**The Rules and Constitution of  
The Edinburgh Horror Festival**

**1.** **Name and legal form of the Charity:**

The name of the Charity is “**The Edinburgh Horror Festival**”.

The form of the Charity will be an unincorporated Trust and will act in accordance with all definitions and requirements pertaining thereto as required by the Charities and Trustees Investment (Scotland) Act 2005.

**2. Object(s) of the Charity:**

The object(s) of the Charity are as follows:

To identify, develop and promote opportunities to bring artists, writers, performers and musicians together to encourage sharing, learning and support between local people of all backgrounds and abilities;

To provide facilities for arts, film, performance, culture and music-based activities which develop local people and give rise to sharing, learning and support;

To provide such other means of support to arts, film, performance, culture and music-based activities which enhance sharing, learning and support between local people as may be within the gift of the Charity from time to time including in the form of fundraising activities, charitable sponsorship and donations.

To partner with similar organisations in furtherance of the aforementioned objects within the local community.

**3. Trusteeship**

Any person aged 18 or over shall be eligible to be a Trustee.

The signatories to these Rules are the Trustees of the Charity.

An applicant for Trusteeship must submit a signed and dated application form to the Secretary stating:

(a). the applicant's name, address and date of birth;

(b). that the applicant has been given and has read a copy of these Rules, supports the object(s) of the Charity and agrees to be bound by the Rules immediately upon admission to Trusteeship;

(c). the applicant's consent to the holding of relevant data in accordance with relevant legislation at the time.

Until an applicant is approved for Trusteeship, he/she is not entitled to the benefits of the Charity or bound to its liabilities.

The Executive Committee, or any sub-committee to which the Executive Committee delegate such power, decides all applications for Trusteeship.

**4. Officers and their Duties**

The Charity has the following Officers, who are elected by the Trustees for one year terms:

Chairman - Who chairs all General Meetings and all Executive Committee meetings when present.

Secretary - Who is responsible for the keeping of all books and records of the Charity, including the Trustees' Register (containing the name and address of every Trustee and such other contact details as the Trustee supplies) and the taking of minutes of all General Meetings and Executive Committee meetings.

Treasurer - Who ensures that the financial affairs of the Charity are kept in good order and that annual accounts and a financial report are submitted to the Executive Committee for it to place before the Trustees at the Annual General Meeting.

A trustee may occupy one of these Offices.

**5. Executive Committee**

The day-to-day running of the Charity is under the control of the Executive Committee which consists of:

The trustees of the Charity

A quorum for Executive Committee meetings is 3.

The Trustees present will elect a chair for that meeting whenever the Chairman is not present.

Minutes of Executive Committee meetings must be taken and made available to all Charity Trustees.

The Executive Committee has the following powers and responsibilities:

Supervision and direction of the day to day running of the Charity.

Preparation and presentation to the Annual General Meeting of a written annual on the Charity and its activities (annexing the annual accounts and the Treasurer's financial report).

Appointment of sub-committees or appointees to whom it may delegate powers and duties on such terms as the Executive Committee thinks appropriate.

**6. Financial year, accounts and auditors**

The Charities financial year runs to the 28th of January. An income and expenditure account must be made for that year and the balance sheet struck at that date – all monies accrued beyond the requirements of normal expenses must be reinvested in the furtherance of the Charities objects and may not be attributed as profits.

An independent audit firm will be elected by the Trustees as Auditors for one-year terms and will audit the annual accounts and will provide such recommendations as are conducive to the compliant and appropriate running of a Charitable organisation.

**7. Re-election and further terms of office**

Trustees are always eligible for re-election for further terms as Officers or members of the Executive Committee.

**8. Trusteeship** **Liabilities**

Trustee’s are jointly and severally liable for ensuring that the basic costs of the Charity are met on time and that the Charity acts at all times in accordance with its objects and statutory requirements.

The total number of Trustees is limited to 4 Trustees at any one time

**9. Power to appoint Trustees**

Any person who is proposed and approved for Trusteeship by the Trustees at the annual general meeting will become a Trustee for one year on whatever terms and with whatever rights that the Trustees may decide, and at the end of each year the Trustees will consider re-approval.

**10. Renewal**

Trusteeship is automatically continued each year unless:

(a). The Trustee resigns, in which case the Trustee is released from their liabilities to the Charity;

(b). The Trustee fails to cover their liabilities to the Charity and no instalment plan is agreed, wherein the Trustee is treated as having resigned unless deemed otherwise by a majority vote of the remaining Trustee’s;

**11. Resignation from Trusteeship**

A Trustee may resign at any time by notice in writing to the Secretary. On receiving the notice the Secretary will immediately remove that Trustee from the Trustees' Register, which terminates Trusteeship.

