

# CONSTITUTION

Adopted on the 29th day of November 2014

## A NAME

The name of the Centre is **Wales PEN Cymru**

## B ADMINISTRATION

Subject to the matters set out below the Centre and its property will be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause....G.... of this constitution ("the Executive Committee").

The Centre will be governed in accordance with the PEN Charter and the Rules and Regulations of PEN International.

## C OBJECTS/AIMS

The Centre's objects ("the objects") are:

To uphold the aims and objectives of PEN International as expressed in the PEN International Charter

To be a Welsh voice for freedom of expression and linguistic equality, independent of government and corporate interests, in Wales and in international contexts

## D POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

1. to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee will conform to any relevant requirements of the law;
2. to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
3. subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Centre;
4. subject to any consents required by law to borrow money and to charge all or any part of the

property of the Centre with repayment of the money so borrowed;

5. to employ such staff (who are not be members of the Executive Committee) as are necessary to achieve the objects;
6. to co-operate with other Centres, charities, voluntary organisations and statutory authorities operating to achieve the objects or of similar purposes and to exchange information and advice with them;
7. to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
8. to appoint and constitute such advisory Committees as the Executive Committee may think fit;
9. to do all other lawful things as are necessary for the achievement of the objects.

## **E MEMBERSHIP**

1. Membership of the Centre will be open to:

- a. any person over the age of 18 years interested in furthering the works of the Centre and who has signed the PEN International Charter and paid the annual subscription laid down by the Executive Committee. A proportion of this annual subscription acts as the contribution due to PEN International.
- b. writers, translators, journalists, editors, students of creative writing and any other person who the Executive Committee considers would further the aims and objectives of the Centre

2. Every member will have one vote.

3. The Executive Committee may unanimously and for good reason terminate the membership of any individual, provided that the individual concerned will have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.

## **F HONORARY OFFICERS**

At the annual general meeting of the Centre the members will elect from amongst themselves a Chair\*, a Secretary and a Treasurer, who will hold office from the conclusion of that meeting. Honorary officers will be elected for terms of 3 consecutive years. The Chair may be re-elected for one further year if requested by a majority at the AGM. The Secretary and Treasurer may be elected for up to 3 terms of 3 years.

*\*the duties of the Chair may be exercised by one or two persons acting jointly*

## **G EXECUTIVE**

1. The Executive Committee will consist of not less than 5 members nor more than 11 members being:

- 1.1. The 3 (4) honorary officers specified in the preceding clause;
  - 1.2. Not less than 2 (3) and not more than 8 (9) members elected at the annual general meeting who will hold office from the conclusion of that meeting.
  - 1.3 Executive Committee members will be elected annually and may serve up to 4 consecutive terms. They may be elected to the Committee again after a break of not less than 2 years.
  - 1.4 The Welsh language must be adequately represented on the Executive Committee and at least one of the Honorary Officers must be a Welsh speaker.
2. The Executive Committee may in addition appoint not more than three 3 co-opted members but so that no-one may be appointed as a co-opted member, if as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member will be made at a meeting of the Executive Committee called under clause J and will take effect from the end of that meeting, unless the appointment is to fill a place which has not been vacated in which case the appointment will run from the date when the post becomes vacant.
  3. All the members of the Executive Committee will retire from office together at the end of the Annual General meeting next after the date on which they came into office but they may be re-elected or re-appointed.
  4. The proceedings of the Executive Committee will not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
  5. Nobody will be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
  6. No person will be entitled to act as a member of the Executive Committee whether on a first or subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Centre.

## **H. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE**

A member of the Executive Committee will cease to hold office if he or she:

1. Is disqualified from acting as a member of the Executive Committee
2. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
3. Is absent without the permission of the Executive Committee from all their meetings held

within a period of six months and the Executive Committee resolve that his or her office be vacated; or

4. Notifies the Executive Committee, in writing, of his or her wish to resign (but only if at least three members of the Executive Committee/Board will remain in office when the notice of resignation is to take effect).

## **I. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED**

1. No member of the Executive Committee/will acquire any interest in property belonging to the Centre (other than as a trustee for the Centre) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

## **J. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

1. The Executive Committee will hold at least two ordinary meetings each year. A special meeting may be called at any time by the Chair\* or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

2. The Chair\* will act as joint Chair at meetings of the Executive Committee. If the Chair (or both Chairs if there are Joint Chairs) is (are) absent from any meeting, the members of the Executive Committee present will choose one of their number to be Chair of the meeting before any other business is transacted.

3. There will be a quorum when at least one third of the number of members of the Executive Committee for the time being, or three members of the Executive Committee/Board, whichever is the greater, are present at a meeting.

4. Every matter will be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the Chair of the meeting will have a second or casting vote. If there are 2 Chairs and they do not agree in the casting vote then further negotiation will take place and if no agreement is reached a vote by the members will be instigated.

