



THE ARTS SOCIETY Nottingham
A SOCIETY AFFILIATED TO THE ARTS SOCIETY
CONSTITUTION AND RULES

Revised JUNE 2012

1. TITLE

The Society shall be called '**THE ARTS SOCIETY Nottingham**' (hereinafter called '*The Society*').

The Society is a Member Society of THE ARTS SOCIETY a Registered Charity).

2. OBJECTIVES

As a Member Society of THE ARTS SOCIETY, *the Society* shall have as objectives the promotion and advancement of aesthetic education; the cultivation, appreciation and study of 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* 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 to 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 is necessary for the promotion of its 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 sums borrowed.
- h) To undertake any other lawful activities in fulfilment of the objectives.

4. MEMBERSHIP

- a) *The Society* shall have Ordinary Members and if the Committee so decides, may have Honorary Members.
- b) The Committee shall decide on the number and admission of Ordinary Members. A waiting list

will be maintained for those persons applying for Membership in excess of the permitted numbers.

- 4c) 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 up to ten Honorary Members who have done valuable work for *the Society* or who are distinguished in the decorative or fine arts. An Honorary Member shall not be liable to pay a subscription and shall not be entitled to vote at any General Meeting of *the Society*. Otherwise an Honorary Member may attend all meetings and events in *the Society* in the same manner as an Ordinary Member. *The Society* is required to pay THE ARTS SOCIETY subscription (i.e. Affiliation Fee) for all Honorary Members and will not recoup this money from the Honorary Members.
- e) An Honorary Member who at the time of election as such was an Ordinary Member may elect to remain at the same time an Ordinary Member, and in such an event shall continue to be liable to pay a subscription and will remain eligible to vote at General Meetings of *the Society*.

5. 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 by the Committee and elected annually at the Annual General Meeting of *the Society*. Normally, no Officer shall hold office for more than three consecutive years, but this may be extended by the Committee when required for the good running of the Society.
- b) **The Chairman**, in his absence the Vice-Chairman or another 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, or 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 an equality of votes on any matter under consideration by *the Society*. The Chairman shall attend and represent *the Society* at all ARTS SOCIETY General Meetings, Area and National Meetings or appoint a deputy to attend.
- c) **Assistant Secretaries**. The Committee may appoint one or more Assistant Secretaries, as necessary, for specific purposes (e.g. Membership, Programme, Study Day, Outings etc). These Assistant Secretaries shall have full voting rights as members of the Committee. Normally an Assistant Secretary shall hold office for not more than three consecutive years but this may be extended by the Committee for the good running of *the Society*.
- d) **Honorary Officers**. The Committee may appoint Honorary officers who shall be a President and not more than two Vice Presidents in recognition of their services to the Society or to decorative and fine arts. These appointments shall be for a period of five years but shall be renewable for a further term. An Honorary Officer shall not be liable to pay a subscription and may not vote at a General Meeting of *the Society* but shall otherwise be entitled to all the rights and privileges of Ordinary Members. *The Society* pays THE ARTS SOCIETY subscription (Affiliation Fee) for Honorary Officers.

6. COMMITTEE

- a) The Committee shall manage the affairs of *the Society* and administer its funds.
- b) The Committee shall consist of the Chairman, Vice Chairman, Treasurer, Secretary, Assistant Secretaries and not more than six Ordinary Members.
- c) Ordinary Members of the Committee must be elected annually at the Annual General Meeting. Any Ordinary Member of *the Society* may propose or second a Member for election to the Committee. Nominations must be given to the Secretary not less than 10 days before the Annual General meeting.
- d) An ordinary Member of the Committee shall not normally serve for more than three years unless elected from the Committee to be an officer or Assistant Secretary, when they may normally serve for not more than three years in each post, with the possibility of extension as provided in Rules 5a AND 5c.
- e) Vacancies amongst the Committee may be filled by the Committee. A person so appointed may serve until the next Annual General Meeting after the appointment and has power to vote as a full Member of Committee.
- f) The Committee may co-opt up to four additional Members to the Committee from among Members of *the Society*. Co-opted Members shall have the right to attend and speak at Meetings of the Committee but shall not have the right to vote. The appointment of Co-opted Members shall be reviewed regularly and shall be subject to annual review.
- g) The Committee may invite or co-opt to the Committee, representatives of volunteer activities of *the Society* (e.g. Church Recorders, Heritage Volunteers etc) as ex-officio non-voting Members.
- h) The Committee may appoint Subcommittees as it may deem necessary and shall define and limit the purposes, powers and duties of each Subcommittee which shall be accountable to it.
- i) The Committee may make regulations regarding the conduct of Meetings other than General Meetings, about the attendance of Members, about the attendance of visitors and charges for visitors, and otherwise for the regulation of *the Society's* affairs.
- j) The Committee shall meet as required and not less than four times each year. A quorum shall consist of not less than half of the Committee, at least one of whom must be an Officer of *the Society*. If a quorum is not present the members who are present may make suggestions and decisions subject to these being ratified at the next quorate meeting of the Committee.

