

CONSTITUTION AND RULES FOR

THE ARTS SOCIETY ROSS-ON-WYE

1 NAME

The Society shall be called The Arts Society Ross-on-Wye.

2 OBJECTS

The Society shall have as its 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 fulfilment of the Society's objects its powers shall include any or all of the following:

- a) To arrange lectures for members of the Society.
- b) To arrange Days of Special Interest (DOSIs), 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 the voluntary preservation and recording of 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 its 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 fulfilment of the objects.

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 shall be maintained for those persons applying for membership in excess of the permitted number of members.
- c) Persons on the waiting list shall be admitted to membership in strict order of the date of application, but priority may be given at the discretion of the Committee to members from other societies who move into the locality.
- d) The Committee may elect Honorary Members (for a period at the Committee's discretion) 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 eligible 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 and shall continue to be liable to pay a subscription and vote at General Meetings of the Society.

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.
- b) **The Chair**, or in her/his 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 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 the meeting shall have an additional casting vote in the event of any equality of votes on any matter under consideration by the Society.
- c) The Committee may appoint **Honorary Officers** who shall be a President and up to two Vice-Presidents for a nominated period in recognition of their services to the decorative and fine arts or to the Society. 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 Chair, Vice-Chair, 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 not less than twenty-eight days before the Annual General Meeting. Committee members shall retire each year but be eligible for re-election.
- d) 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.
- e) The Committee may co-opt up to four 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.
- f) The Committee may appoint sub-committees accountable to it for such purposes as it determines.
- g) The Committee may make Rules regulating the conduct of meetings other than General Meetings, attendance of visitors, charges for visitors and otherwise for the regulation of the Society's affairs.
- h) The Committee shall meet as required and not less than four times each year. If agreed by the committee, meetings may be remote, taking advantage of modern technologies such as video links. 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.

7 FINANCE

- a) The Society's financial year shall end on 31st December 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-imbursement 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, provided

always that one of the two persons signing cheques or other instruments shall be the Chairman or Treasurer. 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 a sum as may be determined by the Committee from time to time. The first payment shall be due on entry to membership and due annually on 1st January. Subscriptions may be reduced for partial year's membership at the discretion of the committee.
- b) A member whose subscription is not paid in full within twenty-eight days of the due date 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 Society shall pay The Arts Society affiliation fee when 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 text and proposers and seconders of any resolutions, shall be given at least twenty-one 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 Chairman's report on the activities of the past year
 - iii. To elect 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 transact 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 a ballot of those present at the meeting.
- c) The quorum for General Meetings shall be at least one fifth of the membership.
- d) An Extraordinary General Meeting may be convened at the request of the Committee or of at least twenty members of the Society. Resolutions to be considered must be given in writing to the Secretary who shall give all the members not less than twenty-one days written notice of the meeting, stating time and place of the meeting and the text of the resolutions.
- e) Except under Rule 9(b), voting shall be by a show of hands of those present and eligible to vote. In the event of equality of votes, the Chairman of the meeting shall cast an additional vote. Proxy voting shall not be permitted.
- f) **If the Committee so decide, an AGM or EGM can be held online or by email. In both cases the quorums or majorities required as given in rule Rules 9 and 12 still apply.**

10 MEMBERS' RESOLUTIONS

Any member desirous of bringing forward a resolution shall give notice in writing thereof to the Secretary at least twenty-eight days prior to the holding of the Annual 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 the Annual General Meeting.

11 MEMBERS' ADDRESSES AND DATA PROTECTION

- a) Members shall notify any change of address to the Society.

b) Members' details shall be processed fairly and lawfully in order to satisfy the agreement entered with them on their admittance to membership.

12 AMENDMENT OF CONSTITUTION AND RULES

The **Society's Constitution and Rules** may be amended by a written resolution (of which due notice has been given in accordance with Rules 9 and 10) 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 or action 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 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 WITHDRAWAL FROM MEMBERSHIP OF THE ARTS SOCIETY

- a) A representative of The Arts Society Trustee Board should be invited to a General Meeting at which withdrawal from membership of 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 withdraws from The Arts Society.
- c) On withdrawal or termination of membership by The Arts Society, the Society shall cease to be entitled to the use of The Arts Society name and shall cease to be called The Arts Society Ross on Wye. The Society shall return to The Arts Society all confidential documentation issued by The Arts Society.

15 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 by at least two-thirds of those present, so much of the assets shall be realised as is 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 or as the Committee shall decide.

16 INTERPRETATION

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.

Constitution dated 7th March 2022