



OutStories Bristol - Recording the lives of
lesbian, gay, bisexual and trans
people in Bristol.

The Constitution of OutStories Bristol

Recording the lives of lesbian, gay, bisexual and trans people in Bristol

Adopted on 10th October 2011

As amended on 21st May 2012 (Section 6 (3))

Part One

1. Adoption of the Constitution

The association and its property will be administered and managed in accordance with the provisions of Parts One and Two of this constitution.

2. Name

The association's name is "OutStories Bristol. Recording the lives of lesbian, gay, bisexual and trans people in Bristol", with the short title of "OutStories Bristol".

3. Objects

The association's objects are to:

- a) Capture the stories of LGBT individuals, living or associated with Bristol and its surrounds;
- b) Capture the stories in written, audio, video or other media;
- c) Gather publications and artefacts of the various campaign, commercial, social and support LGBT groups, meeting places and venues, that have come and gone over the years, through existing sources and research;
- d) Manage the information gathered;
- e) Seek to archive the material in relevant public institutions;
- f) Seek to have material displayed by relevant public institutions; and
- g) Promote the use of the material telling the LGBT story in any form.

4. Application of income and property

(1) The income and property of the association shall be applied solely to the promotion of the objects.

- a) A trustee is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.
- b) A trustee may benefit from trustee indemnity insurance cover purchased at the association's expense.

(2) None of the income or property of the association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the

association. This does not prevent a member who is not also a trustee from receiving: (a) a benefit from the association in the capacity of a beneficiary of the association; (b) reasonable and proper remuneration for any goods or service supplied to the association.

5. Benefits and payments to association trustees and connected persons

(1) General provisions.

No association trustee or connected person may

- a) Buy or receive any goods or services from the association on terms preferential to those applicable to members of the public;
- b) Sell goods, services or any interest in land to the association;
- c) Be employed, by or receive, any remuneration from the association;
- d) Receive any other financial benefit from the association;

unless the payment is permitted by sub-clause (2) of this clause, or authorised by the court. In this clause, a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or connected persons' benefits

- a) A trustee or connected person may receive a benefit from the association in the capacity of a beneficiary of the association provided that a majority of the trustees do not benefit in this way.
- b) A trustee or connected person may enter into a contract for the supply of services, or of goods that agree supplied in connection with the provision of services, to the association where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- c) Subject to sub-clause (3) of this clause a trustee or connected person may provide the association with goods that are not supplied in connection with services provided to the association by the association trustee or connected person.
- d) A trustee or connected person may receive interest on money lent to the association at a reasonable and proper rate which must be two percent (or more) per annum below the base rate of a clearing bank to be selected by the trustees.
- e) A trustee or connected person may receive rent for premises let by the trustee or connected person to the association. The amount of the rent and the other terms of the lease must be reasonable and proper. The trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A trustee or connected person may take part in the normal trading and fund-raising activities of the association on the same terms as members of the public.

(3) Payment for supply of goods only – controls

The association and its trustees may only rely upon the authority provided by sub-clause 2(c) 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 association and the trustee 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 association.
- 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 trustees are satisfied that it is in the best interests of the association to contract with the supplier rather than with someone who is not a trustee or connected person. In reaching that decision the trustees must balance the advantage of contracting with a trustee 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 association.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting.
- f) The reason for their decision is recorded by the trustees in the minute book.
- g) A majority of the trustees then in office are not in receipt of remuneration or payments authorised by clause 5.

(4) In sub-clauses (2) and (3) of this clause:

- a) 'the association' includes any company in which the association:
 - i. holds more than fifty percent of the shares; or
 - ii. controls more than fifty percent of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more trustees to the board of the company.
- b) 'connected person' includes any person within the definition set out in clause 34 (Interpretation).

6. Dissolution

(1) If the members resolve to dissolve the association the trustees will remain in office as trustees and be responsible for winding up the affairs of the association in accordance with this clause.

(2) The trustees must collect in all the assets of the association and must pay or make provision for all the liabilities of the association.

(3) On the winding up or dissolution of the association the Trustees must apply any remaining property or money:

- a) directly for the objects;
- b) by transfer to any other charitable / not-for-profit association or associations having objects similar to or the same as the association. No asset shall be paid or distributed among the members of the association.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the association specifying the manner in which the trustees are to apply the remaining property or assets of the association and the trustees must comply with the resolution if it is consistent with paragraphs (a) – (c.) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself an association).

