



Constitution & Rules

1 Name

This members' organisation shall be called "The Arts Society Ashtead" (hereafter "the Society") and shall, subject to Rule 15, be and remain an affiliated member society of The Arts Society (The Arts Society is the operating name for the National Association of Decorative and Fine Arts Societies (NADFAS)).

2 Objectives

The Society shall have as its objectives:

- (a) the promotion and advancement of the education of the public in the cultivation, appreciation and study of the arts; and
- (b) the conservation and preservation of the artistic heritage of the United Kingdom and other countries for the benefit of the public; and
- (c) the advancement of the arts, culture and heritage, in particular, but without limitation, the decorative and fine arts.

3 Powers

For the pursuit and fulfilment of the Society's objectives 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 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 objectives;
- (f) to subscribe, donate or guarantee money for any purpose connected with and calculated to advance the objectives 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; and
- (h) to undertake any other lawful activities in fulfilment of the objectives.

4 Membership

- (a) The Society shall have ordinary members (hereafter "Members") and may, in accordance with Rule 4(d), have Honorary Members if the Committee so decides.
- (b) From time to time the Committee shall decide on the number and timing of admission of Members bearing in mind the maximum permitted capacity of any venue used. A waiting list shall be maintained for those persons applying for Membership in excess of the permitted number of Members as determined by the Committee.

- (c) Persons on the waiting list will usually be admitted to Membership in strict 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 arts or who have done valuable work for the Society. An Honorary Member may attend all meetings and events of the Society. They shall have the same voting rights as Members but shall not be liable to pay a subscription or eligible to serve on the Committee.

However, for the avoidance of doubt, the Society shall pay to The Arts Society the same affiliation fee in respect of each Honorary Member as is due in respect of each Member.

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 other than in exceptional circumstances when the term may be extended by one year. The Treasurer and the Secretary shall not normally hold office for more than five years but where the Committee so proposes, it may invite the Membership to extend this period by re-electing the Officer concerned.

- (b) The Chairman

The Chairman, or in his absence/with his consent, an appointee of the Committee, shall preside at all General Meetings and Committee Meetings of the Society. The decision of the chairman of the General Meeting upon any question of order, voting, adjournment of the General 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 General Meetings of The Arts Society, 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 arts or to the Society. These appointments shall be for a period of five years and may be renewed for a further term or terms of five years with the approval of the Committee. An Honorary Officer shall be entitled to all the rights and privileges of Membership of the Society save that he shall not be eligible to serve on the Committee at the same time as being an Honorary Officer.

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 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 42 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- (d) No Committee Member shall normally serve for more than five years. However, subject to annual election by the membership, and with the approval of the other members of the Committee, this can be extended. A Member elected from the Committee to be an Officer may serve as such for a maximum of three or five years depending on the Officer post involved, with the possibility of extension as provided for in Rule 5 (a).
- (e) Casual vacancies amongst the Committee during the year may be filled by the Committee. Members so appointed shall hold office until the next Annual General Meeting after the appointment and shall be empowered to vote in Committee.
- (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 but not have the right to vote. 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 at least one half of the number of the elected Members of the Committee one of whom should be an Officer.
- (j) At each of its meetings the Committee shall, in respect of the next meeting of the Society, appoint an appropriate number of fire officers who shall have such responsibilities and carry out such duties as are assigned to them by the Committee in respect of such meeting.
- (k) At least once a year the Committee shall review its current policies on matters of risk and health and safety and shall also acquaint itself with the current insurance cover afforded by The Arts Society in respect of the Society's activities. Relevant details shall be posted on the Society's website.
- (l) From time to time the Committee shall review and, if deemed appropriate, propose amendments to these Rules in accordance with Rule 12.
- (m) Unless otherwise specified by these Rules, all decisions of the Committee shall be by majority vote of those present at any Committee meeting.

7 Finance

- (a) The Society's financial year shall end on 31 March, 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 membership.
- (c) The Committee shall authorise its Officers to arrange payment and re-imburement of expenditure on behalf of the Society. The funds of the Society will 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. Such accounts shall be operated principally online and by the Treasurer, subject always to such conditions and constraints as the Committee shall determine from time to time. Such conditions and constraints shall include that the Chairman of the Society shall also have full access to the account and that two other Committee members, (one of whom shall be the Secretary), shall have viewing access rights. The Chairman, Treasurer, Secretary and Visits Secretary shall be issued with Society debit cards. Cheques and other instruments may be signed by the Treasurer or other signatories authorised by the Committee, provided always that any cheque, other instrument, online or debit card transaction for more than seven hundred and fifty pounds shall require, as the case may be, two signatories or the prior written authorisation of at least two members of the Committee.
- (d) At each Committee Meeting the Treasurer shall present to the Committee details of the Society's bank balances and of its current and anticipated expenditure in such form and in such detail as shall be agreed from time to time between the Treasurer and the Chairman.
- (e) Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable. Payment methods shall be as determined from time to time by the Committee and may include online bank transfer and card payments via card reader.