The resigning Trustee is not entitled to any return or rebate of monies paid to the Charity following resignation unless agreed by a majority vote of the remaining Trustee’s.

**12. Disciplinary offences**

Any Trustee who is in serious or persistent breach of these Rules or who otherwise acts in a way which in the opinion of the Executive Committee is seriously or persistently inappropriate for a Trustee of this Charity may be disciplined as set out in the Disciplinary Regulations in Annex 1.

**13. Effect of resignation, expulsion or death**

All rights and interests in the Charity and its property cease immediately on termination of Trusteeship by resignation, expulsion or death.

**14. General Meetings of Trustees**

Annual General Meeting: An annual general meeting of all Trustees must be held in February each year (or, failing that, as soon as possible thereafter) and called by the Secretary on 14 days' written notice to the Trustees stating the date, time and place of the meeting, and the business to be conducted. The business will include:

(a). presentation and summary explanation by the Treasurer of (a) the Charity's annual accounts for the financial year last ended and (b) a budget for the Charity's current financial year for approval of the Trustees (if they so decide);

(b). consideration of the Executive Committee's annual report;

(c). election of Officers, Trustees of the Executive Committee and Auditors; and

(d). such resolutions as are stated in the notice of the meeting.

Special General Meeting: At any time the Executive Committee or any 2 Trustees may by a joint written notice request the Secretary to call a meeting of Trustees and the Secretary must then a call a Special General Meeting on no less than 21 days' written notice to all Trustees stating the date, time and place of the meeting, and the business to be conducted.

The quorum for for the Annual General Meeting and any Special General Meeting is 3 or at least 50% of voting Trustees, whichever is larger.

The voting Trustees present elect a chair for any general meeting whenever the Charity Chair is not present.

Minutes of the General Meetings must be taken and made available to all Trustees.

**15. Notices**

Any notice required or allowed to be given to any Trustee under these Rules is validly given if: (i) sent by post to that Trustee's address in the Trustee's Register (in which case it is deemed given to the Trustee 2 days after posting); or (ii) given to him personally; or (iii) sent by email or fax to that Trustee's email address or fax number in the Trustees' Register.

Any notice required or allowed to be given by any Trustee to the Secretary under these Rules is validly given if sent by post, email or fax to the Secretary at the postal address, email or fax number most recently notified to Trustees by the Secretary. It is deemed given when actually received at that address, email or fax number.

**16. Resolutions and voting**

Resolutions and other decisions at all General Meetings, Executive Committee or any sub-committee meetings are passed and made if so voted by a majority of those Trustees present and voting when the vote is taken.

Voting may at the discretion of the Chair be undertaken by show of hands, by ballot or by show of hands followed by ballot.

**17. Charity Funds and Property**

All property of the Charity including money is to be held and used by the Trustees for the benefit of the Charity only.

All financial transactions will occur on a cashless basis.

The Charity will use a bank account for the processing of all monies to and from the Charity.

The Trustees will hold and use the Charity's property in accordance with all lawful directions of the Executive Committee.

**18. Employment and Other Contracts**

The Charity may engage employees on such terms as the Executive Committee decides.

All contracts of employment will be made by Trustees and will state that the Trustees are the employers on behalf of the Charity for the time being.

All other contracts between the Charity and any other person are made by the Trustees as agents for the Trustees unless the Executive Committee instead authorises any one or more of the Officers or other Trustees of the Executive Committee to enter into a contract as agent for the Trustees.

**19. Indemnities and limitation of liability**

Full indemnity out of the Charity funds is given to:

(a). Trustees against all payments and other liabilities properly incurred by them as Trustees;

(b). Officers and other Trustees of the Executive Committee against all payments and other liabilities properly incurred by them in the exercise of their duties or powers for the Charity.

(c). Every Trustee, Officer, or other Trustee entering into any contract on behalf of the Trustees against all payments and other liabilities incurred by them in connection with that contract

The liability of Trustees, Officers or other Trustees entering into any contract for the Charity and the liability of any Trustees on whose behalf the contract is made is limited to the assets of the Charity.

The limit of each Trustees indemnity given to Trustees, Officers or other Trustees in any calendar year in relation to any contracts entered into by them or liabilities incurred in connection with the Charity are limited by the financial position of the Charity itself, specifically in being able to cover its own basic expenses in the continuation of its activities first.

