**Constitution and Rules of Association of Amazonas Arts**

1. **The name** of the Association (herein after called “the Association”) is “Amazonas Arts”

2. **The principal objects** of the Association shall be:

(a) To develop and promote the practice and learning of capoeira and associated art forms

(b)To facilitate workshops, events and other activities to enhance wellbeing, cultural exchange and encourage community involvement.

(c) In carrying out the aforesaid objects, the Association shall work towards the elimination of discrimination based on race, ethnic origin, nationality, gender, disability, sexuality, age, class, appearance, religion, responsibility for dependants, unrelated criminal convictions, a person’s HIV antibody status or any other matter which may cause any person to be treated with injustice or disdain.

(d) To do all such other things as shall be conductive to the attainment of the above objects.

**3. Membership:**

(a)The Association is a voluntary organisation, open to all persons and organisations able to use its services as long as these persons or organisations are willing to accept and endorse the objects of the Association.

(b) In addition, shall be eligible for membership all persons who either are or intend to be active members of the Association.

(c) Registration as a member is subject to a nominal yearly fee.

**4. A member shall cease to be a member if she/he:**

(a) Gives written or verbal notice to the secretary of her/his resignation;

(b) Does not pay their subscription fee when it is due.

**5. Expulsion:** The Committee shall have power to expel a member when, in their opinion, it would not be in the interest of the association for her/him to remain a member. A member shall not be expelled unless she/he is given 14 days written notice to attend a meeting of the Committee and written details of the complaint made against her/him and not be expelled unless at least two thirds of the Committee then present vote in favour of her/his expulsion.

**6. Committee**

(a)The Committee shall consist of the Chair, Secretary, Treasurer and a minimum of 2 elected members.

(b) The Committee members shall be proposed, seconded and elected by ballot at the Annual General Meeting each year and shall remain in office until re-appointed or their successors are elected at the next Annual General Meeting. Retiring members of the Committee shall be eligible for re-election. Any casual vacancy occurring by resignation or otherwise may be filled by the Committee but any member so chosen shall retire at the next Annual General Meeting but shall be eligible for re-election at that Meeting.

(c) Committee meetings shall be held monthly and the quorum of that meeting shall be three. The Chair and the Secretary shall have discretion to call further meetings of the Committee if they consider it to be in the interests of the Association. The Secretary shall give all the members of the Committee not less than one week’s oral or written notice of a meeting. Decisions of the Committee shall be made by a simple majority and in the event of equality of votes the action shall be conducted forward as unresolved to the next Committee meeting for revision. Every effort shall be made to reach consensus over resolutions where possible. Any member attending the committee meeting may take and distribute the minutes, to be decided at the meeting.

(d) In addition to the members so elected the Committee may co-opt up to 6 further members of the Association who shall serve until the next Annual General Meeting. Co-opted members shall be entitled to vote at the meetings of the Committee.

(e) The Committee may from time to time appoint from among their number such sub-committees as they may consider necessary and may delegate to them such of the powers and duties of the Committee as the Committee may determine. All sub-committees shall periodically report their proceedings to the Committee and shall conduct their business in accordance with the directions of the Committee.

(f) The Committee shall be responsible for the management of the Association and shall have the sole right of appointing and determining the terms and conditions of service of employees of the Association. The Committee shall have power to enter into contracts for the purposes of the Association on behalf of all the members of the Association.

(g) The members of the Committee shall be entitled to an indemnity out of the assets of the Association for all expenses incurred by them in the management of the affairs of the Association.

**7. Officers and honorary members**

(a) The officers of the Association shall be a Chair, a Treasurer and a Secretary and they must all be members of the Association.

(b) The Officers shall be proposed, seconded and elected by ballot at the Annual General Meeting and shall hold office until the next Annual General Meeting when they shall retire. Any vacancy occurring by resignation or otherwise may be filled by the Committee. Retiring officers shall be eligible for re-election.

(c) The Annual General Meeting may elect any person as honorary member of the Association on proposal by the Committee and for such period as they think fit. Honorary members shall be entitled to all the privileges of membership except that they shall not be entitled to vote at meetings and serve as officers or on the Committee.

**8. Annual General Meeting**

(a) The Annual General Meeting of the Association shall be held each year, not later than 12 months from the previous Annual General Meeting to transact the following business:

(i) To receive the Chair’s report of the activities of the Association during

(ii) To receive and consider the accounts of the Association for the previous year and, if appropriate, the Auditor’s report on the accounts and the Treasurer’s report as to the financial position of the Association.

(iii) Where necessary, to remove and elect the Auditor or confirm that she/he remain in office.

