

# CONSTITUTION OF OPEN MORRIS

Adopted:	Open Morris AGM, 12 <sup>th</sup> November 2016
Amended:	Open Morris AGM, 18 <sup>th</sup> November 2018
Amended:	Open Morris AGM, 3 <sup>rd</sup> November 2019
Amended:	Open Morris AGM, 29 <sup>th</sup> November 2020
Amended:	Open Morris AGM, 20 <sup>th</sup> November 2022

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## Definition of Terms

In Open Morris documents:

- a) **OM** means Open Morris;
  - b) **OM Members** means Individual Members, Life Members and Member Sides;
  - c) **All of OM** means Individual Members, Life Members, Honorary Members, Member Sides, and OM Officials;
  - d) **member** means any person who is an **OM Member** or who belongs to a Member Side;
  - e) **Member Eligible to Vote** means Individual Members after five years of continuous Individual Membership; Life Members; and Member Sides through their Nominated Representatives.
  - f) **Member Sides** include UK, non-UK, and Associate Member Sides
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## 1) NAME

The association will be known as Open Morris.

## 2) AIMS AND PRINCIPLES

- a) OM is an association to which all morris sides and interested persons are equally welcome to apply for membership.
- b) OM encourages
  - i. enjoyment in and of morris dancing; and
  - ii. a high standard of performance.
- c) OM will facilitate and encourage **members** to:
  - i. research and record morris dancing and its associated music, both historic and contemporary;
  - ii. collate and share that information and knowledge;
  - iii. organise workshops.
- d) OM will support morris-related projects, especially those involving young **members**, and may offer appropriate bursaries.
- e) OM will communicate with other relevant bodies, for example: The Morris Ring, The Morris Federation and The English Folk Dance and Song Society.
- f) Subject to the terms of this Constitution, OM will not accept or support any proposal that will interfere with the internal policies or practices of any Member Side.

## 3) MEMBERSHIP

- a) Membership is open to morris sides and individuals.
- b) Membership requires acceptance of and compliance with the Constitution of OM, and failure to do so may result in membership being rescinded and

cancellation of Public Liability Insurance.

- c) An Annual General Meeting (AGM) may agree a proposal from an Officer or an **OM Member** to grant a person Life Membership (for a significant contribution to OM over several years as a **member**), or Honorary Membership (for a significant contribution to morris dancing or to OM), and such memberships will be subscription-free for life.
- d) **All of OM** will keep the Membership Secretary informed of their email address and contact details, and to that end, each Member Side will nominate one of their **members** to be their designated OM Contact.
- e) OM welcomes non-UK and Associate Member Sides but those Member Sides are not covered by OM Public Liability Insurance and the published subscription rate reflects this.
- f) Junior Sides are those where the majority of members are aged 21 or under. They benefit from a lower subscription rate and are covered by OM Public Liability Insurance.

#### 4) OFFICERS OF OM

- a) The five Officers of OM are elected at the AGM each year and are:
  - i. Chair;
  - ii. Secretary;
  - iii. Treasurer;
  - iv. Membership Secretary;
  - v. Web Officer.
- b) Without good cause accepted by an AGM, an Officer is deemed to have resigned if they fail to attend two consecutive AGMs and/or EGMs in person.

#### 5) THE COMMITTEE

- a) The Committee comprises the five Elected Officers.
- b) The Committee may invite any **member** to be a co-opted member and to contribute to Committee discussions.
- c) Subject to this Constitution and decisions taken at AGMs and EGMs, the Committee has full executive power and authority to take any action necessary to conduct OM affairs between AGMs and EGMs on condition that any such action is agreed by the majority of Officers in writing including by email.
- d) Only the elected Officers are eligible to vote on executive action by the Committee.

#### 6) AREA REPRESENTATIVES

The Committee will allocate each **OM Member** and Honorary Member to appropriate areas of the UK and will seek to appoint a **member** to each area as an Area Representative.

#### 7) OFFICIALS OF OM

- a) The Officials of OM are the Officers plus the co-opted members plus the Area Representatives.
- b) Co-opted members and Area Representatives will act under the direction of the Committee and within their terms of reference as set out by the Committee and/ or an AGM.
- c) Before or during an AGM or EGM, any Officer may nominate a **member** as a substitute to speak and vote as directed by the Officer on their behalf in their absence.

d) Officials will be invited to participate in Committee discussions.

