

ASSOCIATION OF CIRCUS PROPRIETORS OF GREAT BRITAIN

REVISED JANUARY 2019

CONSTITUTION

1. Name The name of the Association is The Association of Circus Proprietors of Great Britain (the Association)

2. The Objects of the Association

2.1 The Association is established to

2.1.1 be the body representing the British Circus industry

2.1.2 promote the highest possible standards and ideals within the circus industry

2.1.3 be the consultative body for proposed legislation or regulation affecting the circus industry and to provide advice and assistance to Central Government, Local Authorities and other stakeholders on circus related matters

2.1.4 promote the interests of its members

2.1.5 act as a centre of excellence in circus matters by the production of advice notes, codes of practice and meetings through which information and best practice can be shared between members

2.1.6 provide appropriate services and support to individual members in the furtherance of their businesses

2.1.7 provide a forum for its members and act as the focal point for liaison between circus practitioners and stakeholders

2.1.8 regulate the business relations between its members and between its members and others engaged in similar businesses and generally protect the interests of its members

2.1.9 promote support or oppose any legislation or other measures affecting the Association or the interests of its members proposed or imposed by Parliament or any statutory authority, governing body or agency

2.1.10 publish in any form of media information on all matters affecting these objects

2.1.11 give advice and assistance to members

2.1.12 assist with the resolution of disputes between members where requested by all parties to such a dispute

2.1.13 to conduct negotiations and make agreements on behalf of members with Government Departments and Agencies, Local and other statutory Authorities and other Associations or Bodies engaged or interested in the circus industry

2.1.14 to offer advice on the statutory requirements for animal welfare to those members who use animals in their businesses

2.2 In furtherance of such objects but not otherwise the Association may

2.2.1 hold regular meetings to progress its aims

2.2.2 employ and pay any person or persons to supervise, organise and carry on the work of the Association

2.2.3 apply for and raise funds and receive contributions by way of subscriptions and otherwise for the furthering of its aims

2.2.4 bring together in conference representatives of other organisations, Government Departments, statutory authorities and individuals

2.2.5 deposit or invest funds in any lawful manner

2.2.6 enter into contracts to provide services to or on behalf of other bodies

2.2.7 carry on trade in so far as either the trade is exercised in the course of the actual carrying out of a primary object of the Association or is ancillary or incidental to the carrying out of the objects

2.2.8 invest the money of the Association not immediately required for the said objects in or on such investments or securities as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law

2.2.9 pay a reasonable fee to any non-member who leads workshops, lectures or seminars to members or on behalf of the Association

- 2.2.10 when authorised by a members' meeting to make payments to members in respect of services provided to the Association
- 2.2.11 The giving of financial assistance to any member in connection with any proceedings whether civil or criminal which involve that member and are of relevance or general interest to the Association and its members and which shall be approved by a members' meeting and granted on such conditions and terms for repayment, if any, as the meeting shall decide
- 2.2.12 do anything else within the law which promotes or helps to promote these Objects.

3. Membership

3.1 - Full membership of the Association shall be open to:-

3.1.1 such person who either as a sole trader or in partnership or through a limited company is operating as a proprietor or organiser of a circus or other public entertainment of a similar travelling or static nature in the United Kingdom and can illustrate that they are compliant with all fiscal or regulatory requirements and can illustrate to the reasonable satisfaction of existing members an acceptable standard of trading or

3.1.2 is a person who was previously a member of the Association and whose membership has for whatever reason lapsed and who after being proposed and seconded in accordance with this Constitution shall have their application for membership approved.

3.2 Any member operating a second or subsequent business which would qualify that person for membership of the Association may apply for further membership in respect of that business and, in the event that the application is granted, such business shall be deemed to be a separate member and be entitled to its own vote in accordance with this Constitution.

3.3 Each member may appoint one additional observer who may attend general meetings of the Association. Such persons shall not be entitled to vote but may, at the discretion of the Chairman of that meeting, be allowed to speak and participate in any discussion or other business. Any such observer shall be from the family or the senior management of the business of that member and notice of the attendance of an observer shall be given to the Secretary not less than seven days prior to the meeting. Approval of that attendance shall be at the discretion of the Chairman of the Association whose decision shall be given not less than 24 hours prior to the meeting.

3.4 Lifetime Honorary Membership of the Association may be granted by a majority decision of members passed at a general meeting of the Association and may be withdrawn by a subsequent majority decision of members passed at a general meeting. Honorary members shall not pay a subscription and shall not be entitled to vote.

