

## **Constitution of the London 2014**

### **World Science Fiction Convention ("Worldcon")**

#### **1. Definitions**

Within this document:

- 1.1 "London 2014 Worldcon"** – Refers to the proposition to hold the 2014 World Science Fiction Convention ("**The Convention**") at the ExCeL Exhibition and Conference centre in London on the dates 14-18 August 2014 ("**The Dates**")
- 1.2 "The Bid"** – Refers to the process of bidding for the right to hold the Convention as allowed for under the rules of the World Science Fiction Society ("**WSFS**").
- 1.3 "The Subscribers"** - Refers to individuals who have paid the agreed subscription dues towards the start-up expenses and founding of the bid.
- 1.4 "The Bid Committee"** – Refers to the group of people appointed to run and operate the Bid, and to set up the Convention.
- 1.5 "The Company"** – Refers to the legally incorporated entity that shall be created as a vehicle for the financing and operation of the Convention.
- 1.6 "The Convention Board"** – Refers to the group of people appointed to administer the Convention and who once created will form the Board of Directors of the Company.
- 1.7 "The Convention Committee"** – Refers to the group of people appointed to operate the Convention at a senior level (Chairs, Chairs' Assistants and Advisors, Division Heads and Deputy Division Heads).
- 1.8 "The Board Chair"** – Refers to the individual appointed to chair the Convention Board and who will jointly chair the Convention with the Committee Chair, managing the administration and finances of the Convention.
- 1.9 "The Committee Chair"** – Refers to the individual appointed to chair the Convention Committee and who will jointly chair the Convention with the Board Chair, managing the operation of the Convention.
- 1.10 "The Convention Chairs"** – Refers to the Convention Board Chair and the Convention Committee Chair.
- 1.11 "In Writing"** – Refers to written communication, such as letters or emails which are addressed and sent to an individual.

## **2. Objective of the Convention Board**

The objectives and responsibilities of the Convention Board, in the event of the Bid having been successful, are as follows:

- 2.1** To appoint the Convention Chairs.
- 2.2** To ensure the proper and appropriate operation and administration of the Convention, through the oversight of the Convention Chairs.
- 2.3** To specify broad policies, aims and objectives for the Convention.
- 2.4** To ensure the financial resources of the convention, to approve its budget, and to handle the distribution of any remaining funds after the Convention is over.
- 2.5** To oversee the establishment of the Company.

## **3. Creation of the Convention Board**

- 3.1** The Convention Board shall come into being on 1<sup>st</sup> February 2012.
- 3.2** The initial membership of the Convention Board shall be those members of the Bid Committee, as of 31<sup>st</sup> January 2012, who wish to join the Board.

## **4. Composition and Officers of the Convention Board**

- 4.1** The Convention Board shall have a minimum of 5 members. If there are fewer than 5 members any decisions taken by the Board must be ratified by a majority vote of the Convention Committee.
- 4.2** The Convention Board shall elect, as a minimum, the following "Principal Officers" from amongst its number: **Board Chair; Committee Chair; Board Secretary.**
- 4.3** The Convention Board may create additional posts for Board Officers as it sees fit. All Board Officers shall be selected from amongst the membership of the Board.
- 4.4** All Board Officers, including the Principal Officers identified in Clause 4.2 above, shall be elected to serve until twelve months after the dates of the convention.
- 4.5** To be elected a Board Officer shall require a simple majority vote in favour by the whole Convention Board.

## **5. Convention Board Membership**

This section is concerned with the requirements for membership of, and the process for changes to, the membership of the Convention Board following its initial creation.

### **5.1 *Membership Requirements of the Convention Board***

All Convention Board members must meet the requirements, under UK law, to be a Director of a Limited Company. If a Convention Board member is unable to meet these requirements they must immediately resign from the Convention Board (See Clause 5.3).

### **5.2 *Appointment to the Convention Board***

Members may be appointed to the Convention Board if nominated by both Convention Chairs. Any appointment to the Convention Board requires a simple majority vote of the whole Convention Board to be ratified.

### **5.3 *Resignation from the Convention Board***

Resignations from the Convention Board must be delivered to the Board Secretary in writing and should give a minimum of 2 months' notice wherever possible.

### **5.4 *Ejection from the Convention Board***

A member of the Convention Board may be ejected from the Convention Board by a two-thirds majority vote of the whole Convention Board.

## **6. *Resignation of Convention Board Officers***

### **6.1 *General Procedure***

Resignations must be delivered to the Board Secretary in writing and should give a minimum of 2 months' notice if possible. The Board Secretary shall advise the Board Chair immediately on receiving notice of resignation. The Board Chair shall have the authority at their discretion to make an interim appointment to the vacated post until such time as the Board may elect a permanent replacement.

