

## CONSTITUTION

Adopted on the 13<sup>th</sup> day of September, 2017 in place of the previous constitution.

### **A. Name**

The name of the organisation is The Arts Society Samlesbury (the Charity).

### **B. Administration**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause G of this constitution.

### **C. Objects**

As a Member Society of The Arts Society (The Arts Society is the operating name for the National Association of Decorative and Fine Arts Societies (NADFAS), the Society shall have as the objects:

- a) the promotion and advancement of the education of the public in the cultivation, appreciation and study of the decorative and fine arts;
- 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.

### **D. Powers**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 1) To arrange lectures for members of the Charity.
- 2) To arrange days of special interest, tours and visits to places of cultural interest.
- 3) To arrange related activities of an arts, educational nature for children and other members of the public.
- 4) To arrange voluntary preservation and recording work by its members in relation to decorative and fine arts.
- 5) Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any

substantial permanent trading activities and conform to relevant requirements of the law.

- 6) Power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects of similar charitable purposes and to exchange information and advice with them.
- 7) Power to establish or support any charitable trusts, associations or institutions formed for any of the objects.
- 8) Power to appoint and constitute such advisory committees as the Executive Committee may think fit.
- 9) Power to subscribe, donate or guarantee money in furtherance of the objects of the Charity.
- 10) Power to do all such other lawful things as is necessary for the achievement of the objects.

#### **E. Membership**

- 1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription proposed from time to time by the Executive Committee.
- 2) Every member shall have one vote at the Annual General Meeting.
- 3) The Executive Committee may by unanimous vote of those present and for good reason terminate the membership of any individual; provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
- 4) The Executive Committee may elect up to ten honorary members of the Charity who are distinguished in the decorative and fine arts or have performed valuable work for the Charity or who are able in the opinion of the Executive Committee to render the Charity beneficial service.

#### **F. Honorary Officers**

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, Vice Chairman, Secretary and Treasurer, each of whom shall hold office from the conclusion of that meeting for a maximum period of five years

## G. Executive Committee

1. The Executive Committee shall consist of:-
  - a) the Honorary Officers specified in the preceding clause.
  - b) not less than 6 and not more than 8 members elected at the Annual General Meeting who shall hold office from the conclusion of that Meeting, provided that not more than one member of a family (meaning partners and children) shall hold office at any one time.
2. The Executive Committee may appoint a President and no more than 5 Vice Presidents in recognition of their services to the decorative and fine arts or to the Charity.
  - a) The office of President and Vice President shall be tenable for such period as the Executive Committee may determine.
  - b) The President and Vice President shall be entitled to all rights and privileges of ordinary members except the right to vote at the AGM.
  - c) The Charity will pay The Arts Society subscription for the President and Vice President.
  - d) Such persons may attend committee meetings upon invitation of the Chairman.
3. The Executive Committee may co-opt up to four additional members to serve on the Committee. Co-opted members shall have a right to attend and speak at meetings of the Committee but not have the right to vote.
4. All members of the Executive Committee and all co-opted members thereof shall retire from office together annually at the AGM, but they may be re-elected or re-appointed.
5. Provided the Committee is quorate, the proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by the failure to appoint or any defect in the appointment or qualification of a member.
6. In the event of a casual vacancy in the membership of the Executive Committee the Committee may appoint a replacement who shall have full voting rights and hold office until the next AGM.
7. No person shall be appointed as a member of the Executive Committee who is under the age of 18 or who would if appointed be disqualified under the provision of the following clause.

8. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into Office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the interests of the trusts of the Charity.

#### **H. Determination of membership of Executive Committee**

A member of the Executive Committee shall cease to hold office if he or she:

- 1) is disqualified from acting as a member of the Executive Committee by virtue of section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision)
- 2) becomes incapable by reason of mental disorder, illness or injury of managing and his or her own affairs.
- 3) is absent without permission or acceptance of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated.
- 4) notifies to the Executive Committee a wish to resign.

#### **I. Executive Committee Members not to be personally interested**

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (other than as a Trustee for the Charity) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

#### **J. Meetings and Proceedings of the Executive Committee**

1. The Executive Committee shall hold at least four ordinary meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Executive Committee upon not less 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the members of

the Executive Committee shall choose one of their number to chair that meeting before any other business is transacted.

