



# CONSTITUTION

Adopted on: April 10, 2022

## **Section 1: Name**

The Club will be known as CLOWNS INTERNATIONAL, (Hereinafter will be referred to as CI),  
Established 1950.

## **Section 2: AIMS AND OBJECTIVES**

CI will elevate and advance the Art of Clowning through education, development, and promotion.

- Education –could include quarterly workshop, in person or online.
- Development – Increasing skills for committee and members, increased membership, foster links between similar organisations, networking.
- Promotion –Public Relations that elevates the positivity of the Art of Clowning not CI nor individuals.

## **Section 3: MEMBERSHIP**

To ensure all present and future members receive fair and equal treatment, all members are subject to the regulations of the Constitution, and by joining CI will be deemed to have accepted these regulations. Any person, who is interested in the art of clowning, pays a stipulated membership fee, and meets the uniform conditions of membership shall be eligible for membership of CI. Membership of CI is not transferable. CI is an equal opportunities club not discriminating on the grounds of sex, race, or creed, and is non-profit making and non-political.

Membership fees will be set annually at the Annual General Meeting (AGM). Any member seeking to hold office in CI must be 18 years of age or older. *Refer to the Child protection document that applies for members up to the 18<sup>th</sup> birthday.*

Classifications of membership are designated and defined as follows:

- 1.) Regular Full Membership shall be for persons aged eighteen (18) to and including sixty-four (64). Such persons shall be entitled to all individual benefits, be eligible to vote, participate in all activities of CI. Individuals must be at least eighteen (18) years of age to hold office.
- 2.) Senior Membership shall be for persons aged sixty-five (65) and over. Such persons shall be entitled to all individual benefits, be eligible to vote, hold office and participate in all activities of CI.
- 3.) Junior (ages 6-15). Members in this category of limited membership are not eligible to vote and not eligible to hold office. They are entitled to receive the Joey publication. If a member in this category chooses to attend a CI event, the following limitations apply:

- a. A Junior member shall be accompanied by a parent or legal guardian or an adult who is assuming full responsibility for the junior member.
- b. An adult other than the parent or legal guardian who is assuming responsibility for the junior member shall provide to CI a written consent form signed by the parent or legal guardian authorizing said adult to assume full responsibility for this junior member.
- 5.) Friend of Clowns (FOC) are non-clowns. Members in this category are of limited membership and not eligible to vote. FOC maybe utilised if willing to assist at CI events or business.
- 6.) Honorary Membership (Presidents, Vice Presidents or Life members) Awards may be granted to persons who have contributed to CI by a method of improvement or involvement. This membership requires that the applicant be recommended and approved by the Management Committee. There may be a maximum of one membership per year, awarded on behalf of the Committee. Such individual shall be entitled to all individual benefits of CI, be eligible to vote, hold office, and participate in all activities of the Club.

**Section 4: Duration. Termination and Suspension of Membership:**

All rights and privileges of a member shall cease upon the termination or suspension of membership.

- 1.) Membership in CI shall terminate by death, voluntary withdrawal, or failure to timely pay annual dues.
  - a. Voluntary withdrawal from membership may be accomplished by giving written notice of withdrawal to the Membership Secretary.
  - b. The memberships of those who fail to pay their annual membership dues within sixty(60) days from the date they are due shall terminate automatically as of the sixty-first (61st) date after the due date.
- 2.) For cause, and upon reasonable written notice, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of Membership shall be violation of the Constitution or any rule or practice duly adopted by CI or any other conduct prejudicial to its interests. Suspension or expulsion shall be by majority vote of a quorum of the Committee.

**Section 5: Voting:**

Each member shall have one vote upon each matter submitted to a vote at a regular Annual General Meeting (AGM) of the membership, the On-line ballot or mail-in ballot for Constitution changes and election of officers. Only members in good standing, eighteen (18) years or over shall vote.

**Section 6: Committee:**

The Committee is composed of those Officials of the Club elected by a vote of the membership. All positions will be voted in for a two (2) year term and expected to complete their term. Any person seeking to run for office must now be and consecutively have been a member in good standing for more than one year. Anyone wanting to run for the Chairperson is required to hold another committee position for one term to be eligible. Two members of the same household are unable to hold positions on the Management Committee at the same time or only receive one vote between the two. Two members of a household may be on the Management Committee at the same time under extenuating circumstances with the approval from the Management Committee. The Management Committee must contain at least 4 members from the UK unless there are extenuating circumstances.