7) FINANCE

- a) *The Society's* financial year shall end on 31st March in every year or on such other date as may be proposed by the Committee and confirmed by the majority of Members present and voting at a General Meeting of *the Society*.

- b) An independent Financial Examiner shall be appointed by the Annual General Meeting, whose duties shall be to examine and report on the Annual Accounts of *the Society* for submission to Members.
- c) The Committee shall keep or cause to be kept proper books of account of all receipts and payments made by or on behalf of *the Society*, and present at the Annual General Meeting of *the Society*, in each year a statement of the expenditure and income and of all assets and liabilities of *the Society* for the preceding financial period certified as correct by an independent Financial Examiner. For that purpose the independent Financial Examiner for the time being shall have access to all books, accounts, vouchers and papers of *the Society* or to any office holder in the Society, and shall be furnished with such other information as may be needed for the purpose of this examination.
- d) The Committee shall authorise its officers to arrange payment and re-imbusement of expenditure on behalf of *the Society* . The funds of *the Society* shall be paid into a current, deposit or investment accounts in the name of *the Society* with such banks, building societies or investment account houses as the Committee shall agree. Cheques and other instruments shall be signed by the Treasurer, or if necessary the Chairman, Vice-Chairman or Secretary being so mandated by the Committee. Where the conditions of the account require it or if otherwise deemed appropriate by the Committee cheques or other instruments shall be signed by not less than two Officers or other signatories authorised by the Committee provided that one of the two persons signing is the Chairman or the Treasurer.
- e) 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* shall be such a sum as may be recommended by the Committee from time to time and agreed by the majority of Members present and voting at the Annual General Meeting.
- b) Subscriptions shall be payable on first election to Membership and are due annually on or before the 1st August each year, or on some other date as may be proposed by the Committee and agreed by the majority of Members present and voting at the Annual General Meeting.
- c) Any Member whose subscription is not paid in full by the due date will be deemed to have resigned, but may at the discretion of the Committee be reinstated on payment of all arrears.
- d) Subject to approval by the majority of members present and voting at the Annual General Meeting the Committee shall have power to charge an entrance fee for Membership of *the Society*, in addition to a Member's subscription.
- e) *The Society* will pay the THE ARTS SOCIETY subscription (Affiliation Fee) for the calendar year no later than the appropriate date.

9) GENERAL MEETINGS

- a) The Annual General Meeting shall be held at such time and place as shall be determined by the Committee. Notice of the meeting shall be given to Members in writing or, where agreed, by e-mail.
This notice shall include the Agenda and the list of Officers and Committee Members for the ensuing year nominated by the Committee, and the full text of any Special Resolutions.
The names of candidates duly proposed and seconded by Ordinary Members under Section 9a for election to the Committee, shall be tabled at the meeting by the Chairman.
- 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 a report from the Committee 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.
 - vi. To discuss any other business with the permission of the Chairman.
- 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 20 ordinary Members
- e) An Extraordinary General Meeting may be convened by the Committee and must be convened within 28 days at the request in writing of at least 20 Ordinary Members of *the Society*. Any Resolution to be considered must be given in writing to the Secretary who will give all Members of *the Society* 21 days written notice of the meeting, including the text and the names of the proposers and seconders of any Resolution to be considered. The place and time of the Meeting will be decided by the Chairman or in his absence by another Officer of *the Society*.
- f) Except under Rule 9 c), voting shall be by a show of hands and by simple majority (abstentions, for 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 an 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 votes 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 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. 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 or telephone number to the Membership Secretary
- b) Where Members' names and addresses and telephone numbers are held on computer those Members must consent to the disclosure of such information to THE ARTS SOCIETY or to other Societies, Areas or companies affiliated to THE ARTS SOCIETY or the Society.
(The Society must obtain new members' permission before holding their details on computer)

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 9a) and Rule 9d) and passed at a General Meeting by at least two thirds of Members who are 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 before it. If the complaint is upheld the Committee may request in writing that such a Member resign. Any Member so requested who does not resign within one month of such a written request shall cease to be 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 Trustee Board is present) by at least two-thirds of those present, so much of the assets of the Society shall be realised as may be necessary to discharge the liabilities of the Society. All the remaining assets shall be made over to such one or more charitable institutions, or other associations having charitable status, with objectives similar to those of the Society as the Committee may decide.

15. WITHDRAWAL FROM THE NATIONAL ASSOCIATION

- a) A representative of the THE ARTS SOCIETY Trustee Board should be invited to a General Meeting at which withdrawal from THE ARTS SOCIETY is to be proposed.
- b) According to the Memorandum and Articles of Association of THE ARTS SOCIETY, six months previous written notice must be given to THE ARTS SOCIETY before a Member Society may withdraw from THE ARTS SOCIETY.
- c) On withdrawal, or termination of Membership by THE ARTS SOCIETY the Society shall cease to be entitled to use the name and shall cease to be called the 'The ARTS SOCIETY Nottingham'.
The Society shall return to THE ARTS SOCIETY all confidential documentation issued by THE ARTS SOCIETY.

INTERPRETATION

In these rules where the context admits the masculine shall include the feminine and the singular shall include the plural form 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 5b) as to the General Meeting.