3.3 All applications for membership of the Association must be proposed and seconded by two members present at a general meeting and shall be approved or rejected at that meeting subject to the provisions of rule 3.7.

3.4 An application for membership must be in writing signed by the applicant or sent electronically and accompanied by such information as members may have decided the Association should require. A majority of members may require that any decision on the membership application may be deferred until any further information which may be requested has been submitted or the applicant has attended the whole or part of a members' meeting, as the members may decide, in order that the suitability for membership can be assessed.

3.7 Once an applicant has been approved under section 3 they will be invited to a subsequent meeting or part thereof in order that the members can meet the prospective applicant and vice versa. After this meeting if the applicant still wishes to be considered for membership the members will vote for such membership and a decision will be communicated to the applicant.

ADD NEW 3.8

Membership shall commence on a probationary basis for the first year allowing for a season of reviewed conducted business and allowing for a refusal of continued membership if the new member puts the Association into disrepute.

4 Membership Fees and Classification

4.1 The membership fees of the association shall be decided for each member individually by a vote at a members meeting. The membership fees will be determined by an AGM at such a rate as such categories as the association deem fit which may be varied from time to time.

5 Honorary Officers

5.3 At the Annual General Meeting mentioned below the Association shall elect a Chair, a Vice Chair, a Treasurer and such other honorary officers as the Association shall from time to time decide.

5.4 Only full members of the Association shall be eligible to serve as honorary officers.

5.5 The Chair and the honorary officers of the Association shall hold their office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election provided that no honorary officer shall hold their office for more than 5 consecutive years.

5.6 Nominations for honorary officers must be made by full members of the Association in writing and must be in the hands of the Secretary at least seven days before the Annual General Meeting. Should there be more than one nomination for any positions as an honorary officer, election shall be by ballot.

5.7 The Association may appoint one or more qualified auditors and may determine their remuneration (if any).

6 Secretary

The Association in general meeting **may** appoint and may remove a paid Secretary and any other remunerated officials or staff as it shall deem necessary and agree their respective remuneration. The Chair may at his or her discretion suspend the Secretary for a period of not more than twenty days or until a meeting of members is held to discuss the position of the Secretary, whichever is the earlier.

7 Management

7.3 The policy and general management of the affairs of the Association shall be directed by the members at general meetings of the Association which shall be held not less than three times a year.

7.4 Only full members of the Association shall be entitled to vote at general meetings of the Association

7.5 The proceedings of a management meeting shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member

7.6 The members may in a general meeting appoint and fix the remuneration of staff as may in their opinion be necessary.

7.7 Members in general meetings may appoint such special or standing committees as may be deemed necessary and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to a general meeting of members as soon as possible

8 Termination of Membership

8.3 Membership may cease if a member

8.3.1 becomes incapable by reason of mental disorder illness or injury of managing and administering his or her own affairs

8.3.2 if by a majority vote of a members' meeting is considered to have ceased to qualify as a member by virtue of no longer being engaged as a proprietor or organiser of the business of a circus or similar entertainment

8.3.3 resigns his or her or its membership by notice in writing

8.3.4 if, by a majority vote of a members' meeting, is considered to have acted against the objects or interests of the Association or the circus industry or has harmed or brought into disrepute the Association or the circus industry

8.3.5 is absent without being represented from 3 consecutive general meetings of the Association and/or for good and sufficient reason a majority of the members in general meeting pass a resolution that such member may be removed from membership

8.2 Any member who has resigned or been expelled from the Association under the terms of this constitution shall be entitled to apply for re-admission.

8.2.1 The Chair of the Association may at his or her discretion consider that emergency action is required in order to protect the position of the Association or any of its members and suspend any member for a period not exceeding twenty eight days or until such action is ratified or rejected by a decision of a members meeting whichever is the earlier

8.2.2 No member shall be expelled or suspended for a period exceeding twenty eight days until that member has been afforded an opportunity to state the member's case at a members' meeting of the Association of which the member has received not less than seven days' notice.

9 Meetings of the Association

9.3 Once a year an Annual General Meeting of the Association shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the members in general meeting shall determine. At least 21 days' notice shall be given in writing by the Secretary to each member. At such Annual General Meeting the business shall include the election of honorary officers; the appointment of an auditor; the consideration of the audited or examined accounts and the transaction of such other matters as may from time to time be necessary.

9.4 The Chair of the Association may, at his discretion and the Secretary shall, within 21 days of receiving a written request so to do signed by not less than 8 full members whether individual or representative and giving reasons for the request call a special general meeting of the Association.

