



**THE ARTS
SOCIETY
RICHMOND**

CONSTITUTION AND RULES

OF

THE ARTS SOCIETY RICHMOND

1. NAME

The Society shall be called "The Arts Society Richmond".

2. OBJECTS

As a Member Society of the National Association of Decorative & Fine Arts Societies (NADFAS), the Society shall have as its objects the promotion and advancement of the aesthetic education of the public, the cultivation, appreciation and study of the decorative and fine arts, and the giving of aid to the preservation of our national artistic heritage for the benefit of the public.

3. POWERS

For the pursuit and fulfilment of the Society's objects its powers shall include the following.

- (a) To arrange lectures for Members of the Society.
- (b) To arrange study groups, tours and visits to private houses, museums, exhibitions and other places of interest for Members of the Society.
- (c) To arrange related activities of an educational character for children and other members of the public.
- (d) to arrange voluntary preservation and recording work by its Members in relation to the decorative and fine arts.
- (e) To purchase, take on lease, hire or otherwise acquire any real or personal property or premises including halls or lecture rooms and any rights, privileges or interests which the Society may think necessary for the promotion of the objects.
- (f) To subscribe, donate or guarantee money for any purpose connected with and calculated to advance the objects of the Society.
- (g) To raise and utilise funds for the furtherance of the objectives but without the power to pledge the personal liability of any Member for the repayment of any sums borrowed.
- (h) To undertake any lawful activities in fulfilment of the objects.

4 MEMBERSHIP

- (a) The Society shall have Ordinary Members and may have Honorary Members if the Committee so decides.
- (b) The Committee shall decide on the number and admission of Ordinary Members. A waiting list shall be maintained for those persons applying for Membership in excess of the permitted number of members.
- (c) Persons on the waiting list will be admitted to Membership in order of the date of application, but in exceptional circumstances priority may be given at the discretion of the Committee.

- (d) The Committee may elect Honorary Members who are distinguished in the decorative and fine arts or who have done valuable work for the Society. An Honorary Member may attend all meetings and events of the Society in the same manner as an Ordinary Member but shall not be liable to pay a subscription.

5. THE OFFICERS

- (a) The Officers of the Society shall be the Chairman, the Vice-Chairman, the Treasurer and the Secretary, all of whom shall be nominated annually by the Committee for election at the Annual General Meeting. Neither the Chairman nor the Vice-Chairman may hold office in such post for more than three consecutive years.

The Treasurer and the Secretary shall not normally hold office for more than three years but the Committee may extend this up to a maximum of five years to ensure a smooth transition of responsibilities.

- (b) **THE CHAIRMAN**

The Chairman, or in his/her absence an appointee of the Committee, shall preside at all General Meetings of the Society. The decision of the Chairman of the General Meeting upon any question of order, voting, adjournment of the Meeting or interpretation of the Rules of the Society shall be final. The Chairman of any Meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the Society. The Chairman shall attend and represent the Society at all NADFAS General Meetings, Area and National Meetings or appoint a deputy to attend.

- (c) **HONORARY OFFICERS**

The Committee may appoint Honorary Officers who shall be a President and no more than two Vice-Presidents in recognition of their services to the decorative and fine arts or to the Society. These appointments shall be for a period of five years. An Honorary Officer shall be entitled to all rights and privileges of Ordinary Members except the right to vote at General Meetings.

6. COMMITTEE

- (a) The Committee shall manage the affairs of the Society and administer its funds.
- (b) The Committee shall consist of not more than twelve Members including the Chairman, Vice-Chairman, Treasurer and Secretary.
- (c) Any Ordinary Member of the Society may propose or second Members for election to the Committee at the Annual General Meeting. Nominations must be given to the Secretary not less than 35 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election at the annual general meeting.
- (d) Committee Members will usually serve for three years and may serve for more than three years if elected from the Committee to be an Officer when they may serve a maximum of three years in each post with the possibility of extension as provided for in Rule 5(a)
- (e) Vacancies amongst the Committee during the year may be filled by the Committee. Persons so appointed shall hold office until the next Annual General Meeting after the appointment and shall be empowered to vote.

- (f) The Committee may co-opt up to four additional Members to the Committee. Co-opted Members shall have the right to attend and speak at Meetings of the Committee. Co-opted Members shall be appointed for a specific period not exceeding two years.
- (g) The Committee may appoint subcommittees accountable to it for such purposes as it determines.
- (h) The Committee may make regulations regarding the conduct of Meetings other than General Meetings, attendance of visitors, charges for visitors and otherwise for the regulation of the Society's affairs.
- (i) The Committee shall meet as required and not less than four times each year. A quorum shall consist of over one half of the number of the elected Members of the Committee one of whom should be an Officer.

7. FINANCE

- (a) The Society's financial year shall end on 30th June in every year.
- (b) An independent Financial Examiner shall be appointed at the Annual General Meeting, whose duties shall be to examine and report on the annual Accounts of the Society for submission to the Members.
- (c) The Committee shall authorise its Officers to arrange payment and reimbursement of expenditure on behalf of the Society. The funds of the Society shall be paid into current, deposit or investment accounts in the name of the Society with such banks, building societies or investment institutions as the Committee shall agree. Cheques and other instruments shall be signed by not less than two Officers or other signatories authorised by the Committee, provided always that one of the two persons signing cheques or other instruments shall be Chairman or Treasurer.
- (d) The income or property of the Society shall be applied solely towards the promotion of the objects of the Society and no portion of it may be paid or transferred directly or indirectly to any member of the Society except in payment of legitimate expenses incurred on behalf of the Society.

