any substantial permanent trading activities.
  - iii Power to set up any membership subscription.
  - iv Power to buy, take on, lease or exchange any property, and power to equip and maintain the property for use.
  - v Power to sell, lease or dispose of all or any part of the association's property.
  - vi Power to borrow money and charge all or any part of the association's property with repayment of the borrowed money.
  - vii Power to employ staff (who must not be members of the executive committee) as necessary for achieving the objectives.
  - viii Power to cooperate with other organisations, including charities, voluntary bodies and statutory authorities which have similar objectives and to exchange information and advice with them.
  - ix Power to establish or support any charitable trusts, associations or institutions to achieve all or any of the objectives.
  - x Power to establish any advisory committees necessary.

- xi Power to take any other actions deemed necessary for the achievement of the objectives.

## **H Board of Directors**

- 1 The board of directors will be made up of neither less than three members nor more than six members,
- 2 The board of directors will retire from office together at the end of each annual general meeting. They may then be re-elected or re-appointed.
- 3 The proceedings of the board of directors are not invalidated by:
  - any vacancy on the board of directors
  - any failure to appoint a member, or
  - any defect in the appointment or qualification of a member.
- 4 No person is allowed to act as a director until after they have signed the director's membership agreement, declaring that they accept the association's objectives and will act towards achieving them.
- 5 The board of directors may take out indemnity insurance to protect the committee members for liabilities they may incur for negligence, default, breach of duty or breach of trust, excluding:
  - all fines
  - costs of unsuccessfully defending criminal prosecutions for offences arising out of fraud, dishonesty, or wilful or reckless misconduct, and
  - liabilities to the association resulting from conduct which the board of directors knew, or must be assumed to have known, was not in the best interests of the association, or when the director did not make it his or her concern whether the conduct was in the best interests of the association.

## **I Termination of membership of the executive committee**

A director will no longer be a member of the board of directors if he or she:

- 1 has been convicted of any offence involving dishonesty or deception

- 2 has been adjudged bankrupt or sequestration of his estate has been awarded and (in either case) has not been discharged
- 3 has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it
- 4 has carried out misconduct or mismanagement in the administration of the company or which he or she by his conduct contributed to or facilitated
- 5 is absent without permission from all board of directors meetings held over six months, and the board of directors resolves that his or her office be vacated
- 6 becomes incapable, by reason of mental disorder, illness or injury, of carrying out his or her duties on the board of directors
- 6 notify the board of directors that he or she wishes to resign, and if a suitable candidate is available to replace the resigning member, so that the conditions specified in clause E are satisfied.

## **J Board of Directors and personal interest**

- 1 Except in keeping with sub-clause 2 [and sub-clause 3 and sub clause 4] of this clause, no member of the executive committee must have any personal interest in property belonging to the association or personally receive payment, or have a personal interest in any contract entered into by the executive committee. This sub-clause shall not affect the executive committee members' right to obtain indemnity insurance as described in sub-clause 5 of clause F.
- 2 A Director can claim back any reasonable out-of-pocket expenses incurred on behalf of the association.
- 3 Any Director may charge and be paid for professional, trade or other services provided by them or their firms when instructed by a majority other members of the executive committee. At no time must a majority of the executive committee members benefit under this provision except with keeping with sub clause 4. Members of the executive committee must withdraw from any meeting discussing their own instruction or remuneration, or that of their firms.

- 4 Any director taking part in artistic or and educational activity as part of promoting the companies aim and objectives is entitled for compensation. The sum of the compensation will be voted on by a majority of the directors and must not exceed the amount paid to any other service giver contracted for the same project.

## **K Meetings and proceedings of board of directors**

- 1 The board of directors will hold at least two ordinary meetings each year. The board of directors should also aim to hold monthly meetings. A special meeting may be called at any time by the chair or by any two members of the board of directors. Directors unable to attend must be informed of the matters that have been discussed within three working days following the meeting.
- 2 The chair will also act as chair at meetings of the board of directors. If the chair is absent, the attending members of the board of directors will choose one member to be chair of the meeting before any other business is discussed.
- 3 At least three directors must be present for a meeting to be valid.
- 4 Matters on which there is no immediate consensus will be decided by a majority of votes of the attending Directors. In the case of equality of votes, the chair of the meeting will have a second or casting vote.
- 5 The board of directors will keep electronic minutes of meetings.
- 6 The board of directors may, from time to time, make and change rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be inconsistent with this constitution.
- 7 The board of directors may appoint sub-committees of at least three directors to make any inquiry, or to supervise or perform any function or duty which would be more conveniently carried out by a sub-committee. All acts and proceedings of any such sub-committees will be fully and promptly reported to the board of directors.

## **L Receipts and expenditure**

- 1 The funds of the company, including all donations, contributions and bequests, will be paid into an account operated by the board of directors in the name of the company, at a bank chosen by the board of directors. All cheques drawn on the account in a amount exceeding £50 must bear two signatures, at least one being by an board of directors, and who must not be related or co-habiting.
- 2 The funds belonging to the compnay will only be used to further the objectives.

## **M Accounts**

The board of directors is responsible for:

- 1 keeping the company's accounting records
- 2 preparing the company's annual statements of accounts
- 3 auditing or independent examination of the company's statements of accounts
- 4 transmitting the company's statements of accounts to the commission

## **N Annual report**

The secretary will prepare the company annual report in time for the annual general meeting.

## **O Annual general meeting**

- 1 An annual general meeting of the company will be held in April each year, or as soon as possible after that.
- 2 Every annual general meeting will be arranged by the executive committee board of directors. The secretary must notify the members of the company at least 14 days before the meeting. All board of directors and any candidates wishing to run for the board membership for the year ahead can attend and vote at the meeting.

- 3 The board of directors will present at each annual general meeting the annual report and statement of accounts of the company for the preceding year.
- 4 Nominations for election to the board of directors must be made in writing. The secretary of the board of directors must receive all nominations at least 7 days before the annual general meeting. Election will be by ballot only if the number of vacancies exceeds the number of nominations.

#### **P Special general meetings**

Special general meetings of the company can be called:

- by the board of directors at any time or
- by the secretary if it is deemed to be in the interests of the company

#### **Q Procedure at general meetings**

The secretary, or another person specially appointed by the board of directors, will keep a full record of proceedings at every general meeting of the company

#### **R Alterations to the constitution**

The board of directors should ensure every board member receives a copy of any amendment promptly.

#### **S Dissolution**

If the board of directors decides that it is necessary or advisable to dissolve the company, it will call a meeting of representatives of all interested parties. Notice (stating the terms of the proposed dissolution) must be given at least 21 days before the meeting. If the proposal is approved by two-thirds of those present and voting, the board of directors will have the power to realise any assets held by or on behalf of the company. Any assets remaining after all proper debts and liabilities are paid will be transferred to an organisation with identical or similar objectives, as decided by the board of directors. Failing that, the assets will be applied for some other charitable purpose.