## 8) SUBCOMMITTEES

The Committee may seek and nominate any **members** to create any subcommittee(s) thought appropriate, which will work to the terms of reference set out by the Committee and/or an AGM.

## 9) ANNUAL GENERAL MEETING (AGM)

- a) An AGM will be held each year between 9 and 15 calendar months after the previous AGM and generally in November.
- b) Representatives from the other morris organisations will be invited to attend as Observers.
- c) At appropriate times before an AGM, as detailed in the Secretary's Guide, the Secretary will email to **All of OM** and post on the OM website:
  - i. a Notice of AGM to inform members of the date and time and details of the venue, together with a request for members to submit Motions and Officer Nominations, and the deadlines for submissions.
  - ii. a Provisional AGM Agenda together with Motions to be debated and a request for members to submit Amendments.
- d) Subsequently, the Secretary will email to **All of OM** the finalised AGM Agenda together with the Treasurer's Report, the Motions and Amendments to Motions to be debated, and post on the OM website the finalised AGM Agenda.

## 10) EXTRAORDINARY GENERAL MEETING (EGM)

- a) The Committee will organise an EGM if a written request together with the EGM Motion or Motions to be debated is submitted to the Secretary:
  - i. by the majority of Officers; or
  - ii. jointly by a group of **OM Members** to include no fewer than two-thirds of the total number of Member Sides.
- b) An EGM will be held within **twelve weeks** of receipt of the request.
- c) At appropriate times before an EGM, as detailed in the Secretary's Guide, the Secretary will email to **All of OM** and post on the OM website a Notice of EGM, and a Provisional EGM Agenda to inform **members** of the date and time, details of the venue, the Motion/s to be debated, and deadline for submissions.
- d) Subsequently, the Secretary will email to **All of OM** and post on the OM website the finalised EGM Agenda.

## 11) MOTIONS FOR AGM OR EGM

- a) A Motion or Amendment to a Motion must be submitted to the Secretary in writing, and may be submitted –
  - i. by one **OM Member** and seconded by another **OM Member** one of whom must be a Member Side; or
  - ii. by the Committee with the approval of the majority of Officers.
- b) A Motion or Amendment to a Motion will be accepted for debate and published with the AGM or EGM Agenda if submitted to the Secretary by the appropriate deadline.
- c) After the appropriate deadline –
  - i. a Motion may be submitted up to 48 hrs before AGM; and
  - ii. an Amendment to a Motion may be submitted at any time including during AGM

- or EGM; however
- iii. the Chair of OM or the Chairperson of the Meeting has discretion to reject any such late Motion or Amendment.
  - d) If the Committee deem that a Motion or an Amendment to a Motion does not comply with the rules of this Constitution, then with approval of a majority of the Officers the proposer will be asked to revise it; and the revised version will not be accepted without approval of a majority of the Officers.
  - e) If adopted, a Motion or Amendment to a Motion will take immediate effect.
  - f) Exceptions regarding Constitution Motions are set out in Rule 23, and exceptions regarding Motions for the dissolution of OM are set out in Rule 24.

## 12) VOTING RIGHTS AT MEETINGS

- a) a Member Side may nominate one of their **members** as their Nominated Representative at a meeting. The Nominated Representative may speak and vote according to the wishes of that member side..
- b) For avoidance of doubt, an Individual Member retains any accrued voting rights if granted Honorary Membership.

## 13) VOTING AT MEETINGS

- a) No person is entitled to cast more than one vote when a vote is called on a Motion or an Amendment or a Nomination at a Meeting.
- b) An Election, Motion or Amendment to a Motion Vote will only be adopted if it receives a number of votes in favour greater than the number of votes against. In case of a tie, the Chair will have a casting vote.
- c) A Constitution Motion or an Amendment to a Constitution Motion Vote will only be adopted if it receives a number of votes in favour no fewer than two-thirds of the total votes cast.
- d) Voting on every Election, Constitution Motion and Ordinary Motion will be available to every **Member Eligible to Vote**. Voting will be conducted using an online system. Voting for each Election, Constitution Motion and Ordinary Motion will open 14 days in advance of the AGM and will be closed by the Chair at appropriate points during the meeting. The results will be available shortly after closing and will be read out by the Chair, and verified by independent tellers.