5. The Executive Committee will keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-Committee.

6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and custody of documents. No rule may be made which is inconsistent with this constitution.

7. The Executive Committee may appoint one or more sub-Committees consisting of three or

more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-Committee, provided that all acts and proceeding of any such sub- Committees will be fully and promptly reported to the Executive Committee.

## **K. RECEIPTS AND EXPENDITURE**

1. The funds of the Centre, including all donations, contributions and bequests, will be paid into an account operated by the Executive Committee in the name of the Centre at such bank as the Executive Committee will from time to time decide. All cheques drawn on the account must be signed by either two members of the Executive Committee or one member of the Executive Committee and an employee of the Centre authorised by the Executive Committee.

2. The funds belonging to the Centre will be applied only in furthering the objects.

## **L. PROPERTY**

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee will cause the title to;

1.1. All land held by or in trust for the Centre

1.2. All investments held by or on behalf of the Centre;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and will act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees will not be liable for the acts and defaults of its members.

## **M. ACCOUNTS**

The Executive Committee will be responsible for:

1. the keeping of accounting records for the Centre
2. the preparation of annual statements of accounts for the Centre;
3. the auditing or independent examination of the statements of account of the Centre; and
4. the transmission of the statements of account of the Centre to International PEN.

## **N. ANNUAL GENERAL MEETING**

1. There will be an annual general meeting of the Centre, which will be held in the month of November in each year or as soon as practicable thereafter.

2. The Executive Committee will call every annual general meeting. The Secretary will give at least 21 days' notice of the annual general meeting to all the members of the Centre. All the members of the Centre will be entitled to attend and vote at the meeting.
3. Nominations for election to the Executive Committee must be made by members of the Centre in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election will be by ballot.
3. At the discretion of the Executive Committee provision may be made for remote attendance (eg by video link)
5. At the discretion of the Executive Committee a postal ballot may be admissible.
6. Before any other business is transacted at the first annual general meeting the persons present will appoint a chair of the meeting. The chair of the Executive Committee will be the chair of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present will appoint a chair of the meeting.
7. A quorum is deemed to be 15% of the membership or 25 members, whichever is the greater.
8. At an AGM the members must:
  - 8.1 Receive the audited/independently inspected accounts of the Centre for the previous financial year
  - 8.2 Receive the Executive Committee's report on the Centre's activities since the previous AGM
  - 8.3 Accept the retirement of the Executive Committee
  - 8.4 Elect persons to be Executive Committee members to fill vacancies arising
  - 8.5 Appoint auditors/independent examiners for the accounts of the Centre
9. Nominations for election to the Executive Committee must be made by members of the Centre in writing and must be in the hands of the secretary of the Executive Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election will be by ballot.

## **O. SPECIAL GENERAL MEETINGS**

The Executive Committee may call a special general meeting of the Centre at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary

will call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

## **Q. PROCEDURE AT GENERAL MEETINGS**

1. The secretary, or other person specially appointed by the Executive Committee will keep a full record of proceedings at every annual general meeting of the Centre.
2. There will be a quorum when at least one quarter of the number of members of the Centre for the time being, or ten members of the Centre, whichever is the greater, are present at any general meeting. A member of the Executive Committee should also be present.

## **R. NOTICES**

Any notice required to be served on any member of the Centre will be in writing and will be served by the secretary or the Executive Committee on any member either personally or by sending it through the post in a letter addressed to his or her last known address, and any letter so sent will be deemed to have been received within 10 days of posting.

## **S. ALTERATIONS TO THE CONSTITUTION**

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of Centre clause), clause C (the objects clause), clause I (Executive Committee/Board members not to be personally interested clause), clause U (the dissolution clause) or this clause without agreement of three quarters of the membership
3. No amendment may be made which would have the effect of making the Centre cease to be a Centre at law.

## **T. DISSOLUTION / WINDING UP**

If the Executive Committee decides that it is necessary or advisable to dissolve the Centre it will call a meeting of all members of the Centre of which not less than 21 days' notice (stating the terms of the resolution to be proposed) will be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee will have the power to realise any assets held by or on behalf of the Centre. Any assets remaining after the satisfaction of any proper debts and liabilities will be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Centre as the members of the Centre may determine or failing that will be applied for some other charitable purpose.

## **U. ARRANGEMENTS UNTIL FIRST ANNUAL GENERAL MEETING**

Until the first annual general meeting takes place this constitution will take effect as if references in it to the Executive Committee were references to the persons whose signatures appear at the bottom of this document.

This constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document.

Signed

..... Chairman (joint)  
Owen Gwyn Sheers

..... Chairman (joint)  
Fflur Dafydd

..... Secretary  
Romyanna Kim Thomas