7. Amendment to the constitution

(1) The association may amend any provision contained in Part One of this constitution provided that any resolution to amend a provision of Part One is passed by not less than two-thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part Two of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

(3) A copy of any resolution amending this constitution shall be entered in the minute book within twenty-one days of it being passed.

Part Two

8. Membership

(1) Membership is open to individuals sixteen years of age and over or organisations that are approved by the trustees.

(2)

- a) The trustees may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the association to refuse the application.
- b) The trustees must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- c) The trustees must consider any written representations the applicant may make about the decision. The trustees' decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The trustees must keep a register of names and addresses of the members.

9. Termination of membership

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the association unless, after the resignation, there would be less than two members.

(3) any sum due from the member to the association is not paid in full within six months of it falling due.

(4) The member is removed from membership by a resolution of the trustees that it is in the best interests of the association 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 trustees 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 association) has been allowed to make representations to the meeting.

10. General meetings

(1) The association must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings, other than annual general meetings, shall be called special general meetings.

(4) The trustees may call a special general meeting at any time.

(5) The trustees must call a special general meeting, if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provision of this constitution.

11. Notice

(1) The minimum period of notice required to hold any general meeting of the association is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general 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 the members and to the trustees.

12. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is ten members entitled to vote upon the business to be conducted at the meeting.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- (4) 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 trustees shall determine.
- (5) The trustees 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.
- (6) 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 the time shall constitute the quorum for that meeting.

13. Chair

- (1) General meetings shall be chaired by the person who has been elected as Chair.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.
- (3) If there is only one trustee present and willing to act, he or she shall chair the meeting.
- (4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

14. Adjournments

- (1) The 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.

15. 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 (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

16. Representatives of other bodies

(1) Any organisation that is a member of the association may nominate any person to act as its representative at any meeting of the association.

(2) The organisation must give written notice to the association of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the association. The nominee may continue to represent the organisation until written notice to the contrary is received by the association.

(3) Any notice given to the association will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The association shall not be required to consider whether the nominee has been properly appointed by the organisation.

17. Officers and trustees

(1) The association and its property shall be managed and administered by a committee

comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the association and in this constitution are together called 'the trustees'.

(2) The association shall have the following officers:

- a) Two co-chairs of different gender;
- b) A secretary;
- c) A treasurer;
- d) A web administrator.

(3) A trustee must be an individual member of the association.

(4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 20.

(5) The number of trustees shall be not less than five but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.

(6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.

(7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees.

18. Appointment of trustees

(1) The association in general meeting shall elect the officers and the other trustees.

(2) The trustees may appoint any person who is willing to act as a trustee. Subject to sub-clause 5(b) of this clause, they may also appoint trustees to act as officer.

(3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the association is given a notice that:

- a) is signed by a member entitled to vote at the meeting;
- b) states the member's intention to propose the appointment of a person as a trustee or as an officer;

- c) is signed by the person who is to be proposed to show his or her willingness to be appointed.

(5)

- a) The appointment of a trustee, whether by the association in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

19. Powers of trustees

(1) The trustees must manage the business of the association and have the following powers in order to further the objects (but not for another purpose):

- a) To raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations.
- b) To buy, take on lease or in exchange, hire or otherwise acquire any property belonging to the association.
- c) To borrow money and to charge the whole or any part of the property belonging to the association as security for repayment of the money borrowed.
- d) To co-operate with other associations, voluntary bodies, charities and statutory authorities and to exchange information and advice with them.
- e) To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects.
- f) To acquire, merge with or enter into any partnership or joint venture arrangement with any other association formed for any of the objects.
- g) To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves.
- h) To obtain and pay for such goods and services as are necessary for carrying out the work of the association.
- i) To open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.
- j) 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 of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

20. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

- (1) Is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) Ceases to be a member of the association;
- (3) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) Resigns as a trustee by notice to the association (but only if at least two trustees will remain in office when the notice of resignation is to take effect; Or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

21. Proceedings of trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any trustee may call a meeting of the trustees.

(3) The secretary must call a meeting of the trustees if required to do so by a trustee.

(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 trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be two or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.

(8) A trustee shall not be counted in the quorum present when any decision is made about

a matter upon which that trustee is not entitled to vote.

(9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.

(13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

22. Conflicts of interests and conflicts of loyalties

(1) An association trustee must:

- a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not been previously declared; and
- b) absent himself or herself from any discussions of the association trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).

(2) Any association trustee 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 association trustees on the matter.

