



Fanderson Constitution

2022 version

The original 2014 Constitution was created and adopted by the members of the Fanderson committee on 22nd March 2014. Amendments will be approved by the Fanderson membership (see 10 Annual General Meetings and 17 Alterations to the Constitution).

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Amendments in this 2022 version:

Typographical and grammatical changes to correct errors or for overall clarity:

- changing instances of "Gerry Anderson" to 'Gerry and Sylvia Anderson', as appropriate
- replacing "objects" with 'Objects', as appropriate
- replacing "where" with 'in which', as appropriate
- Roman numerals replaced with Arabic for clarity (eg, 6eii becomes 6.5.2)

Minor amendments to items 3, 6, 7l (now 7.9), 10b (now 12.2)

Notable amendments:

- Terminology section added
- sub-item 6g moved to become Terminology section 2, and remaining sub-items under 6 resequenced accordingly
- sub-item 9a added, and remaining sub-items under 9 resequenced accordingly
- sub-items 9c and 9d merged (now 9.4)
- sub-item 9h simplified (now 9.8)
- sub-item 12.1.5 added
- Items 14 and 15 renumbered to 10 and 11 (respectively), and all subsequent items resequenced accordingly
- Item 17a simplified (now 17.1), as notice periods are already specified in items 14 and 15
- Item 18a split into two separate sub-items (now 18.1 and 18.2)

TERMINOLOGY

1. "Member", "club member", "current member" or "Fanderson member" refers to those with an active Fanderson membership (ie, they have been sent the most recent issue of FAB magazine)
2. "Members of good standing" refers to those Fanderson members paying subscriptions continuously for two calendar years, unless specified otherwise (therefore excludes Committee Members (except those seeking re-election), Life Members and Friends of Fanderson (who do not pay a membership subscription)).
3. In all instances, male gender references are used for simplicity but may be commuted to any other legitimate gender.

1 Name

The name of the Society is Fanderson, The Official Gerry And Sylvia Anderson Appreciation Society, hereinafter referred to as "Fanderson", "the society" or "the club".

2 Administration

Subject to the matters set out below Fanderson and its property shall be administered, managed and governed in accordance with this Constitution by the members of the Committee, constituted by clause 7 of this constitution ("the Committee").

3 Society Status

Fanderson was started in 1981 at the request of Gerry Anderson and ITC (Independent Television Corporation, the development and merchandise rights of its productions which now belong to ITV plc). ITC wanted that all existing Gerry Anderson appreciation societies/fan groups/organisations should merge into one, to which they would provide support (other than financial). Our status as 'the official Gerry Anderson appreciation society' was established by both ITC and Gerry Anderson himself at the inaugural meeting on 20th August 1981. Sylvia Anderson's name was added posthumously, with the agreement of her family, alongside Gerry's in 2016.

Fanderson is a not-for-profit unincorporated membership society managed by a voluntary, unpaid Committee of its members. The society, its name, intellectual property, membership data, archive of materials and any and all other property may not in any way be converted, bought, sold or otherwise transmuted from said not-for-profit society status, other than to become a registered charity or upon dissolution (see 18 Dissolution).

4 Objects

Fanderson's Objects ("the Objects") are:

- 1) to provide an environment in which members can receive information about Gerry and Sylvia Anderson productions (nominally the society's magazine, FAB) and to which they contribute
- 2) to provide an environment in which members can share information about Gerry and Sylvia Anderson productions and their own connected interests (nominally the society's online Forum)
- 3) to provide an environment in which non-members can share information about Gerry and Sylvia Anderson and their own connected interests (nominally the society's online Forum and other social media)
- 4) to produce merchandise for its members to buy
- 5) to arrange gatherings where fans of Gerry and Sylvia Anderson productions can meet
- 6) to assist copyright holders of Gerry and Sylvia Anderson productions with all reasonable requests, where possible
- 7) to maintain an archive of materials used in the Gerry and Sylvia Anderson productions, and make these available to the society's members in ways that the Committee deem appropriate and proper
- 8) to further such charitable purpose or purposes as the Committee in their absolute discretion shall think fit but in particular through the making of grants and donations

5 Powers

In furtherance of the Objects but not otherwise the Committee may exercise the following:

- 1) power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law
- 2) power subject to any consents required by law to borrow money and to charge all or part of the property of Fanderson with repayment of the money so borrowed
- 3) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the Objects, on the understanding that said staff will make their own arrangements for payment of applicable tax, national insurance and pension provision
- 4) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them
- 5) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects
- 6) power to appoint and constitute such advisory committees as the Committee may think fit
- 7) power to promote or carry out research

- 8) power to provide advice
- 9) power to publish or distribute information
- 10) power to co-operate with other bodies
- 11) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use
- 12) power to make grants or loans of money and to give guarantees
- 13) power to set aside funds for special purposes or as reserves against future expenditure
- 14) power to deposit or invest funds in any manner
- 15) power to insure members of the Committee against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the member concerned knew that (or was reckless whether) the act or omission was a breach of trust or breach of duty
- 16) power to enter into contracts to provide services to or on behalf of other bodies
- 17) power to pay the costs of forming the Association
- 18) power to do all such other lawful things as are necessary for the achievement of the Objects

6 Membership

- 1) Membership of Fanderson shall be open to anyone who subscribes to (and is interested in furthering) the Objects of Fanderson
- 2) Fanderson may only charge members in return for goods and services, but may opt to offer goods and services free of charge to non-members as appropriate
- 3) No individual shall be excluded from membership of Fanderson or de-barred from any official capacity on the Committee on the grounds of any of the protected characteristics defined by the UK Equality Act 2010 (age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex)
- 4) Members shall pay a (nominally annual) subscription fee as determined by the Committee
- 5) Members can nominate fellow members for the Committee to consider offering either of two special membership titles:
 - 1) Friend of Fanderson for those members who are actively working in furthering the Objects
 - 2) Life Member for persons who have made a considerable contribution to the society over a protracted period of time.
- 6) In both instances membership will be free of charge, although Friends of Fanderson are required to confirm their acceptance each year.
- 7) Every member shall have one vote
- 8) Membership will expire automatically with the publication of the last club magazine of said member's membership.
- 9) The Committee has the power to terminate the membership of any individual, provided that the decision of the Committee (with the exception of (i) the individual concerned if a member of the Committee and (ii) any member of the Committee making or connected with the complaint against the individual) is unanimous both as to the termination and as to there being good reason for it, and provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend if desired, before a final decision is made

7 Committee

- 1) The management of Fanderson, including the control of finances, shall be in the hands of a Committee of not less than five members nor more than twelve members and those positions must include a Chair, Treasurer and Secretary (a list of current job descriptions is at Appendix 1).
- 2) Committee members must be Fanderson members of at least two consecutive years' membership.
- 3) All Committee positions shall be advertised, suitable candidates interviewed, and elected by the rest of the Committee.
- 4) Every Committee member must sign the Declaration at the end of this Constitution before they are eligible to vote at any meeting of the Committee
- 5) The proceedings of the Committee shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member
- 6) Nobody shall be appointed as a member of the Committee who is aged under 18 or who would, if appointed, be disqualified under the provisions of clause 8.
- 7) Single samples of merchandise produced by Fanderson Sales will usually be offered to Committee members at cost price, to be paid for upon receipt. Subsequent items will be made available at a price set by the Sales Administrator, and some less expensive items may be given to Committee members free of charge, at the discretion of the Sales Administrator.
- 8) Whilst representing Fanderson in an official capacity, all items (including monies) donated by third parties are deemed to be Club property unless explicitly given to the individual concerned. In this instance a written statement to this effect, signed by both the donor and recipient, must be provided.
- 9) All official correspondence that states, or appears to state, some form of Club policy or standpoint must be reviewed by the Committee and approved by the Chairman before it is sent. Correspondence offering a personal opinion must not be on headed stationery or signed off with the Committee member's position.
- 10) Upon leaving the Committee, all Fanderson property will be returned to the Committee within one calendar month.