The following officers will be elected by the annual vote ballot as described below:

- |                                    |                            |
|------------------------------------|----------------------------|
| <b>Voted in Even Years</b>         | <b>Voted in Odd Years</b>  |
| <b>1. Chairperson</b>              | <b>1. Vice Chairperson</b> |
| <b>2. Membership Secretary</b>     | <b>2. Secretary</b>        |
| <b>3. Education Officer</b>        | <b>3. Treasurer</b>        |
| <b>4. Public Relations Officer</b> |                            |

## **Appointed Officers Selected by the Management Committee**

**President** -Chosen as an outstanding performer/well known in the community.

**Ambassador** – Chosen for their knowledge & promotion of CI and be an outstanding contributor.

**Standing Committee Chairs are elected and may vote at Committee meetings.** They may co-opt additional people to help on the sub-committees. Those members are only eligible to vote at sub-committee meetings. Certain positions are required to have knowledge and skills to complete their tasks.

**Friends of Clowns**

**Events (Grimaldi, conferences, festivals etc)**

**Publication**

**Website**

**Social Media**

**Awards**

**The Clowns' Gallery Limited Representative** is a Non-Voting Committee Member

**The Clowns' Benevolent Fund Limited Representative** is a Non-Voting Committee Member

## **Section 7: Election and Appointment of Officials:**

Only one elected or appointed Management Committee position can be held at one time by any one official. Management Committee includes Chairperson, Vice Chairperson, Secretary, Membership Secretary, Treasurer, Education Officer and Public Relations Officers. Incumbents in all elected positions will be limited to terms of four (4) consecutive years, (two (2) consecutive terms of office). However, situations may arise which would require waiving this requirement. Should this be the case, the Management Committee can waive the term of four (4) consecutive years if it proves to be in the best interest of the members of CI. Waiving this requirement should be held to a minimum and not become the rule. Other members may be co-opted onto the Committee by the Officers to undertake a standing committee or other work as necessary for the benefit of the Club. The co-opted members may vote at sub-committee meetings.

It is expected that upon accepting a position it is fulfilled for the complete term. Vacancies in any office except the Chairperson may be filled for the balance of the term thereof by a Management Committee appointment. Any resignations must be in writing to the Secretary. A vacancy in the office of Chairperson shall be filled by the Vice Chairperson for the unexpired term.

## **Section 8: Removal of Officials and Vacancy:**

Elected or Appointed Officials of CI may be removed from office by the affirmative vote of at least two thirds of the Management Committee members. Upon the removal, death, resignation, or lack of qualifications of any official, the Management Committee members shall fill the vacancy as soon as practical by an affirmative two thirds vote. Any Official may be removed from office for any acts or omissions which involve moral turpitude, unlawful acts, fraud, improper conflict of interest, breach of fiduciary duty, dereliction of responsibilities as determined by the Management Committee as well as loyalty to the Club, violation of the Constitution rules, regulations or omissions which bring the club into disrepute.

## **Section 9: Powers of Elected Officials:**

The Club powers, property and affairs shall be exercised, conducted, and controlled by the Elected and Appointed Officials that sit on the Management Committee. These Officials shall have all the powers of the

management of the affairs and property of the Club which shall be consistent with law, including but not limited to the power to sell, lease, mortgage or dispose of any real property; to establish, approve, and review all matters involving administrative policies, programmes, and transactions; to instruct and counsel the officers of the club; to review and approve periodic statements of fiscal operations and the annual budget; and to exercise all other powers necessary or incidental to the operation and best interest of the Club.

### **Section 10: Management and Quorum**

The Club will be managed by the Management Committee. Additional members may be co-opted on to the Committee by the Chairperson as necessary to undertake any specific sub-committee or project work and must be voted on for approval from the Management Committee.

The Management Committee will meet at the request of the Chairperson through the Secretary and will meet no less than three times a year.

Meetings can be attended by committee members either in person or by electronic means where available. All elected members should attend in person at least once per term (here meaning a year of office) where possible.

The Quorum required business to be carried out at Management Committee meetings will consist of at least three (3) elected officers.

#### **In all instances the Chairperson will retain the casting vote**

The Management Committee will have powers to appoint sub-committees and appoint advisers to the Committee as necessary to fulfil its business.

### **Section 11: Financial**

All the Club's monies will be banked in an account held in the name of Clowns International. Any cheque drawn against the Club's funds should bear the signatures of any two of four authorised officers- Chairman, Vice-Chairman, Treasurer and Secretary in accordance with the Bank Mandate. In extenuating circumstances, should any of the senior officers not reside in the UK, the signing authority can be another Elected Management Committee Member. The Club's Treasurer will be responsible for all finances of CI. The financial year of the Club will end on 31 December.

A verified Statement of Annual account will be presented by the Treasurer at the Annual General Meeting following the end of the financial year.

The income and property of the club shall be applied solely towards the objects of Clowns International as set forth in this Constitution, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Club. Members or servants of the Club are eligible for the repayment of out-of-pocket expenses for the purpose of CI business. Any unusual item of expenditure must be authorised by a majority vote of the Committee.

### **Section 12 Annual General Meeting (AGM)**

The AGM should be held every 12 months unless otherwise advised, wherever possible and no later than 18 months.

