



## **Constitution – The Welsh Academy**

**Adopted on: 25/04/2015**

### **PART 1**

#### **1. Adoption of the constitution**

The Welsh Academy and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

#### **2. Name**

The association's name is The Welsh Academy.

#### **3. Objects**

The Welsh Academy is the national society of writers in Wales, which provides community, a collective voice and support for writers. It is an independent membership society and administered in collaboration with Literature Wales.

Membership is a mark of peer recognition of a writer's achievements. Fellowship is offered to selected members who have made an exceptional contribution to the literary culture of Wales. Members and Fellows are encouraged to help foster the development of newer, emerging writers, thereby creating an environment where the next generation of writers can thrive.

The Welsh Academy's objects are to:

- Represent the interests of Welsh writers and writing.
- Provide a social forum and a collective voice for Wales' writers.
- Work alongside Literature Wales to develop the writing in Wales through the Academy's services, events and activities.
- Celebrate literature in Wales.

#### **4. Relationship with Literature Wales**

- (1) The Welsh Academy is an independent society. It is therefore separate from Literature Wales in its constitution and decision making.
- (2) The Welsh Academy is supported administratively by Literature Wales.
- (3) The Welsh Academy Committee may propose items to be considered by the Literature Wales Management Board.
- (4) The Literature Wales Management Board may propose items to be considered by The Welsh Academy Committee.

#### **5. Application of income and property**

- (1) The income and property of The Welsh Academy shall be applied solely towards the promotion of the objects.
  - a) A member of the Committee is entitled to be reimbursed from the property of The Welsh Academy or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of The Welsh Academy.
- (2) None of the income or property of The Welsh Academy may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of The Welsh Academy.

This does not prevent a Committee member from receiving reasonable and proper remuneration for any goods or services supplied to The Welsh Academy.

#### **6. Benefits and payments**

- (1) General provisions

No Committee member or connected person may:

- a) buy or receive any goods or services from The Welsh Academy on terms preferential to those applicable to members of the public;
- b) be employed by, or receive any remuneration from, The Welsh Academy;

- c) receive any other financial benefit from The Welsh Academy; unless the payment is permitted by sub-clause (2) of this clause, or authorised by The Welsh Academy Management Board.
- (2) Scope and powers permitting Committee members' or connected persons' benefits
  - a) A Committee member or connected person may receive a benefit from The Welsh Academy in the capacity of a beneficiary of The Welsh Academy provided that a majority of the Committee members do not benefit in this way.
  - b) Subject to sub-clause (3) of this clause, a Committee member or connected person may provide The Welsh Academy with goods.
  - c) A Committee member or connected person may receive interest on money lent to The Welsh Academy at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
  - d) A Committee member or connected person may take part in the normal trading and fundraising activities of The Welsh Academy on the same terms as members of the public.
- (3) Payment for supply of goods only – controls

The Welsh Academy and its Committee members may only rely upon the authority provided by sub-clause 2(b) of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between The Welsh Academy and the Committee member or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of The Welsh Academy.
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other Committee members are satisfied that it is in the best interests of The Welsh Academy to contract with the supplier rather than with someone who is not a Committee member or connected person. In reaching that decision the Committee members must balance the advantage of contracting with a Committee member or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement

with him or her or it with regard to the supply of goods to The Welsh Academy.

- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Committee members is present at the meeting.
- f) The reason for their decision is recorded by The Welsh Academy Management Board in the minute book.
- g) A majority of the Committee members then in office are not in receipt of remuneration or payments authorised by clause 6.

## **7. Dissolution**

- (1) If the members resolve to dissolve The Welsh Academy the Committee members will remain in office and be responsible for winding up the affairs of The Welsh Academy in accordance with this clause.
- (2) The Committee members must collect in all the assets of The Welsh Academy and must pay or make provision for all the liabilities of The Welsh Academy.
- (3) The Committee members must apply any remaining property or money:
  - a) directly for the objects;
  - b) by transfer to any organisation or organisations for purposes the same as or similar to The Welsh Academy.
  - c) The members may pass a resolution before or at the same time as the resolution to dissolve The Welsh Academy specifying the manner in which the Committee members are to apply the remaining property or assets of The Welsh Academy and this must comply with the resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.
- (4) In no circumstances shall the net assets of The Welsh Academy be paid to or distributed among its members.

## **8. Amendment of constitution**

- (1) The Welsh Academy may amend any provision contained in Part 1 of this constitution provided that:
  - a) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of The Welsh Academy;

- b) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the Committee members present and voting at a Management Board meeting.
- (2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the committee members present and voting at a Management Board meeting.