## 14) ELECTION OF OFFICERS

- a) The Officers are elected each year at the AGM and may be re-elected.
- b) Any **member** is eligible for nomination and election as an Officer.
- c) Each nomination must be proposed by one **OM Member** and seconded by another **OM Member**, and at least **one** of those two must be a Member Side and neither may be the candidate.
- d) Nominations must be submitted by the deadline stated in the AGM Notice and no nominations will be accepted after that deadline for any reason.
- e) If more than one nomination is received a secret ballot will be held at the AGM and the candidate will be declared elected who receives a number of votes greater than the number of votes received by any other candidate.
- f) If only one nomination is received, a secret ballot will be held at the AGM **for** and **against** the candidate and they will be declared elected if they receive a number of votes for greater than the number of votes **against**.
- g) If **no** nomination is received by the deadline, or **no** candidate is elected, or if a post is vacated for any reason between AGMs, the remaining Committee will seek a **member** to volunteer and with the agreement of a majority of the Officers that person will be appointed as Acting Postholder to hold office until the next AGM.

## 15) QUORUM AT AGM AND EGM

- a) In order to open an AGM or EGM, there must be no fewer than three Officers or Officer substitutes or Acting Postholders in attendance **and** at least two of those three must be elected Officers in person.
- b) The quorum for an AGM or EGM is attendance by Nominated Representatives from the greater of:
  - i. **ten** Member Sides; or
  - ii. **ten per cent** (rounded up to the nearest whole number) of the total number of Member Sides.

## 16) INQUORATE AGM OR EGM

- a) If 15(a) is satisfied in order to open an AGM or EGM but there are too few Nominated Representatives present for the Meeting to be quorate, an AGM or EGM will become a Discussion Meeting (DM).
- b) The DM will follow the published Agenda as closely as possible, and will be minuted.
- c) The DM will be conducted as though it were an AGM or EGM; **except that**
  - i. no voting can take place; and
  - ii. Officers will continue in post unless they wish to stand down.
- d) The Committee will subsequently arrange for an EGM to be held within three months of the date of the DM.

## 17) CONDUCT OF BUSINESS AT MEETINGS.

- a) The Chairperson of a Meeting will be the Chair of OM, or failing that a person nominated and agreed by a majority of the Officers.
- b) The Chairperson will conduct business at a Meeting, and all comments will be made through the Chairperson.
- c) Each Member Side may nominate any of their **members** as Delegates to speak on behalf of the Side at Meetings, and the Chairperson may invite the Observers from the other morris organisations to speak at an AGM; but Delegates and Observers are not entitled to vote unless they are also a **Member Eligible to Vote**.
- d) If any item or matter cannot be resolved at any point during a Meeting:
  - i. that item or matter will be referred back to the Committee; and
  - ii. the Meeting will continue with the next item on the Agenda.
- e) As soon as possible and no later than **eight weeks** after a Meeting, the Secretary will write to **All of OM** with the Minutes to be agreed at the next AGM, and a copy will be posted on the website.

## 18) FINANCIAL MATTERS

- a) The funds of OM will be kept in an account opened in the name of Open Morris at a Bank, and:
  - i. at least **three** Officials of OM will be bank account signatories, two of whom must be Chair and Treasurer.
  - ii. a payment or transfer from the account will be under the signature of no fewer than **two** of those signatories;
  - iii. a payment or transfer from the account will only be made by cheque or by internet bank transfer;
  - iv. no cheques with a blank payee name will be signed;
  - v. no person in OM has authority to borrow money from or overdraw an OM

- Bank Account;
- vi. no signatory to a payment or transfer may have any personal interest in that payment or transfer;
  - vii. the OM Treasurer and any other Officials of OM who are bank account signatories may access the OM bank account electronically to view the account.
- b) The financial year will be 1<sup>st</sup> September to 31<sup>st</sup> August each year.
  - c) The Treasurer:
    - i. will be responsible for the proper administration of OM's financial affairs and will do so in accordance with the Constitution of OM and such instructions as may be given by the Committee or an AGM from time to time; and
    - ii. will ensure that a Financial Statement and an Independent Reviewer's Report are prepared for each AGM.
  - d) Annually at each AGM, an appropriate and competent person will be appointed as Independent Reviewer. That person may be a lay person, may be a **member**, may be re-appointed; and
    - i. that person will review the accounts at the end of the financial year prior to the next AGM and give a wholly independent opinion about them; and
    - ii. their comments and queries will be made available to **OM Members** at the AGM.