23. Saving provisions

(1) Subject to sub-clause (2) of this clause, all decision of the association trustees, or of a committee of the association trustees, shall be valid notwithstanding the participation in any vote of an association trustee:

- 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 trustee and that trustee being counted in a the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for sub-clause (1), the resolution would have been void, or if the trustee has not complied with clause 22 (Conflicts of interests and conflicts of loyalties).

24. Delegation

(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

(2) The trustees 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 association except in accordance with budget previously agreed with the trustees.

(3) The trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

25. Irregularities of proceedings

(1) Subject to sub-clause (2) of this clause, all acts done by a meeting of trustees, or of a committee of trustees, shall be valid notwithstanding the participation in any vote of a trustee:

- 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 trustee; and
- e) that trustee being counted in the quorum,

the decision has been made by a majority of the trustees at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a trustee to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if the resolution would otherwise have been void.

(3) No resolution or act of

- a) the trustees
- b) any committee of the trustees
- c) the organisation in general meeting

shall be invalidated by reason of the failure to give notice to any trustee or member or 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 association.

26. Minutes

The trustees must keep minutes of all:

- (1) appointments of officers and trustees made by the trustees;
- (2) proceedings at meetings of the association;
- (3) meetings of the trustees and committees of trustees including:
 - a) the names of the trustees present at the meeting;
 - b) the decisions made at the meetings; and
 - c) where appropriate the reasons for the decisions.

27. Accounts, Annual Report, Annual Return

The trustees must comply with the Charities Act 1993 with regard to:

- a) the keeping of accounting records for the association;
- b) the preparation of annual statements of account to the Annual General Meeting;
- c) the preparation of an Annual Report;
- d) the preparation of an Annual Return.

28. Property

(1) The trustees must ensure the title to all investments held by or on behalf of the association, is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees.

(2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the association.

(3) The trustees may remove the holding trustees at any time.

29. Repair and insurance

The trustees must keep in repair and ensure to their full value against fire and other usual risks all the buildings of the association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

30. Notices

(1) Any notice required by this constitution to be given to or by any person must be:
in writing; or
given using electronic communications.

(2) The organisation may give any notice to a member either:
personally; or
by sending it by post in a prepaid envelope addressed to the member at his or her address; or
by leaving it at the address of the member; or
by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the association.

(4) A member present in person at any meeting of the association 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 in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- c) A notice shall be deemed to be given forty-eight hours after the envelope containing it was posted or, in the case of an electronic communication, forty-eight hours after it was sent.

31. Rules.

- (1) The trustees 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 of the association (including the admission of organisations to membership) 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 conduct of members of the association in relation to one another, and to the organisation's employees and volunteers;
 - c) the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
 - d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
 - e) the keeping and authenticating of records. (If regulations made under this clause permit records of the association to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
 - f) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The association in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the association.
- (5) The rules or bye-laws shall be binding on all members of the organisation. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this

constitution.

32. Disputes

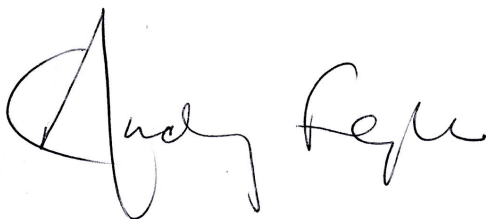
If a dispute arises between members of the association about the validity or propriety or anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting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

33. Interpretation

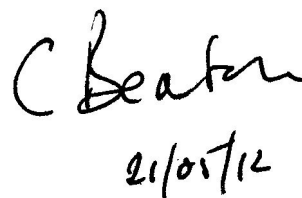
In this constitution “connected person” means:

- (1) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (2) the spouse or civil-partner of the trustee or of any person falling within paragraph (1) above;
- (3) a person carrying on business in partnership with the trustee or with any person falling within paragraph (1) or (2) above;
- (4) an institution which is controlled:
 - a) by the trustee or any connected person falling within paragraph (1), (2) or (3) above; or
 - b) by two or more persons falling within sub-paragraph (4)(a) when taken together;
- (5) a body corporate in which:
 - a) the trustee or any connected person falling within paragraphs (1) to (3) has a substantial interest;
 - b) two or more persons falling within sub-paragraph (5)(a) who, when taken together, have a substantial interest.
- (6) Paragraphs (2) to (4) of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this clause.

Signatures to the constitution as amended 21st May 2012



OSB Co-Chair



OSB Secretary