

# **CONSTITUTION & RULES FOR “CAVENDISH DECORATIVE AND FINE ARTS SOCIETY”**

## **1 Name**

The Society shall be called the “The Arts Society Cavendish”.

## **2 Objectives**

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

## **3 Powers**

In order to fulfil our objectives, the Society’s 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 school 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 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.
- (h) To undertake any other lawful activities in fulfilment of the objectives.

## **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 may 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 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 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. The Society pays the Arts Society (NADFAS) an Affiliation Fee for all Honorary Members and does not recoup this money from the Honorary Members.

## **5 The Officers**

(a)The Officers of the Society shall be the Chair, the Vice Chair, the Treasurer and the Secretary, all of whom shall be nominated annually by the Committee for election at the Annual General Meeting. The Chair and Vice Chair shall be elected for a period not exceeding three years, unless otherwise agreed by the Committee and ratified by a General Meeting. The Treasurer and the Secretary shall not normally hold office for more than three years but the Committee may extend this when necessary to ensure a smooth transition of responsibilities.

(b)The Chair The Chair or in their absence an appointee of the Committee shall preside at all General Meetings and Committee Meetings of the Society. The decision of the Chair 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 Chair 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 Chair shall attend and represent the Society at all Arts Society (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. An Honorary Officer shall be entitled to all the rights and privileges of Ordinary Members except the right to vote at General Meetings. The Society pays the Arts Society (NADFAS) Affiliation Fee for all Honorary Officers.

## **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 before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.

(d)Committee Members shall not normally serve for more than three years, but the Committee may extend this when necessary to ensure a smooth transition of responsibilities.

(e)Casual 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 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 over one half of the number of the elected Members of the Committee one of whom should be an Officer.

(j)The Committee may wish to invite representatives of volunteering activities [e.g. Church Recorders, Heritage Volunteers, Young Arts etc] to be ex-officio non-voting members of the Committee or ask them to attend at regular intervals.

## **7 Finance**

- (a) The Society's financial year shall end on 31 December in every year unless this date is changed by the Committee.
- (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. The first Examiner shall be appointed by the Committee.
- (c) The Committee shall authorise its Officers to arrange payment and re-imburement of expenditure on behalf of the Society.
- (d) 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.
- (e) Cheques shall be signed by the Treasurer or Chair and one other signatory,
- (f) Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable.

## **8 Subscription**

- (a) The subscription for Ordinary Members of the Society will be determined by the committee from time to time. The first payment shall be due on election to Membership and due annually on 1 July for existing members or on the first day of the month of joining every year.
- (b) A Member whose subscription is not paid in full within 28 days of the due date shall be deemed to have left the Society and given up their membership but may at the discretion of the Committee be reinstated on payment of the subscription.
- (c) The Committee shall have power to charge a joining fee for Membership of the Society, additional to a Member's subscription.
- (d) The Society will pay the Arts Society (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, shall be given 21 days before the meeting.
- (b) 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 appoint 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 Chair.
- (c) 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.
- (d) The quorum for General meetings shall be 10% of the Ordinary Membership.
- (e) An Extraordinary General Meeting must be convened within 28 days at the request of the Committee or at least 10% of Members of the Society. Resolutions to be considered must be given in writing to the Secretary, who will give all the Members 21 days written (email) Notice of the Meeting, including a text of the resolutions, stating the time and place of the meeting which will be determined by the Chair.
- (f) Except under Rule 9 (c), voting shall be by a show of hands and by simple majority (abstentions, for the avoidance of doubt, not constituting a vote) except 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 Chair of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.

## **10 Resolutions**

Notice of Resolutions to be brought forward shall be given in writing to the Secretary at Least 28 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. Except with the consent of a majority 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 2018**

(a) Members details will be processed fairly and lawfully and in accordance with the Data Protection Act 2018 (General Data Protection Regulations Compliance) and the Society's legitimate activities.

(b) Members names and addresses will be disclosed to The Arts Society (NADFAS).

(c) Members shall notify any changes of name and contact details to the Society.

## **12 Amendment of Constitution and Rules**

These Rules may be amended by a written Resolution of which due Notice of 28 days has been given in accordance with Rule 9 (e) and 9 (f) passed at a General Meeting by at least 66% 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, objectives or interests of the Society, the Committee shall, if requested, grant the Member a hearing. If the complaint is upheld, the Committee may request in writing such Member to resign. Any Member so requested who does not resign within 28 days from the date of such a written request shall cease to remain a Member of the Society.

## **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 (NADFAS) Trustee Board is present) by at least 66% 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 one or more charitable institutions or other associations having charitable status with objectives similar to those of the Society as the Committee shall decide.

## **15 Withdrawal from the Association**

(a) According to the Memorandum and Articles of Association of The Arts Society (NADFAS), six months previous written Notice must be given to the Arts Society (NADFAS) before the Arts Society Cavendish withdraws from the Arts Society (NADFAS).

(b) A representative of the Arts Society (NADFAS) Trustee Board should be invited to a General Meeting at which withdrawal from the Arts Society (NADFAS) is to be proposed.

(c) On withdrawal, or termination of Membership by the Arts Society (NADFAS), The Arts Society Cavendish shall cease to be entitled to the use of the Arts Society (NADFAS) name and shall cease to be called The Arts Society Cavendish. The Society shall return to the Arts Society (NADFAS) all confidential documentation issued by NADFAS.

## **Interpretation**

(a) In these rules all references shall be deemed to be gender neutral and the singular shall include the plural and vice versa.

(b) 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.