## 19) SUBSCRIPTIONS

- a) Following consultation with the Committee, subscriptions for membership for the coming year will be proposed by the Treasurer at each AGM, and once agreed will be posted on the website.
- b) The Subscription year for Open Morris will be from 26th January to 25th January each year.

## 20) JOINT MORRIS ORGANISATIONS

The Committee will send OM Officials as Representatives to attend meetings of the Joint Morris Organisations (JMOs).

## 21) COMPLAINTS

If a complaint arises from the general public or from within OM, the Committee will deal with it via the Complaints Policy and Procedure as posted on the website.

## 22) EQUALITY AND DISCRIMINATION

- a) OM believes that every person has a right to be free from intimidation, harassment, abuse, fear, bullying and prejudice.
- b) OM adheres to the principles of any current equality legislation and gives help and support to **All of OM** to enable them to meet their statutory obligations.
- c) The OM Equality Policy forms part of the OM Constitution and makes clear how OM will support equality. It is published on the OM website. It is the responsibility of the OM Committee to review the Equality Policy and its impact on other OM documents every 3 years, or sooner if necessary, to take account of changes in the law.
- d) **All of OM** are to comply with the OM Equality Policy.

## 23) AMENDMENTS TO THIS CONSTITUTION

- a) This Constitution will only be amended following adoption of a "Constitution

- Motion” at an AGM or EGM.
- b) A Constitution Motion or an Amendment to a Constitution Motion must be submitted to the Secretary in writing, and may be submitted –
    - i. by the Committee with the approval of the majority of Officers; or
    - ii. jointly by a group of **OM Members** to include no fewer than **one-fifth** of the total number of Member Sides.
  - c) A Constitution Motion will be dealt with in the same way as any other AGM or EGM Motion; except that:
    - i. a Constitution Motion or an Amendment to a Constitution Motion will only be accepted if submitted by the appropriate deadline, and will be published together with the AGM Agenda.
  - d) If adopted, a Constitution Motion or an Amendment to a Constitution Motion will take immediate effect.

## 24) DISSOLUTION OF OPEN MORRIS

- a) Dissolution of OM will only occur if agreed at a Dissolution General Meeting (DGM).
- b) A DGM will be called if proposed by:
  - i. the majority of Officers; or
  - ii. jointly by a group of **OM Members** to include no fewer than **two-thirds** of the total number of Member Sides.
- c) If a DGM is proposed, the Committee will prepare an Assets Motion to include viable procedures for payment of all outstanding liabilities, and disposal and/or distribution of remaining assets.
- d) Amendments to the Assets Motion may be proposed and seconded by **OM Members** at any time before or during the DGM.
- e) A DGM will be organised and run as though it were an EGM except that:
  - i. the quorum for a DGM is attendance by Nominated Representatives from at least **two-thirds** of the total number of Member Sides;
  - ii. the Committee will arrange for Dissolution of OM if no fewer than **two-thirds** of the total number of votes cast at the DGM are in favour of Dissolution; and
  - iii. the Assets Motion will be declared adopted if it receives a number of votes in favour greater than the number of votes against.
- f) As soon as possible after the DGM, the Committee will take appropriate action as agreed in the Assets Motion.

## 25) DATA PROTECTION

The Open Morris policy regarding the collection and processing of personal and other data is set out in the “OM Privacy Statement for Members”, which is available in the documents section of the Open Morris website to read and download.

## 26) ADMINISTRATIVE ARRANGEMENTS

- a) The documents below are not part of the Constitution and are saved as separate documents available on the OM website.
- b) The Secretary's Guide may be modified from time to time with approval of the Committee or by agreement at an AGM or EGM.
- c) The following documents will only be modified by agreement at an AGM or EGM:
  - i. CHAIR'S GUIDE
  - ii. TERMS OF REFERENCE AND ROLES FOR COMMITTEE MEMBERS
  - iii. TREASURER'S GUIDE
  - iv. COMPLAINTS POLICY AND PROCEDURE
- d) The Committee may at times create additional Policy and Procedural documents.