(iv) To elect the Officers and the other members of the Committee.

(v) To decide on any resolution which may be duly submitted in accordance with Rule 8(b)

(b) Nominations for elections of new members to any office or for membership of the Committee shall be made in writing by the proposer and seconder to the Secretary not less than 28 days before the Annual General Meeting. Notice of any resolution proposed to be moved at the Annual General Meeting shall be given in writing to the Secretary not less than 28 days before the Annual General Meeting. Existing Committee members can be proposed and seconded for re-election at the time of the Annual General Meeting.

**9. Special General Meeting**

 A special General meeting may be called at any time by the Committee and shall be called within 28 days of receipt by the secretary of a requisition in writing signed by not less than 12 members or the two thirds of the total number of members (whichever is the largest), stating the purposes for which the meeting is required and the resolutions proposed.

**10. Procedure at Annual or Special General Meeting**

(a) The Secretary shall send to each member notice of the date of the General Meeting together with the resolutions to be proposed thereat at least 14 days before the meeting.

(b) The Quorum for the Annual and Special General Meetings shall be one third or 10, whichever is less.

(c) The Chair or, in his or her absence, a member selected by the Committee, shall take the chair. Each member present shall have one vote and resolutions shall be passed by a simple majority. In the event of an equality of votes, the action shall be conducted forward as unresolved to the next Committee meeting for revision. Every effort shall be made to reach consensus over resolutions where possible.

(d) The Secretary, or another nominated member, shall take minutes at Annual and Special General Meetings.

**11. Alteration of the rules**

The rules may be altered by resolution at an Annual or Special General Meeting provided that the resolution is carried by a majority of at least two-thirds of members present at the General Meeting.

**12. ByLaws**

The rules of the association are the guiding principles but, Bylaws can be introduced by the committee away from having a larger meeting with all members. If any bylaws have been introduced, they will be reviewed with all members at General Meetings.

(a) All money payable to the Association shall be declared to the treasurer and deposited in a bank account in the name of the Association. Sums shall be drawn from that account by debit card or by cheque signed by two signatories who shall be the any of the Officers and two other nominated members of the Committee. Any moneys not required for immediate use may be invested as the Committee in their discretion think fit.

(b)The income and property of the Association shall be applied only in furtherance of the objects of the Association and no part thereof shall be paid by way of bonus, dividend or profit to any members of the Committee, save as set out in Rule 13(c).

(c) The Committee shall have power to authorise the payment of remuneration and expenses to any officers, members or employee of the Association and to any other person, persons or organisations for services rendered to the Association.

(d) The financial transactions of the Association shall be recorded in a proper set of books kept by the Treasurer.

**14. Borrowing**

(a) The Committee may borrow money on behalf of the Association for the purposes of the Association from time to time at their own discretion for the general upkeep of the Association or with the sanction of a General Meeting for any other expenditure, additions or improvements.

(b) As agreed by the rest of the committee, the committee can borrow from individuals or organisations with the aim of paying it back.

(c) The Committee shall have no power to pledge personal liability of any member of the Association for the repayment of any sums so borrowed.

**15. Property**

(a) The property of the Association, other than cash at the bank, shall be vested in not less than two and more than four trustees (people entrusted with the property). They shall hold the property upon trust from the members of the Association in accordance with the directions of the Committee.

(b) The trustees shall deal with the property as directed by resolution of the Committee and entry in the minute book shall be conclusive evidence of such a resolution.

(c) The trustees shall be elected by the Committee of the Association and shall hold office until death or resignation unless removed by a resolution of the Committee.

(d) The Chair is nominated as the person to appoint new trustees within the meaning of section 36 of the Trustee Act 1925. A new trustee or new trustees shall be nominated by resolution of the Committee and the Chair shall by deed duly appoint the person or persons so nominated by the Committee as the new trustee or trustees of the Association and the provisions of the Trustee Act 1925 shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide with the Association or the Committee be conclusive evidence of the fact so stated.

(e) The Trustees shall be entitled to an indemnity out of the property of the Association for all expenses and other liabilities properly incurred by them in the discharge of their duties.

**16. Dissolution**

(a) A resolution to dissolve the Association shall only be proposed at a Special General Meeting and shall only be carried by a majority of at least three-quarters of the member present.

(b)The dissolution shall take effect from the date of the resolution and the members of the Committee shall be responsible for the winding-up of the assets and liabilities of the Association.

(c) Any property remaining after the discharge of the debts and liabilities shall be given to any not for profit organisation or organisations endorsing objects similar to those of the Association, or in the event that such organisation can be identified, to a charity or charities nominated by the last Committee.