3. There shall be a quorum when at least half the number of the Executive Committee is present at a meeting.
4. Every matter shall be determined by a majority of votes of the Executive Committee present on the question but in the case of an equality of votes the chairman of the meeting shall have a casting vote.
5. The Executive Committee shall keep written record of the proceedings at all meetings.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Executive Committee may appoint one or more sub-committees consisting of three Executive Committee members and specialist persons for the purpose of making any inquiry, supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken by a sub-committee provided that all proceedings be promptly reported to the Executive Committee.

#### **K. Receipts and Expenditure**

1. The funds of the Charity, including all donations contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two appointed members of the Executive Committee.
2. The funds belonging to the Charity shall be applied only in furthering the objects.
3. The financial year of the Charity shall end on 31<sup>st</sup> December each year.

#### **L. Subscription**

1. Subscriptions fall due on 1<sup>st</sup> November each year.

2. The subscription for Ordinary Members shall be such sum as may be proposed by the Executive Committee from time to time and confirmed at the AGM. The first payment shall be due on election to Membership and thereafter annually before 1st December each year.
3. Any member wishing to resign shall give notice in writing to the Secretary before 1<sup>st</sup> November in any year and pay any arrears of subscription at the date of notice.
4. If the annual subscription of any member shall not have been paid by December 31<sup>st</sup> in any year that member shall be deemed to have resigned from the Charity

#### **M. Property**

1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
  - a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
  - b) all investments held by or on behalf of the Charity;
2. to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee.
3. If the corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

#### **N. Accounts**

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the Charity;

2. the preparation of annual statements of accounts for the Charity
3. the auditing or independent examination of the statements of account of the Charity;
4. the transmission of the statements of the account of the Charity to the Commission.

**O. Annual Report/Return**

The Executive Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and return and its transmission to the Commission.

**P. Annual General Meeting**

1. There shall be an AGM of the Charity held at such time and place as shall be determined by the Executive Committee. Written notice of the AGM shall be given not less than 21 days before the meeting. Such notice shall include an Agenda setting out in addition to ordinary business any Resolutions to be considered with the names of the proposers and seconders of such Resolutions.
2. The President shall be the chair of the AGM, but if not present at the time appointed for the meeting, the persons present shall appoint a chairman of the Meeting.
3. The Executive Committee shall present to each AGM the report and accounts for the preceding year.
4. Nominations for election to the Executive Committee must be made by members of the Charity and presented to the Secretary at least 14 days before the AGM. Should nominations exceed vacancies, election shall be by ballot.

**Q. Special General Meeting**

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least 10 members request such a Meeting in writing stating the business to be considered, the Secretary shall call such a Meeting. At least 21 days' notice must be given with the business to be discussed.

**R. Procedure at General Meetings**

1. The Secretary or other person specially appointed by the Executive Committee shall keep a full record of the proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the Charity members are present.

**S. Procedures at Lectures and Ordinary Meetings**

1. Members should take their seats 5 minutes before the lecture or meeting is due to start.
2. There shall not be admitted to any meeting of the Charity any person who is not a member or honorary member, except:-
  - a) lecturers or other guests of the Executive Committee
  - b) members of the public on the occasion of public meetings
  - c) in special circumstances where sufficient accommodation is available, a member's guest with (express leave of the Secretary), providing always that no one guest shall be admitted to more than two meetings in any one year of the programme.
3. Members are requested to ensure that their names are recorded on arrival at the meeting place in order to meet the requirements of the Fire Regulations.

**T. Notices**

Any notices required to be served on any member of the Charity shall be in writing and shall be served by the Secretary on any member either personally or by sending it through the mail in a prepaid envelope addressed to such member at their last known address, and it shall be deemed to have been received within 10 days of dispatch.

**U. Members' addresses and e-mail**

1. Members shall notify any changes in their addresses to the Membership Secretary.
2. Where the members' details are on computer, members shall be deemed to consent to the disclosure of such information to The Arts Society or to



other societies affiliated to The Arts Society in accordance with the Data Protection Act.

## **V. Alterations to the Constitution**

1. Subject to the following provisions of this clause the constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendments may be made to clauses A, C, I and W or this clause without prior consent in writing of the Charity Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Executive Committee should promptly send the Commissioners a copy of any amendment made under this clause.

## **W. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the charity it shall call a meeting of all the members of the Charity giving not less than 21 days' notice, stating the terms of the resolution to be proposed. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have the power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the final accounting period of the Charity must be sent to the Charity Commissioners.