## **Part 2**

### **9. Membership**

- (1) Membership of The Welsh Academy is open to individuals eighteen or over who are approved by the Committee members.
  - a) The Committee members may refuse membership if, acting reasonably and properly, they consider it to be in the best interests of The Welsh Academy to refuse the application.
- (2) Membership is not transferable to anyone else.
- (3) The Welsh Academy must keep a register of names and addresses of the members.

### **10. Termination of membership**

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice to The Welsh Academy;
- (3) any sum due from the member to The Welsh Academy is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Management Board that it is in the best interests of The Welsh Academy that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - a) the member has been given at least twenty one days' notice in writing of the meeting of the Management Board at which the resolution will be proposed and the reasons why it is to be proposed;
  - b) the member or, at the option of the member, the member's representative (who need not be a member of The Welsh Academy) has been allowed to make representations to the meeting.

## **11. Management Board Meeting**

- (1) The Welsh Academy will hold two Management Board meetings a year.
- (2) Management Board members may call a Management Board meeting at any time.
- (3) A Management Board meeting must be called if requested by a quorum of Management Board members. The request must state the nature of the business that is to be discussed. The Management Board must hold the meeting within twenty-eight days of the request.

## **12. Notice**

- (1) The minimum period of notice required to hold any Management Board meetings is ten working days from the date on which the notice is deemed to have been given.
- (2) A Management Board meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.
- (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
- (4) The notice must be given to all members of The Welsh Academy Management Board.

## **13. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - a) five members entitled to vote upon the business to be conducted at the meeting;
  - b) a third of the total membership of the Management Board entitled to vote upon the business to be conducted at the meeting.

Whichever is the greater.

- (3) If:
  - a) a quorum is not present within half an hour from the time appointed for the meeting; or

- b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Management Board shall determine.
- (4) The Committee members must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

#### **14. Chair**

- (1) Management Board meetings shall be chaired by the person who has been elected as Chair.
- (2) The Management Board will also elect a Deputy Chair.
- (3) One of the Chair or the Deputy Chair must be a Welsh speaker.
- (4) The Deputy Chair may chair Management Board meetings if the Chair is absent.
- (5) If the Chair or the Deputy Chair are not present within fifteen minutes of the time appointed for the meeting a Committee member, nominated by the Committee members, shall chair the meeting.

#### **15. Adjournments**

- (1) The Committee members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be re-convened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

#### **16. Votes**

- (1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

- (2) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective.

### **17. Management Board members**

- (1) The Welsh Academy shall be managed by the Management Board.
- (2) The charity shall have the following officers:
  - a) a chair,
  - b) a deputy chair.
- (3) A Management Board member must be a member of The Welsh Academy.
- (4) No one may be appointed a member of the Management Board if he or she would be disqualified from acting under the provisions of clause 21.
- (5) The number of Management Board members shall be no less than five and no more than fifteen, of which at least 5 will be able to undertake duties in Welsh.
- (6) A Management Board member may not appoint anyone to act on his or her behalf at Management Board meetings.

### **18. Appointment of Management Board members**

- (1) Members can be elected by the Management Board using electronic communications;
- (2) Members will normally be allowed to serve for a maximum of five years.
- (3) However, if expertise and experience is required in exceptional circumstances, members may be granted an extension of two years by the Management Board.
- (4) The appointment of a Management Board members must not cause the number of Management Board members to exceed any number fixed in accordance with this constitution.

### **19. Powers of the Management Board**

- (1) The Management Board must manage the business of The Welsh Academy and have the following powers in order to further the objects (but not for any other purpose):



- (a) to raise funds. In doing so, the Management Board must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
  - (b) to establish or support any charitable trusts, associations or institutions formed for any of The Welsh Academy's objects;
  - (c) to acquire, merge with or enter into any partnership or joint venture arrangement with any other organisation which shares The Welsh Academy's objects;
  - (d) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
  - (e) to obtain and pay for such goods and services as are necessary for carrying out the work of The Welsh Academy;
  - (f) to open and operate such bank and other accounts as the Management Board consider necessary and to invest funds and to delegate the management of funds;
  - (g) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act by the Management Board.
- (3) Any meeting of Management Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Management Board.

## **20. Disqualification and removal of Management Board members**

A Management Board member shall cease to hold office if he or she:

- (1) ceases to be a member of The Welsh Academy;
- (2) in the written opinion, given to The Welsh Academy, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a Management Board member and may remain so for more than three months;
- (3) resigns as a Management Board member by notice to The Welsh Academy; or
- (4) is absent without the permission of the Management Board from all their meetings held within a period of one year, or not engaging with

electronic communications for a period of six months, and the Management Board members resolve that his or her office be vacated.