8 Committee Members not to be personally interested

- 1) No member of the Committee shall acquire any interest in property belonging to Fanderson (otherwise than as a trustee for Fanderson) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by Committee
- 2) The income and property of Fanderson whencesoever derived shall be applied solely towards promoting the Objects of Fanderson as set forth above and no portion thereof shall be paid or transferred either directly or indirectly to any member except in payment of legitimate expenses incurred on behalf of Fanderson
- 3) Any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or his firm when instructed by the other members of the Committee to act in a professional capacity on behalf of Fanderson: provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his own instruction or remuneration, or that of his firm, is under discussion

9 Official Meetings and proceedings of the Committee

- 1) Committee meetings, Annual General Meetings and Extraordinary General Meetings may be conducted by virtual (online/telephone means), as appropriate, but in all instances will be conducted formally as per face-to-face meetings. Virtual meetings must be arranged in such a way as to offer the greatest attendance, as far as is reasonably practicable.
- 2) The Committee shall hold three ordinary meetings each year. An Extraordinary Committee Meeting may be called at any time by the Chairman or by any two members of the Committee upon not less than seven days' notice being given to the other members of the Committee of the matters to be discussed

- 3) The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting, the Secretary or Treasurer will chair the meeting, and this must be agreed before any other business is transacted
- 4) The Committee may invite guests, members of Fanderson and other interested individuals or organizations to attend meetings but they may not vote
- 5) Where members of Fanderson or other visitors are present at a meeting, the Chairman may declare part of the meeting closed to such visitors who will be asked to leave for that portion of the meeting
- 6) There shall be a quorum when at least one third of the number of voting members of the Committee for the time being or five voting members of the Committee, whichever is the greater, are present at a meeting
- 7) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question, but in the case of equality of votes the Chairman of the meeting shall have a second or casting vote
- 8) The secretary shall keep minutes of the proceedings at Official Meetings, and shall ensure that these are stored safely and available for inspection as required
- 9) The Committee may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution
- 10) The Committee may appoint one or more sub-committees consisting of one or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee

10 Annual General Meetings

- 1) All members will be invited to an Annual General Meeting, which will take place within three months of the end of each financial year.
- 2) Members must confirm their intention to attend, so that appropriate premises can be determined (as required) and voting arrangements made.
- 3) All the members of Fanderson shall be entitled to attend and vote at the AGM, and via a proxy provided to a Committee member if they are unable to attend. Motions shall be carried by the majority in favour vote of all members eligible to vote
- 4) The Chairman shall act as Chairman at General Meetings. If the Chairman is absent, the Secretary or Treasurer will chair the meeting, and this must be agreed before any other business is transacted
- 5) At an AGM the members:
 - 1) will receive the reports of the Committee on Fanderson's activities and accounts during the previous financial year and since the end of that financial year
 - 2) will elect Committee members to replace those retiring from office
 - 3) will appoint an auditor or independent examiner for Fanderson where required
 - 4) may confer on any individual, with his or her consent, the honorary title of President of Fanderson
 - 5) may discuss any other business, as requested by members in writing to the Chairman or Secretary by the given date, announced as part of the AGM notice

11 Extraordinary General Meetings

- 1) The Committee may call an Extraordinary General Meeting of Fanderson at any time.
- 2) Any member of Fanderson may request such a meeting provided it:
 - 1) is in writing to the Chairman or Secretary, stating the business to be considered
 - 2) is supported by at least fifty members of at least one year's good standing (or 5% of members of at least one year's good standing, whichever is the greater)
 - 3) provides at least 28 days' notice
- 3) Although the purpose of an EGM may vary, operational requirements for a quorum, meeting notice and structure etc are as for an Annual General Meeting

12 Termination of Membership of Committee

- 1) A member of the Committee shall cease to hold office if he:
 - 1) is disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), if Fanderson is registered as a charity
 - 2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs
 - 3) is absent without the permission of the Committee from all their meetings held within a period of nine months and the Committee resolve that his or her office be vacated
 - 4) notifies to the Committee a wish to resign (but only if at least five members of the Committee will remain in office when the resignation is to take effect)
 - 5) is dismissed by the remaining Committee, following an appropriate investigation/hearing.
- 2) Any member of at least two year's good standing may propose a vote of no confidence in any Committee member.
 - 1) The proposal should be made in writing to the Chairman or Secretary, and must be supported by at least fifty members of at least one year's good standing (or 5% of members of at least one year's good standing, whichever is the greater) for the proposal to be carried and a vote subsequently held. The list of members supporting the proposal must contain sufficient information for its validity to be checked against the membership database
 - 2) If the proposal is successful a vote will be carried out in the manner determined by the Committee at that time to elect a new Committee member, should one be proposed as part of the no confidence proposal
 - 3) Until such time as a new Committee member is elected, the incumbent may continue to perform his/her duties, or they may be temporarily taken on by another member at the discretion of the Committee
- 3) No one person may be Chairman continuously for more than five calendar years. At such point that the Chairman resigns (or after five years' service, whichever is the lesser):
 - 1) the Committee will make the resignation and application process known to the membership by all reasonable means
 - 2) Members may propose other members of at least two year's good standing (including the incumbent Chairman and current committee members), in writing to the Secretary
 - 3) All members will be given the opportunity to vote (in person or by proxy) to elect a new Chairman at the next Annual General Meeting, in the manner determined by the Committee at that time
 - 4) Until such time as a new Chairman is elected, the Secretary will perform the Chairman's duties, or the incumbent may be asked to continue to perform his/her duties at the discretion of the Committee