### **6.2 *Resignation of the Board Secretary***

Resignation of the Board Secretary shall follow the procedure described in Clause 6.1 excepting that the resignation shall be delivered to the Board Chair.

### **6.3 *Resignation of the Board Chair***

Resignation of the Board Chair must be delivered to the Board Secretary in writing and should give a minimum of 2 months' notice wherever possible. In the event of the Board Chair resigning, the Board Secretary shall call an Emergency Convention Board Meeting in accordance with Clause 8.5 to elect a new Board Chair.

## **7. Dismissal of Convention Board Officers**

- 7.1** The Convention Board may dismiss any Officer, including the Convention Chairs, where this is considered to be necessary.
- 7.2** A motion for Dismissal of an Officer shall be initiated by a written request to the Board Secretary signed by one-third of the Convention Board members. In the event that the motion is for the Dismissal of the Board Secretary, the request shall be submitted to the Board Chair.
- 7.3** The motion for Dismissal shall require a two-thirds majority vote of the whole Convention Board to come into effect.
- 7.4** The Dismissal of an Officer shall not automatically imply Ejection of that person from the Convention Board, which shall be subject to a separate vote detailed in Clause 5.4 above.
- 7.5** In the event of the Board and/or Committee Chairs being dismissed the Board Secretary shall call an Emergency Convention Board Meeting in accordance with Clause 8.5 to elect a new Board and/or Committee Chair.

## **8. Convention Board Meetings**

- 8.1** The Convention Board shall meet at least once a year.
- 8.2** The Board Secretary shall be responsible for calling Convention Board Meetings and for establishing their timing and location in agreement with the Convention Chairs.
- 8.3** A minimum of 6 weeks' notice of each Convention Board Meeting shall be given in writing by the Board Secretary to all Board members.
- 8.4** The Board Secretary will be responsible for issuing minutes of each meeting in written form. The minutes shall be distributed to all members of the Convention Board within 4 weeks of the meeting being held.
- 8.5** In addition to General Convention Board Meetings, an Emergency Convention Board Meeting may be called at any time. by any two Convention Board Members, by placing a request for such a meeting in writing with the Board Secretary, or if required by clauses 6.3 and 7.5 above.

The Board Secretary shall then arrange for the meeting to take place at the earliest opportunity. Reasonable facilities shall be put in place to enable all Convention Board Members to attend the meeting, in person or remotely; however the 6 week notice period specified in clause 8.3 above shall not apply.

An Emergency Convention Board Meeting shall only vote on those issues that required the meeting to be called.

## **9. Convention Board Quorum**

- 9.1** A Convention Board member may assign proxy voting rights to another person for a meeting. This person may not be an existing Convention Board Member, and no person may be assigned more than one proxy. Assignment of proxy rights must be notified in writing to the Board Secretary in advance of the start of the relevant meeting.
- 9.2** The quorum of the Convention Board for a Convention Board Meeting shall be one half plus one of all Convention Board Members, and at least one Convention Chair must be present. Proxy votes do not count towards the quorum.
- 9.3** The Convention Board meeting shall be chaired by the Board Chair, or in their absence by the Committee Chair.
- 9.4** Decisions of the Convention Board shall be made by a simple majority vote of any quorate Convention Board Meeting excepting as provided in Clause 9.5 below. The meeting chair shall hold a casting vote in the event of a tied vote.
- 9.5** Convention Board votes on Board Appointments (Clause 5.2 above), Board Ejections (Clause 5.4 above), Officer Elections (Clause 4.5 above), Officer Dismissals (Clause 7.3 above) and Constitution Amendments (Clause 11.1 below), require majorities of the whole board, not just those participating in the vote. Proxy votes do not count towards a vote of the whole.

These votes may be taken outside of Board Meetings when they will be undertaken by email or other written means to ensure the maximum level of consultation.

## **10. The Convention Committee**

- 10.1** The Committee Chair shall be supported by the Convention Committee and they shall be collectively responsible for the operation of the convention.
- 10.2** The initial members of the Convention Committee shall be the individuals appointed to be the Committee and Board Chairs.
- 10.3** Additional members of the Convention Committee, other than Deputy Division Heads, shall be appointed by the Committee Chair in consultation with the Board Chair.
- 10.4** Deputy Division Heads shall be appointed by their respective Division Heads, subject to the approval of the Committee Chair in consultation with the Board Chair.
- 10.5** Continued Convention Committee membership is at the discretion of the Convention Chairs.

## **11. Amendments**

- 11.1** This constitution may only be amended by a three fourths majority vote of the whole Convention Board. Any proposed amendments sent in writing to the Board Secretary and must be sent to all Board members 6 weeks in advance of the Convention Board vote.
- 11.2** Constitutional amendments shall come in to effect immediately following the approval vote.