

# THE ARTS SOCIETY BRISTOL

**Registered Charity No. 1015591** (Member Society of 'The Arts Society')

## CONSTITUTION

Adopted by Special Resolution at the Annual General meeting on 20 January 1992.  
Amended by Special Resolutions at Extraordinary General Meetings on 16  
November 1992, and 19 May 1997, and 19 January 2015, and September 25 2017,  
and at the AGM on January 8 2019.

### 1 TITLE

The Society shall be called THE ARTS SOCIETY BRISTOL and shall be a member of The Arts Society. (The Arts Society is the operating name for the National Association of Decorative and Fine Arts Societies (NADFAS)).

### 2 OBJECTS

The objects of the Society shall be to promote and advance the aesthetic education of the public and the cultivation and study of the Decorative and Fine Arts.

In furtherance of such objects but not otherwise the Society shall have the following powers:

(a) to arrange and provide for:-

- (i) lectures to members of the Society at monthly or other intervals;
- (ii) visits to private Houses, Museums, Collections, Exhibitions and other places of relevant interest;
- (iii) the formation of Study Groups, according to demand, on subjects of specific interest;
- (iv) the opportunity to take an active part in Conservation, Church Recording, Cataloguing and Guiding;
- (v) lectures by which an opportunity may be given to the public of becoming familiar with and appreciating the Decorative and Fine Arts;
- (vi) other ways as the Committee shall decide in support of the Arts and Conservation.

(b) to promote and carry out, or assist in promoting and carrying out, research, surveys and investigations and to publish the useful results thereof.

(c) to arrange and provide for and join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.

(d) to raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise Provided that the Society shall not undertake permanent trading activities in raising funds for the said objects.

(e) to do all such other lawful things as are necessary for the attainment of the said objects.

### 3 MEMBERSHIP

(a) Membership shall be open to any adult on application to the Society but shall be limited to such number (including Honorary Members) as the Committee shall in its reasonable discretion from time to time determine having due regard to health and safety at any venue at which the Society's lectures or related activities shall take place and not so as to give rise to unlawful discrimination.

(b) Should the number of applicants exceed the decided figure, a waiting list shall be kept and applications dealt with in the order in which they are received.

(c) In addition to their first annual subscription, new members shall be required to pay a Joining Fee of such amount as the Committee shall from time to time decide.

(d) The subscription to the Society shall be such annual amount as the Committee shall from time to time decide.

(e) The subscription for the forthcoming year shall be payable on or before 1st July, or such other date as the Committee shall from time to time determine.

(f) A Member whose subscription is not paid in full before the first lecture of the autumn shall thereupon cease to be entitled to the rights and privileges of Membership but may be reinstated at the discretion of the Committee on payment of all arrears.

(g) The Committee shall have power:

(i) to specify different categories of membership and fix different rates of subscription or entrance fee for such categories.

(ii) to reduce the amount of the first subscription payable by a new Member admitted part-way through the year.

(iii) to appoint persons as Honorary Members for life or for such shorter period as the Committee shall decide. Honorary Members shall have the privileges of Ordinary Members except that they shall not be required to pay an annual membership subscription.

(iv) in its absolute discretion, to waive the provisions of sub-paragraphs 3(b) and/or 3(f) above in any particular case if in its opinion exceptional circumstances justify that course.

(h) If, in the opinion of the Committee, the conduct or action of any member be injurious to the interests of the Society, the Committee may terminate such membership, after giving such member an opportunity of being heard.