8 Subscription

- (a) Membership subscriptions shall be such sum as may be determined by the Committee from time to time and shall include the affiliation fee due to The Arts Society in respect of the Member. The first payment shall be due on election to Membership and due annually by 1 March in every year. Whenever possible, payment shall be made by bank transfer, rather than by cheque.
- (b) A Member whose annual subscription is not paid in full by 31 March 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 Society will pay The Arts Society affiliation fee on or about 1st January of the calendar year for which it is due.

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 no later than 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 the 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; and
 - (vi) informally to discuss any other business with the permission of the chairman of the meeting.
- (b) The election of Officers and of the Committee shall be by a 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) The quorum for General Meetings shall be 25% of the Membership.
- (d) An Extraordinary General Meeting must be convened within 56 days of a request of the Committee or at least 35 Members of the Society. Resolutions to be considered must be given in writing to the Secretary, who will give all the Members and Honorary Members at least 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.
- (e) Subject to exceptions under Rules 9(b), 12 and 14, voting shall be by a show of hands and by simple majority (abstentions, for the avoidance of doubt, not constituting a vote). In the event of equality of votes, the chairman of the meeting shall cast an additional vote. Proxy voting shall not be permitted.
- (f) For the avoidance of doubt, the requirements of this Rule, and of any other as to the giving of written notice to Members, shall be deemed satisfied by the use of email or any other form of written electronic communication which the committee reasonably considers to be in common usage at the time, albeit that any member who has previously informed the Secretary that he or she wishes to receive notification via either hard copy or email shall be notified in the manner requested.

10 AGM Resolutions

Notice of Resolutions to be brought forward by Members shall be given in writing to the Secretary at least 42 days prior to the holding of an Annual General Meeting. Any such Resolution shall have been duly proposed and 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 an Annual General Meeting.

11 Data Protection

- (a) Members' and Honorary Members' details will be processed fairly and lawfully and in accordance with the Society's legitimate activities. Their names, email and postal addresses and telephone numbers are listed on their joining the Society. Any change of telephone number, postal or email address must be notified to the Secretary. For health and safety reasons, those going on visits or tours must provide their mobile telephone number (if any) whenever requested by the organiser.
- (b) Members' details will be disclosed to The Arts Society and to other Member Societies, Area, or organisations affiliated to The Arts Society or the Society.
- (c) The Society's policies on data protection shall be reviewed as necessary and at least once a year. Relevant details shall be posted on the Society's website.

12 Amendment of Constitution and Rules

These Rules may be amended by a written Resolution of which due Notice has been given in accordance with Rule 9(a) or 9(d) (as the case requires) 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 or Honorary Member shall, in the opinion of the Committee, be injurious to or inconsistent with the character, objectives 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. Where a complaint is upheld under this Rule no refund of subscription shall be due, irrespective of the manner of ceasing to be a Member.

14 Winding up 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 Arts Society Trustee Board has been invited to be present) by at least two-thirds of those present, so much of the assets shall be realised as may be necessary to discharge the liabilities of the Society and all the remaining assets shall be made over to such one or more institutions or other bodies having objectives similar to those of the Society as the Committee shall decide.

15 Withdrawal from The Arts Society

- (a) A representative of The Arts Society Trustee Board should be invited to a General Meeting at which withdrawal from The Arts Society is to be proposed.
- (b) In accordance with the Memorandum and Articles of Association of The Arts Society, six months' previous written notice must be given to The Arts Society before the Society withdraws its membership.
- (c) On withdrawal of membership of The Arts Society, the Society shall cease to be entitled to the use of The Arts Society name and shall cease to be called "The Arts Society Ashtead". The Society shall return to The Arts Society all confidential documentation issued by The Arts Society.

16 Interpretation

- (a) In these Rules, where in any calendar year a term of office would expire on a date other than that of the Annual General Meeting for that year, such term shall be deemed to expire on the date of the Annual General Meeting closest to such expiry date.
- (b) 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, Honorary Members and guests of the Society, subject to the provisions of Rule 5(b) as to the General Meeting.