The incumbent and his/her successor will arrange a suitable handover period, by mutual agreement, to ensure the continued smooth running of the society.

13 Accounts

The financial year shall run 1st January to 31st December each year and the Treasurer will follow best practice by:

- 1) the keeping of accounting records for Fanderson
- 2) the preparation of annual statements of account for Fanderson
- 3) receiving donations, grants in aid and financial guarantees.

The financial accounts shall be audited or examined to the extent required by legislation or, if there is no such requirement, scrutinized by a person who is independent of the Committee and then submitted to the members in a matter determined as appropriate by the Committee.

Additionally, if Fanderson is registered as a charity the Committee shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 4) the transmission of the statements of account, annual report and annual return of Fanderson to the Commission

14 Receipts and expenditure

- 1) The funds of Fanderson, including all subscriptions, donations, contributions and bequests, shall be paid into a banking account(s) including the name of Fanderson and withdrawals shall be authorised (by signature or otherwise) by two named Committee members.
- 2) The funds belonging to Fanderson shall be applied only in furthering the Objects (the society is not-for-profit)

15 Property

- 1) Subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to:
 - 1) all land held by or in trust for Fanderson which is not vested in the Official Custodian for Charities
and
 - 2) all investments held by or on behalf of Fanderson
be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at its pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of the Committee's members
- 2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of Fanderson, the Committee may permit any investments held by or in trust for Fanderson to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such

16 Notices

Any notice required to be served on any member of Fanderson shall be in writing and shall be served by the Secretary or the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting

17 Alterations to the Constitution

- 1) Subject to the following provisions of this clause the Constitution may be altered by a two-thirds majority of the members voting at an AGM or EGM.
- 2) The society, its name, intellectual property, membership data, archive of materials and any and all other property may not in any way be converted, bought, sold or otherwise transmuted from said not-for-profit society status, other than to become a registered charity or upon dissolution (see 18 Dissolution).

Additionally, if Fanderson is registered as a charity

- 3) no amendment may be made to clause 1 (the name of charity), clause 4 (Objects), clause 9 (Committee members not to be personally interested), clause 18 (Dissolution) or this clause without the prior consent in writing of the Charity Commissioners for England and Wales
- 4) No amendment may be made which would have the effect of making Fanderson cease to be a charity at law
- 5) The committee shall send the Charity Commissioners for England and Wales a copy of any amendment made under this clause

18 Dissolution

If the Committee decides that it is necessary or advisable to dissolve Fanderson:

- 1) It shall call an Extraordinary General Meeting to explain the situation and answer questions
- 2) Saleable assets will be offered for sale to members in a manner determined by the committee but which will give priority to those with the longest continuous membership.
- 3) After the payment of proper debts and liabilities any monies shall be used to refund any outstanding portion of members' subscriptions, as far as is possible out of said funds.
- 4) After this, any remaining monies will be donated to a charity of the Committee's choosing
- 5) Any other assets remaining (including non-saleable items, such as those from 'the Fanderson Archive') will be:
 - 1) offered to a not-for-profit or charitable institution or institutions having similar Objects to those of Fanderson and of the Committee's choosing, or if none suitable identified
 - 2) destroyed

Additionally, if Fanderson is registered as a charity

- 6) A copy of the statement of accounts, or account and statement, for the final accounting period of Fanderson must be sent to the Charity Commissioners for England and Wales.