



## PASSAGE WEST CREATES

### CONSTITUTION

#### 1. Name

The name of the organisation shall be Passage West Creates.

#### 2. Aim

Passage West Creates (hereafter referred to as “the Collective”) has formed to bring together crafters and other makers from the local area so as to provide a reasonably affordable space in which they can display and sell work.

#### 3. Powers

In order to achieve its aim, the Collective may:

- raise money
- open bank accounts
- apply for grant funding
- take a bridging loan
- display and sell makers’ work at markets, craft fairs and other venues which will support both the makers and the shop
- work with similar groups and exchange information and advice with them
- do anything that is lawful to help it to fulfil its aim.

#### 4. Membership

- i. When a maker applies to be a member of the Collective, their work will be assessed by an external curator to see if it is a good fit with the offerings of the shop.
- ii. Membership of the Collective is open to all makers whose craft is assessed as a good fit.
- iii. As a pre-condition of membership, members will must read and understand the guiding principles of the Collective as set out in the Memorandum of Understanding contained in Annex A of this document.
- iv. Any prospective new member who is not a maker but who wishes to join the Collective may do so if they can provide support services to the Collective.
- v. Members must be willing to abide by the Memorandum of Understanding and any further rules of the Collective as established by the Committee and/or by votes of the membership.
- vi. Each member shall have one vote at meetings of the Collective. In the event of a hung vote, the Shop Manager shall have the deciding vote.
- vii. The membership of any member may be terminated for good reason by the Committee provided that the member concerned shall have the right to be heard by the Committee, accompanied by a representative, before a final decision is made.
- viii. In the case of a dispute over an application for membership, the Committee shall arbitrate, taking cognisance of the advice of the curator. The decision of the Committee is final.

## **5. Management**

- i. The Collective shall be administered by a Committee of nine.
- ii. The Committee shall elect three officers to act in the capacity of Chairperson, Treasurer and Secretary. The Shop Manager will act in the role of Chairperson.
- iii. The Committee shall meet four times a year and preferably once each quarter.
- iv. At least two of the elected officers must be present for this meeting.
- v. Voting at Committee meetings shall be by a show of hands. If there is a tied vote, the Shop Manager's vote shall be the deciding vote.
- vi. The Committee shall have the power to remove any member of the Committee for a good a proper reason such as financial misconduct, bringing the Collective into disrepute, failure to undertake duties or other forms of misconduct.
- vii. A written record of matters discussed at the Committee meeting will be kept by one of the elected officers.

## **6. Finance**

- i. All monies received by or on behalf of the Collective shall be applied to further the aims of the Collective and for no other reason.
- ii. Any bank account(s) opened for the Collective shall be in the name of the Collective.
- iii. Any cheques issued shall be signed by two members of the Committee. Three members of the Committee shall be nominated as authorized signatories to the bank account(s).
- iv. The Collective shall ensure that its accounts are independently examined every year.
- v. The Collective may pay a small representational stipend to the Shop Manager for the work undertaken in this voluntary role or, by agreement of the Committee, to any other member who undertakes extensive work in a voluntary capacity on behalf of the Collective.

## **7. Annual General Meeting**

- i. The Collective shall hold an Annual General Meeting (AGM) each year.
- ii. All members shall be given at least 14 days notice of an AGM and shall be entitled to attend and vote.
- iii. The business of the AGM shall include:
  - Receiving a report from the Shop Manager on the activities of the Collective over the year.
  - Receiving a report from the Treasurer on the finances of the Collective.
  - Appointing an independent person to examine the annual accounts in the following year.
  - Considering any other matter as may be decided.
- iv. At least 7 members must be present for the AGM to take place.
- v. In the absence of the Chairperson, the AGM will be chaired by one of the other two elected officers of the Committee.
- vi. Records of the AGM will be kept by one of the elected officers of the Committee.

## **8. Special General Meetings**

- i. A Special General Meeting may be called by the Committee for the Collective to discuss an urgent matter.

- ii. Members shall be given 7 days notice of any Special General Meeting together with notice of the business to be discussed.
- iii. At least 7 members must be present for the Special General Meeting to take place.
- iv. In the absence of the Chairperson, Special General Meetings will be chaired by one of the other two elected officers of the Committee.
- v. Records of Special General Meetings will be kept by one of the elected officers of the Committee.

## **9. Alterations to the Constitution**

Any changes to this Constitution and/or the Memorandum of Understanding must be agreed by at least two-thirds of those members present and voting at an Annual General Meeting or at a Special General Meeting.

## **10. Insurance**

The Collective will take out a suitable annual insurance policy to protect the Collective from obvious risk.

## **11. Dissolution**

- i. The Collective may be wound up at any time if agreed by two-thirds of members present at a Core Committee meeting.
- ii. Should a decision be taken to wind up the Collective, a Special General Meeting of all members will be called.
- iii. In the event of wind up, any assets remaining after all debts have been paid shall be given to another non-profit making community/social enterprise venture in Passage West.

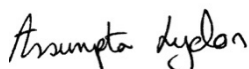
## **12. Equality of Opportunities Policy**

Passage West Creates promotes equality and prohibits discrimination across the nine grounds of gender, marital status, family status, age, disability, sexual orientation, race, religion and membership of the Traveller community. This ethos of inclusivity is fundamental to the meaning and purpose of the Collective.



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Marcia D'Alton



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Assumpta Lydon