

WOKING DECORATIVE & FINE ARTS SOCIETY -CONSTITUTION & RULES
November 2012



1. Name

The Society shall be called the Woking Decorative and Fine Arts Society.

2. Objects

As a Member Society of NADFAS the Society shall have as the 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 fulfillment 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 objects but without the power to pledge the personal liability of any Member for the repayment of any sums borrowed.
- (h) To undertake any other lawful activities in fulfillment of the objects.

4. Membership

- a) The Society shall have Ordinary Members, Family Members (where the Donor is an ordinary Member who pays the fees of their Spouse/Partner and/or the fees of any other ordinary Member who are part of their family) 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, to applicants such as Members from other Societies or spouses of current Members.
- 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 nor be entitled to vote at any General Meeting of the Society. An Honorary Member who at the time of election as such was an Ordinary Member may elect to remain an Ordinary Member as well and in the event shall continue to be liable to pay a subscription and be entitled to vote at the General Meetings of the Society.
- e) Visitors. There shall not be admitted to any meeting of the Society any person who is not a Member except (and only if there is sufficient accommodation) :- (a) Lecturers or other guests of the Committee. (b) A Member's guest. The same person may not be a guest more than twice in a year. There shall be a voluntary admission donation the suggested value of which will be decided by the Committee.

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 unless the members resolve otherwise (by a two-thirds majority of those attending and voting) at a general meeting of the Society. 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 and Committee 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 and may be renewed for a further term but no Honorary Officer shall hold that office for more than ten years in total (the Foundation President excepted). An Honorary Officer shall be entitled to all the 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. The Officers and Committee Members shall be the Trustees of the Charity and in these Constitution and Rules are together called "the Committee.

c) Any Ordinary Member of the Society may propose or second Members, whose consent to act shall first have been obtained, 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.

d) No Member may sit on the Committee for more than six years consecutively unless the Members resolve at a general meeting of the Society (by a two-thirds majority of those attending and voting) to increase that maximum to seven years for a particular individual. Such Member will not be eligible for re-election until one year has elapsed after retirement.

e) In the event of a vacancy in the office of Chairman, the Vice-Chairman shall become Chairman and shall hold office until the next Annual General Meeting.

f) In the event of there being any other vacancy on the Committee, the Committee shall make an appointment which shall be effective until the next Annual General Meeting.

g) The Committee may co-opt up to four additional Members of 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.

h) The Committee may appoint subcommittees accountable to it for such purposes as it determines.

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.

j) As the Officers and Committee Members are Trustees of the Charity, any such person shall cease to hold office if he/she is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act, 1993 (or any statutory re-enactment or modifications of that provision)

7. Finance

a) The Society's financial year shall end on 31st July 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 re-imbusement 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. Cheques and other instruments shall be signed by not less than two Officers or other signatories authorised by the Committee.

d) Payment for visits or other events will be due at the time of booking and will not normally be refundable.

8. Subscriptions

- a) The subscription for Ordinary Members of the Society shall be such a sum as may be determined by the Committee from time to time. The first payment shall be due on election to Membership and due annually on 1st October in every year.
- b) A Member whose subscription is not paid in full by 1st January in the following year 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 NADFAS affiliation fee on 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 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 (excluding Honorary Officers).
 - 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.
 - vi. Informally to discuss any other business with the permission of the Chairman.
- 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 not less than 15% of the Ordinary Membership.
- 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 given by Notice in writing to the Secretary, who will give all the Members 21 days' written Notice of the Meeting, stating time and place of the Meeting which shall be determined by the Chairman and the text of the Resolutions.
- e) 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 an 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. (Where an increased majority is required, the number of those in favour of the Resolution must exceed, by the required amount, the sum total of those against and any abstentions).

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

Members shall notify any change of address or electronic mail address to the Society.

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) 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 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 by Notice 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. The Charity Commission shall be notified within twenty one days of the winding up of a Society.

15. Withdrawal from the Association

- (a) A representative of the NADFAS Trustee Board should be invited to a General Meeting at which withdrawal from NADFAS is to be proposed.
- (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 "Woking Decorative and Fine Arts Society". The Society shall return to NADFAS all confidential information issued by NADFAS.

16. Registered Particulars

The Chairman or Secretary shall notify the Charity Commission within twenty one days of any changes to the Charity's entry on the Central Register of Charities.

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.

Notices referred to in these Rules may be served by post or, where a Member has supplied an electronic mail address to the Society (or vice versa) for, inter alia, the purposes of receipt of notices, transmission by electronic mail. Notices shall be deemed to have been served five working days after posting or transmission by electronic mail to the last known address or electronic mail address of the Member or the Society (as the case may be).