8. SUBSCRIPTION AND PAYMENTS

- (a) The subscription for Ordinary Members of the Society shall be a sum as may be determined by the Committee. The first payment shall be due on election to Membership and due annually on 31st July.
- (b) A Member whose subscription is not paid in full within 28 days of the due date shall thereupon cease to be entitled to rights and privileges of Membership but may at the discretion of the Committee be reinstated on payment of all arrears.
- (c) The Committee shall have power to charge an entrance fee for Membership of the Society, additional to a Member's subscription.
- (d) The Committee shall have power to charge an entrance fee for guests who attend lecture meetings.

- (e) The Society shall pay the NADFAS subscription for the calendar year no later than January of the subscription year.
- (f) Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable.

9. GENERAL MEETINGS

- (a) The Annual General Meeting shall be held at such time and place as shall be determined by the Committee. Written Notice, including the Agenda, the text and proposers and seconders of any Resolutions, shall be given 21 days before the meeting. The business of the Annual General Meeting shall be:
 - (i) To receive the examined Accounts of the Society and the Report thereon,
 - (ii) To receive the Committee's Report on the activities of the past year,
 - (iii) To elect Officers and Committee of the Society,
 - (iv) To elect an independent Financial Examiner of the Accounts of the Society,
 - (v) To consider any Resolutions of which due Notice has been given,
 - (v) informally to discuss any other business with the permission of the Chairman.
- (b) The election of Officers and of the Committee shall be by show of hands unless there are more candidates than there are vacancies to be filled, in which case the relevant election shall be by ballot of those present at the Meeting.
- (c) Except under Rule 9(b), voting shall be by a show of hands and by simple majority (abstentions, for the avoidance of doubt, not constituting a vote) save where the increased majority and/or majority of those present and entitled to vote is expressly required. In the event of equality of votes, the Chairman of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.
- (d) An Extraordinary General Meeting must be convened within 28 days at the request of the Committee or at least 20 Members of the Society. Resolutions to be considered must be in writing to the Secretary who will give all the Members 21 Days' written Notice of the Meeting, stating the time and place of the Meeting which shall be determined by the Chairman, and the text of the Resolutions.

10. RESOLUTIONS

Notice of Resolutions to be brought forward shall be given in writing to the Secretary at least 35 days prior to the holding of a General Meeting. Any such Resolution shall have been duly seconded and shall be set forth in the Agenda with the name of the proposer and seconder. Save with the consent of the Committee, a Resolution which does not comply with the foregoing may not be proposed at a General Meeting.

11. MEMBERS' ADDRESSES AND DATA PROTECTION ACT

- (a) Members shall notify any change of address to the Society.
- (b) Where the names and addresses and telephone numbers of Members are held in a computer or in any other format, these will only be used in relation to NADFAS or to other Societies, Areas or companies affiliated to NADFAS or the Society.

12. AMENDMENT OF CONSTITUTION AND RULES

These Rules may be amended by a written Resolution of which Notice has been given in accordance with Rule 9(a) and 9(d) passed at a General Meeting by at least two-thirds of the Members present and voting.

13. TERMINATION OF MEMBERSHIP OF THE SOCIETY

If the conduct or action of any Member shall, in the opinion of the Committee, be injurious to or inconsistent with the character, objects or interests of the Society, the Committee shall, if requested, grant the Member a hearing before it. If the complaint is upheld the Committee may request in writing such Member to resign. Any Member so requested who does not resign within one month from the date of such a written request shall cease to remain a Member of the Society.

14. WINDING UP OF THE SOCIETY

If a Resolution to wind up the affairs of the Society shall have been duly proposed and carried at a General Meeting (at which a representative of the NADFAS Trustee Board is present) by at least two-thirds of those present so much of the assets shall be realised as may be necessary to discharge liabilities of the Society and all the remaining assets shall be made over to such one or more charitable institutions or other associations having charitable status with objects similar to those of the Society as the Committee shall decide.

15. WITHDRAWAL FROM THE ASSOCIATION

- (a) A resolution to withdraw from the association shall be duly proposed and carried at a General Meeting at which a representative of the NADFAS Trustee Board is present by at least two-thirds of those present.
- (b) According to the Memorandum and Articles of Association of NADFAS, six months' previous written Notice must be given to NADFAS before a Member Society withdraws from NADFAS.
- (c) On withdrawal or termination of Membership by NADFAS, the Society shall cease to be entitled to the use of the NADFAS name and shall cease to be called the "Richmond and District Decorative and Fine Arts Society". The Society shall return to NADFAS all confidential documentation issued by NADFAS.

INTERPRETATION

In these rules where the context admits the masculine shall include the feminine and the singular shall include the plural and vice versa. The decision of the Committee upon any question of interpretation of these Rules shall be final and binding on all Members and guests of the Society, subject to the provisions of Rule 5(b) as to the General Meeting.