**20. Legal Proceedings**

No Trustees, Officers or Trustees shall be bound to bring or defend any actual or prospective claim or proceedings or incur any actual or prospective liability for legal costs (including any legal costs that may be payable to another party) unless they are first satisfied that they shall be sufficiently indemnified or otherwise protected against having to pay such costs and any other judgment against them (except as to the extent of one year's Trusteeship subscription) in one or more of the following ways:

(a). indemnity out of the Charity's assets;

(b). personal indemnities from some or all of the Trustees;

(c). legal expenses insurance;

(d). non-payment of sums due to the Charity.

On a Trustee being given a written notice of demand by the Secretary for payment of any sum already due from that Trustee to the Charity, failure to pay that sum in full within 14 days (or such longer period as may be specified in the notice) is a serious breach of the Rules which may be disciplined in accordance with these Rules save to the extent that there will be no appeal from a decision of the Executive Committee.

**21. Borrowing and charges**

The Executive Committee may borrow money if authorised by a resolution of the Trustees in general meeting and on the terms authorised in that resolution.

The Trustees shall make such dispositions of Charity property and enter into such agreements as the Executive Committee directs for the giving of security for such borrowing.

All Trustees whether or not voting on such resolution, and all Trustees joining the Charity after the passing of such resolution are to be taken to have assented to the resolution as if they had voted in favour.

**22. Amendment of the Rules**

These Rules may be amended by a resolution in a General Meeting passed by strictly more than 50% of the Trustees with all Trustees required to vote.

**23. Dissolution**

The Charity may be dissolved by a resolution passed by strictly more than 50% of the Trustees present when the vote is taken but only if there are at least 50% of all Trustees voting in favour of the resolution.

The resolution takes effect immediately unless it expressly states that it is to take effect on a specified date not more than 4 weeks later.

As soon as the resolution takes effect the Executive Committee must divide the remaining Charity liabilities among the Trustees equally before settling them within 28 days. For these purposes the Executive Committee may decide on the sale or other realisation of Charity property as it thinks fit.

Assets belonging to the Charity beyond its settled liabilities in such circumstances will be divided among the Trustees as the Trustees see fit and appropriate.

All Trustees are jointly and severally liable for the remaining liabilities of the Charity following agreement of intention to Dissolve.

**24. Headings**

The headings to these Rules are for ease of reference only and are not to be taken into account in their interpretation.

*Adopted this................. day of....................... 20.....*

Signed (with name and address printed):

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Signature of Chair

Address of Chair:

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Signature of Secretary

Address of Secretary:  
  
  
  
  
  
  
  
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Signature of Treasurer

Address of Treasurer:

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Trustee

Address:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Trustee

Address:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Trustee

Address:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  
Trustee

Address:

**Annex 1**

**Disciplinary Committee**

Any Trustee who is in serious or persistent breach of the Rules or who otherwise acts in a way which in the opinion of the Executive Committee is seriously or persistently inappropriate for a Trustee of the Charity may be required by the Executive Committee to attend for a hearing before it to explain his or her conduct.

The Secretary will notify the Trustee in writing at least 14 days before the hearing of:

the date, time and place of the hearing;

the conduct alleged to:

be a serious or persistent breach of the Rules, specifying which rule or rules; or

be seriously or persistently inappropriate for a Trustee of the Charity

the available penalty or penalties.

The Trustee may respond in writing to the Executive Committee and will also in any case be given a fair opportunity at the oral hearing to refute, explain or excuse his conduct and to say why he or she should not be penalised or what penalty is appropriate for any proven allegation.

The procedure to be adopted for the oral hearing will be entirely at the discretion of the Executive Committee.

The Trustee does not have any right to be represented at the oral hearing (by a lawyer or otherwise) but it will be at the discretion of the Executive Committee as to whether the Trustee is allowed to have such representation.

There will be no oral hearing in any matter if either:

the Trustee waives his or her right to an oral hearing or

the Executive Committee resolves, and writes to the Trustee stating, that it is not considering suspension or expulsion and that consequently in the circumstances an oral hearing is not proportionate.

If the Executive Committee finds any allegation to be proven on the facts it may:

impose a fine of not more than £50;

suspend the Trustee from some or all rights and/or benefits of Trusteeship for a period or periods determined by the Executive Committee, with or without conditions; or

expel the Trustee with immediate effect.

The decision as to whether any allegation is established, and the appropriate penalty must be made and notified to the Trustee on the day the hearing is concluded or the following day. The decision must also be made known to the other Trustees by noticeboard or newsletter within a reasonable time following the decision.