Notice of such a Meeting will be given at least 28 clear days beforehand by the Club's Secretary to all members and will include: The Agenda, Reports from all the Elected Offices, The Financial Accounts, and Reports on Agenda items.

Members who are unable to attend have the right to pass their comments on to the Secretary for consideration at a Meeting.

Postal / email votes for matters to be voted upon at AGM are subject to the Club's Regulations of the Constitution:

- i) The Member being fully paid up and applying to the Secretary not less than 14 clear days from the date of the AGM.
- ii) The Member supplying a stamped addressed envelope for Postal Voting.
- iii) If using email, then the email address must be known by the secretary and have been verified as genuine for at least 3 months prior to voting.
- iv) The voting slip is returned, fully and correctly completed to the Secretary not less than 7 clear days before the AGM.
- v) Should the Member, after voting by post or email, subsequently attend the AGM, the Member must inform the Secretary of his/her presence, and the postal / email vote withdrawn. Failure to do so will result in the Member's vote being made null and void for that year.

Agenda items requiring a vote at an AGM will be passed only if there is a two-thirds majority, obtained by members' present and valid postal / email votes.

Nominations for a particular post of the Management Committee should be received by the Secretary 2 calendar months prior to the Annual General Meeting. In the absence of a particular nomination, that post may be nominated from "the floor".

Elections of Officers will take place at the AGM.

All members over the age of eighteen (18) years have the right to vote at the AGM. The Quorum for an AGM will consist of 3 elected officers and 15% or 11 members of the current voting membership whichever is the greatest. For the purposes of a quorum, members who attend by live electronic means will be considered present.

### **Section 13: Extraordinary General Meetings**

The Management Committee has the right to call Extraordinary General Meetings in addition to the AGM. The procedure for an Extraordinary General Meeting will be as for an AGM but its Quorum being: 3 elected officers and 15% or 11 members of the current voting membership whichever is the greatest. Members also have the right to call an Extraordinary General Meeting. The written request of 15% or more of the Full Membership is required in order for the Management Committee to call an Extraordinary Meeting. The procedure and Quorum for such an Extraordinary Meeting will be as for an AGM. Should the Management Committee agree to call such a Meeting, only the proposed subject may be discussed at that Meeting.

Postal and email votes for matters to be voted upon at Extraordinary Meetings are subject to the Club's Constitution.

### **Section: 14: Disciplinary Matters and Appeals**

**British Legislation is followed by the Club and only British Litigation accepted in any legal dispute.**

All concerns, allegations or reports of inappropriate behaviour will be noted and responded to swiftly and appropriately in accordance with the Club's Constitution.

All complaints regarding the behaviour of members will be presented and submitted in writing to the Secretary. The Management Committee will meet to hear complaints as soon as practical.

The Chairperson has the right to suspend a member pending the next meeting to be held. The member being suspended must be told as soon as practically possible in writing (regardless of whether they respond) of the suspension.

The outcome of the complaint hearing will be made known in writing as soon as possible to the person who made the complaint and the member against whom the complaint was made.

There will be a right of appeal to the Management Committee following any decision announced. The appeal will be considered by the Committee as soon as possible after receiving due notice.

### **Section 15 Ownership of Property:**

All information, documents, records, electronic data, addresses, legal, financial, contractual, or business nature in the possession of Elected or Appointed Officers are the property of Clowns International. At the conclusion of the term of office of each Elected or Appointed Officer of the Association, these documents shall be returned to the Clowns International or the next incumbent at the direction of the Chairperson.

### **Section 16: Honorary, Designated Appointments and Awards**

The Honorary President shall be elected at an AGM for a term of 5 years but may be re-elected at the end of such term.

Vice-President Awards are for the life of the member unless revoked or surrendered.

The Club's President and Vice-Presidents have the right to attend Committee Meetings and receive minutes. No voting power on the Committee, they may vote as a regular member at AGM.

A representative of The Clowns' Gallery Ltd and The Clowns' Benevolent Fund Ltd will also be regarded as a non-voting member of the Committee.

Members wishing to propose any member for an honorary position (such as Honorary President, Honorary Vice-President, Fellows of CI, or Honorary Life Member) must make such a proposal in writing to the CI Committee at least four weeks prior to the AGM. The Committee will then bring their recommendation to the AGM.

### **Section 17: Amendments to the Constitution**

This Constitution shall not be amended, repealed, or altered in whole or in part except by a two-thirds majority vote of the Members casting a vote during the AGM or Extraordinary General Meeting voting process, provided that the Procedures are adhered to.

### **Section 18: Dissolution**

A resolution to dissolve the Club can be passed only at an Annual General Meeting or Extraordinary General Meeting by a two-thirds majority of all members present or with valid postal and email votes.

In the event of dissolution, any assets of the Club that remain after satisfying all debts and liabilities will be transferred to another club with similar objectives to those of Clowns International.