#### 4 COMMITTEE AND OFFICERS

- (a) The affairs of the Society in all matters not in these Rules reserved for the Society in General Meeting shall be managed and its funds administered by the Committee and accordingly the members of the Committee (“the Trustees”) shall be the charity trustees of the Society for the purposes of the law relating to charities. The Trustees shall in the exercise and discharge of their duties and functions have regard to and (where appropriate) comply with best practice in charity governance as promulgated from time to time in guidance by the Charity Commission and/or other authoritative bodies in the voluntary and community sector.
- (b) The Committee shall consist of the Officers (Chairman, Vice-Chairman, Honorary Secretary, and Honorary Treasurer) and not less than seven (7) nor more than fifteen (15) Members of the Society who shall be general members of the Committee.
- (c) The general members of the Committee shall be elected by the Members of the Society in general meeting.
- (d) The Officers shall be appointed from among the Members of the Society by a simple majority of the Trustees and may be removed from office by a simple majority of the Trustees.
- (e) The normal period of service of the general members of the Committee shall be four years. General members of the Committee shall be eligible for re-election for a further period of four years.
- (f) The Officers shall ordinarily hold office for a term of three years.
- (g) Unless the Committee resolve by unanimous vote of those present and voting that a person who has (or will have) been an Officer for two consecutive periods of office (of three years each) or a Member of the Society who has (or will have) served as a general member of the Committee for two consecutive periods of four years should continue in office or be eligible for re-election as a general member of the Committee such officer or member shall retire at the end of the second relevant consecutive period and following such retirement such a person may not be reappointed or eligible for re-election (as the case may be) unless he/she has ceased to be one of the Trustees for a continuous period of 36 months.
- (h) A period of office as an Officer and a period of service as a general member of the Committee following consecutively on a single occasion (in whatever order) undertaken by an individual person shall not be treated as consecutive periods for the purposes of or as referred to in Clause 4 (g).
- (i) The Committee may appoint from among the members of the Society an Honorary Assistant Treasurer, an Honorary Membership Secretary or Secretaries, and other persons for specific duties. Such members or persons shall not by virtue of such appointment become a member of the Committee and a charity trustee of the Society but may be invited to attend any meeting of the Committee to advise or to report or to provide information.
- (j) The Committee shall meet at least THREE times a year and on such other occasions as circumstances shall require.

(k) A quorum shall consist of more than half the total membership of the Committee, including at least two of the Officers.

(l) The Chairman or, in his/her absence, the Vice Chairman or, in his or her absence such Trustee as shall be appointed by the Trustees, shall preside at all Committee Meetings of the Society. The Chair of any Committee Meeting shall have an additional or casting vote in the event of equality of votes on any matter under consideration.

(m) The Committee shall have power to fill any vacancy occasioned by death, resignation or inability to serve and may in addition co-opt up to three further members from among the members of the Society. Any officer or member so co-opted shall hold office until the next Annual General Meeting.

(n) The Committee shall have power to appoint Sub-Committees as it deems necessary and shall prescribe their function Provided that all acts and proceedings of any such Sub-Committee shall be reported to the Committee as soon as possible and Provided further that no such Sub-Committee shall expend funds of the Society otherwise than in accordance with a budget agreed by the Committee.

(o) Members of the Committee shall be entitled to be reimbursed for reasonable and proper out-of-pocket expenses incurred in the course of their duties for the Society.

## 5 PRESIDENT AND VICE-PRESIDENT

The Committee may appoint or re-appoint from among the members of the Society a President and/or a Vice-President or Vice-Presidents for such period or periods respectively not exceeding five years as the Committee shall decide. Any such President or Vice -President shall not become ex officio a member of the Committee or an Officer of the Society. The roles of the President and Vice Presidents shall be as determined by the Trustees from time to time.

## 6 GENERAL MEETINGS

### (a) Procedure

The Annual General Meeting (and any Extraordinary General Meeting) shall be held at such time and place as shall be determined by the Committee, at least TWENTY-EIGHT days notice of such meeting to be given in writing by note in the Programme or otherwise. The Business of the Annual General Meeting shall be:-

(i) to receive the Chairman's report

(ii) to receive the Honorary Treasurer's report and approve the independently examined or audited (as the case may be) accounts of the Society.

(iii) to elect general members of the Committee.

(iv) to consider any resolutions duly proposed and seconded.

(v) to appoint an Independent Examiner or (if the Committee so decide or the law requires) an Auditor.

(vi) any other business with the permission of the Chairman of the meeting.

(b) Election of Committee

(i) Written nominations for the election of general members of the Committee, signed by the proposer, the seconder and the nominee, shall be delivered to the Honorary Secretary at least TWENTY-ONE days before the General Meeting at which the election shall be due to take place (and which shall ordinarily be an Annual General Meeting).