10 Rules of Procedure at all Meetings

10.1 Quorum The quorum at a meeting of the Association shall be 25% of the actual membership of the Association for the time being.

10.2 Voting Save as otherwise provided, all matters arising at any meeting shall be decided by a simple majority of those present and entitled to vote by a show of hands. Voting by proxy shall be permitted providing that the Chairman of the meeting holds a duly authenticated document. Any person shall be entitled to exercise a vote in respect of each membership he or she holds.. In case of an equality of votes the Chair of the meeting shall have a second or casting vote.

10.3 Minutes Minutes of all meetings shall be kept by the Association in electronic form, together with a printed copy of each set of minutes.

10.4 Standing Orders and Rules The Association in general meeting shall have power to adopt and issue standing orders and/or rules for the Association. Such standing orders and/rules shall come into operation immediately provided that they shall not be inconsistent with the provisions of this constitution.

10.5 Agenda - All business to be transacted or discussed at the Annual or any other General Meeting shall be considered special and as requiring notice as aforesaid, except the consideration and adoption of the report and accounts of the Committee and of any subject matter brought forward in such report, the election of Officers and Committee, appointment of Auditors and any special business which the Committee may think fit to bring forwarded but no business shall be brought forward by anyone (except by permission of the Chairman) unless notice of such business has been given in writing to the Secretary of the Association forty eight hours before such meeting. In case of equality of votes the Chairman shall have a casting vote, in addition to his original vote.

11. Payments All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose provided that nothing herein contained shall prevent:

11.1 the repayment to members of the Association of reasonable out of pocket expenses agreed by members at a general meeting.

11.2 the Association being entitled to effect policies of insurance or indemnity and paying any premiums thereon to cover the liability of the Association or any member or any person employed by the Association which by virtue of the rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association; provided that such insurance or indemnity shall not extend to any claim arising from any act or omission which the Association or its members (or any of them) knew to be a breach of trust,

or breach of duty, or which was committed by the Association or its members (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

12 Finances

12.1 The officers shall comply with their obligations with regard to:

12.1.1 the keeping of accounting records for the Association

12.1.2 the preparation of annual statements of account for the Association

12.1.3 the auditing or independent examination of the statements of account of the Association and

12.1.4 the transmission of the statements of account and the annual return of the Association to the Certification Officer for Trade Unions and Employers' Associations.

12.2 An audited statement of the accounts for the last financial year shall be submitted to the Annual General Meeting as aforesaid.

12.3 A bank account shall be held in the name of the Association with Barclays Bank plc of Darwen Street Blackburn or with such other bank as the committee shall from time to time decide. All cheques must be signed by not less than two authorised signatories.

12.4 Such a decision to be made as and when the association sees fit

13. Trust Property

13.1 Subject to the provisions of Clause 11.2, the members shall cause all investments held by or on behalf of the Association to be vested in not less than two individuals appointed by them as holding trustees. Holding trustees may be removed by the members at their pleasure in general meeting and shall act in accordance with the lawful directions of the members in general meeting. Provided they only act in accordance with the lawful directions of the members, the holding trustees shall not be liable for the acts and defaults of its members.

13.2 The holding 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.

14 Alteration to the Constitution This constitution may be altered by a resolution passed by a majority 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.

15 Dissolution The Association may only be dissolved upon a vote by ballot of at least four fifths of the Members.

16 Notices to Members All notices to members may be delivered electronically or personally or by leaving the same, or by sending the same through the post addressed to such members respectively at their last notified place of abode or business and every such notice left or posted as aforesaid shall be deemed to have been duly delivered on the day of leaving the same or if sent by post on the next working day. although the person to whom it shall have been directed never received the same. All members shall be notified of any alteration, amendment or rescission of these Rules and also of any decision of the Management Committee concerning the construction thereof.

17 Liability of Members and Officers

17.1 The fact that a person is a member of the Association does not make that member liable for any of the obligations or liabilities of the Association.

17.2 A member or officer of the Association will not be personally liable for any loss or damage suffered by any person as a result of an act performed or omitted in good faith by the member or officer while performing their functions for or on behalf of the Association.

Certificate in terms of Section of the Act

We, the undersigned, hereby certify that the provisions of the Association of Circus Proprietors of Great Britain have been duly complied with in respect of the alterations adopted by the Special General Meeting held on

Chairman.....

Secretary.....

Resolution

At a Special General Meeting of the Association of Circus Proprietors of Great Britain held at
on
it would resolve that the existing constitution be amended by being substituted in its entirety by the
proposed constitution submitted to members of the Association.

Chairman.....

Secretary.....