## **21. Proceedings of the Management Board**

- (1) The Management Board may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.
- (2) Any Management Board member may call a meeting of the Management Board.
- (3) The Chair and/or the Deputy Chair must call a meeting of the Management Board if requested to do so by a member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Management Board unless a quorum is present at the time the decision is purported to be made. Normally the time period to cast a vote via electronic communications is 10 working days. A non-reply via electronic communications is equal to being in absentia.
- (7) The quorum shall be five or the number nearest to one-third of the total number of Management Board members, whichever is the greater.
- (8) A Management Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Management Board member is not entitled to vote.
- (9) If the number of Management Board members present is less than the number fixed as the quorum, the Management Board may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person appointed to chair meetings of the Management Board shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Management Board.

## **22. Conflicts of interests and conflicts of loyalties**

A Committee member must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with The Welsh Academy or in any transaction or arrangement entered into by The Welsh Academy which has not been previously declared; and

- (2) absent himself or herself from any discussions of The Welsh Academy Management Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of The Welsh Academy and any personal interest (including but not limited to any personal financial interest).

Any Committee member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of The Welsh Academy Management Board on the matter.

### **23. Validation**

- (1) Subject to sub-clause (2) of this clause, all decisions of the Committee members shall be valid notwithstanding the participation in any vote of a Committee member:
  - (a) who is disqualified from holding office;
  - (b) who had previously retired or who had been obliged by this constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without the vote of that Committee member being counted in the quorum, the decision has been made by a majority of The Welsh Academy Management Board at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Committee member to keep any benefit that may be conferred upon him or her by a resolution of The Welsh Academy Management Board if, but for sub-clause (1), the resolution would have been void, or if The Welsh Academy Management Board has not complied with clause.

### **24. Delegation**

- (1) The Management Board members may delegate any of their powers or functions to a committee of two or more Management Board but the terms of any such delegation must be recorded in the minute book.
- (2) The Management Board members may impose conditions when delegating, including the conditions that:
  - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - (b) no expenditure may be incurred on behalf of the society except in accordance with a budget previously agreed with the Management Board.
- (3) The Management Board members may revoke or alter a delegation.

- (4) All acts and proceedings of any committees must be fully and promptly reported to the Management Board members.

## **25. Irregularities in proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Management Board members shall be valid notwithstanding the participation in any vote of a Management Board members:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise; if, without:
  - (d) the vote of that Management Board member; and
  - (e) that Management Board member being counted in the quorum, the decision has been made by a majority of the Management Board members at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Management Board member to keep any benefit that may be conferred upon him or her by a resolution of the Management Board if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (a) the Management Board
  - (b) any committee of the Management Board

shall be invalidated by reason of the failure to give notice to any Management Board member by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of The Welsh Academy.

## **26. Minutes**

The Management Board must keep minutes of all:

- (1) appointments of Management Board members made by the Management Board;
- (2) proceedings at meetings of The Welsh Academy Management Board including:

- (a) the names of the Management Board members present at the meeting;
- (b) the decisions made at the meetings; and
- (c) where appropriate, the reasons for the decisions.

## **27. Notices**

- (1) Any notice required by this constitution to be given to or by any person must be:
  - (a) in writing; or
  - (b) given using electronic communications.
- (2) The Welsh Academy Management Board may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it using electronic communications to the member's address.
- (3) A member who does not register an address with The Welsh Academy Management Board or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice.
- (4) A member present in person at any meeting of The Welsh Academy Management Board shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- (5)
  - (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
  - (b) Proof that a notice contained in an electronic communication was sent to the correct email address, written in a clear fashion and with a defined deadline.
  - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

## **28. Rules**

- (1) The Management Board members may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members to The Welsh Academy (and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members);
  - (b) The admission of members to The Welsh Academy Management Board;
  - (c) the conduct of members of The Welsh Academy in relation to one another;
  - (d) the procedure at meetings of the Management Board in so far as such procedure is not regulated by this constitution;
  - (e) the keeping and authenticating of records
  - (f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Management Board in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The rules or bye-laws shall be binding on all members. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

## **29. Disputes**

If a dispute arises between members of The Welsh Academy or the Management Board about the validity or propriety of anything done under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **30. Interpretation**

In this constitution 'connected person' means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the Management Board members;
- (2) the spouse or civil partner of a Management Board member or of any person falling within sub-clause (1) above;

- (3) a person carrying on business in partnership with a Management Board member or with any person falling within sub-clause (1) or (2) above;
- (4) a body corporate in which –
  - (a) The Welsh Academy Management Board members or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
  - (b) two or more persons falling within sub-clause (4) (a) who, when taken together, have a substantial interest.

**25/04/2015**