(ii) The period of 4 years for which Members shall be elected to serve as general members of the Committee shall ordinarily commence on the first day of July following the date of the General Meeting at which their election shall have taken place, or such other date as the Committee shall from time to time determine as appropriate in the circumstances.

(iii) If the number of candidates duly proposed and seconded for election as general members of the Committee exceed the number of vacancies such election shall be conducted by paper ballot. If there is an equality of nominations (duly proposed and seconded) and vacancies the Chairman of the Meeting may declare the nominees as duly elected. If there are no duly proposed candidates for any vacancy then nominations if proposed and seconded and with the consent of the nominee may be accepted from the floor of the meeting.

(c) Resolutions

(i) Members wishing to put forward any resolutions shall give notice in writing signed by the proposer and seconder, to the Honorary Secretary at least TWENTY-ONE days before the Annual General Meeting or any Extraordinary General Meeting. Such resolutions as shall have been properly proposed and seconded shall be set out in the Agenda together with the names of the proposer and seconder.

(ii) Resolutions require a simple majority of those voting except resolutions to wind up the affairs of the Society or involving any deletion addition or change in these Rules which shall require a majority of two-thirds of those present and voting Provided that no alteration to clauses 2 or 9 or to this clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alteration shall be made which would have the effect of causing the Charity to cease to be a charity in law.

(iii) The Chairman or, in his/her absence, the Vice Chairman or, in his or her absence such Trustee as shall be appointed by the Trustees, shall preside at all General Meetings of the Society. The Chair of any General Meeting shall have an additional or casting vote in the event of equality of votes on any matter under consideration.

(d) The quorum for General Meetings shall be one tenth of the total membership at the time of the meeting. If a quorum is not present then the meeting shall be adjourned. If a quorum is not present at the adjourned meeting then the members present at that time shall constitute the quorum for that meeting.

(e) Pursuant to Clause 6(a) and if so requested in writing by at least 20 Members the Committee shall within 56 days of such request convene an Extraordinary General Meeting of the Society by notice in accordance with Clause 6(a) and such meeting shall take place upon whichever shall be the later of the date of the expiry of that notice or the date of the next lecture of the Society open to all its Members.

## 7 FINANCE

(a) The Society's financial year shall commence on the 1st day of July, or such other date as the Committee shall from time to time determine.

(b) The Society's account or accounts shall be with such Bank or Banks or Building Society or Building Societies as the Committee shall from time to time decide.

(c) Cheques and other instruments shall be signed by two Officers or other signatories duly authorised by the Committee.

(d) An independently examined or audited (as the case may be) balance sheet and income and expenditure account for the preceding financial year shall be submitted at each Annual General Meeting.

(e) The Terms and Conditions regarding payment for outings, visits, study days or other events shall be determined by the Committee and publicised at the time of booking.

## 8 GUESTS

(a) If space allows non-members may be admitted as guests to any meeting, except General Meetings. Non-members may also attend outings, extra lectures or other activities at the discretion of the Committee. Non-members attending such events may be asked to make a donation towards the Society's activities.

(b) In no circumstances are Membership Cards / Programmes transferable.

## 9 WINDING UP

If at the Annual or any other General Meeting a resolution to wind up the affairs of the Society shall have been duly proposed and incorporated in the Agenda circulated at least FOURTEEN days beforehand and passed by a majority of two-thirds of the members present and voting so much of the assets of the Society shall be realised as may be required to discharge all liabilities and any remaining assets shall be made over to one or more charitable institutions or other association having charitable objects similar to those of the Society (and if and so far as effect cannot be given to this provision then to some other charitable purpose) as the Committee shall decide.

## 10 MEMBERS' ADDRESSES AND DATA PROTECTION LEGISLATION

- (a) Members' details will be disclosed to The Arts Society and may also be disclosed to other Member Societies, Area, or organisations affiliated to The Arts Society.
- (b) Members shall notify any changes of address to the Society.
- (c) Members who provide the Society with an email address are taken to have agreed that the Society may send or supply documents and information to them by email. The Society will not be obliged to communicate with those members by non-electronic means.

## 11 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 clause 4(1) above.