

WIGTOWN FESTIVAL COMPANY

Bye Laws for the conduct of the Company, as authorised by Section 90 of the Company's Articles.

Trustees

Number

The number of Trustees shall not be less than three and not more than fifteen, although the Trustees may decide to appoint additional Trustees for a particular purpose if required.

Quorum

The quorum for Trustees meetings shall be five.

Appointment

The Trustees may appoint new Trustees. Any Trustee so appointed must have their appointment confirmed by ordinary resolution of the members at the next AGM. 'The Board confirms that it is vital to have Trustees with strong links to Wigtown and the WFC operating area (Local Trustees). The Board recognises that Wigtown and the WFC operating area is the main centre for the WFC activities and the home of The Wigtown Book Festival itself. All vacancies for new Trustees must be advertised locally and having regard to the policies of diversity and equality wherever possible Local Trustees with the required skills should be appointed. It is agreed that there must in any event be Local Trustees on the Board at all times and the Board must use reasonable endeavours to approve a sufficient number of Local Trustees for election on to the Board to provide informal Trustee support to the Board and senior staff, to reflect the main geographical area of the company's activities and to demonstrate ongoing local involvement ('The Link Requirement').

The Board recognises that a Trustees link to Wigtown and the WFC operating area may take many forms and The Board will have regard to The Link Requirement when considering the approval of Local Trustees.

Retirement of Trustees

No member of the board shall serve more than two consecutive three year terms except at the invitation of The Chair. The Chair may invite a Trustee to stand for re-election for an Extended Period of up to three years. The length of the Extended Period (if any) would be at The Chairs discretion. The appointment would require the approval of the Board and election by the members in the normal way.

No Trustee may be elected to serve more than nine consecutive years unless in special circumstances and by majority vote of The Board.

Appointment of Chair and Vice-Chair

The Trustees shall appoint one of the Trustees as Chair and another as Vice-Chair, who will normally serve for three years. They may then stand for re-election for a further term of three years and on completion of two three-year terms will retire, although they may remain as Trustees.

Appointment of Treasurer and Secretary

The Trustees shall appoint a person to act as Treasurer and/or Secretary of the Company. There is no fixed term for these two appointments, which can be reviewed by the Trustees at any time.

Signing Powers

The Trustees may delegate the power to sign cheques and other documents on behalf of the Board, provided they are always signed by two authorised persons who shall not be connected, as defined by the Charities & Trustees Investment (Scotland) Act 2005. The Secretary will keep a record of those authorised to sign cheques on behalf of the Trustees.

Members

Trustees

All Trustees will become members of the Company unless they do not wish to.

Volunteers

All volunteers on the Company's volunteer register will be invited to become members, while they remain on the volunteer register.

Membership Fee

Trustees and volunteers will not be required to pay a fee for membership. Other applicants for membership may be asked to pay a fee, the amount to be fixed by the Trustees from time to time, to cover administration costs.