



THE ARTS SOCIETY
ROYAL TUNBRIDGE WELLS

CONSTITUTION AND RULES
2019

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CONSTITUTION AND RULES

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THE ARTS SOCIETY ROYAL TUNBRIDGE WELLS

CONSTITUTION AND RULES

PART I – GENERAL

1.1 NAME

- 1.1.1 The Society shall be called THE ARTS SOCIETY ROYAL TUNBRIDGE WELLS and all references in the Rules and other Society documentation to the ROYAL TUNBRIDGE WELLS DECORATIVE AND FINE ARTS SOCIETY (RTWDFAS) shall be construed as referring to THE ARTS SOCIETY ROYAL TUNBRIDGE WELLS.

1.2 OBJECTS

- 1.2.1 The Society shall be a member of the National Association of Decorative and Fine Arts Societies and 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. In pursuance of the foregoing the Society shall make arrangements for any or all of the following:

- (a) Lectures for Members at monthly or other intervals.
- (b) Visits for Members to private houses, collections, exhibitions, museums, and similar places of relevant interest.
- (c) Study groups for Members, according to demand, on subjects of specific interest.
- (d) Exhibitions or functions for Members, according to demand, on subjects of specific interest.
- (e) Voluntary preservation and recording work by its Members in relation to the decorative and fine arts.
- (f) Related activities of an educational character for children for the furtherance of the Objects.
- (g) Subscriptions, donations or guarantees of money subject to Rule 3.7.2 at Part III of these Rules for any purpose connected with and calculated to advance the Objects of the Society.

- (h) Raising and utilising funds subject to Rule 3.7.2 at Part III of these Rules for the furtherance of the Objects.

1.3 INTERPRETATION

1.3.1 In this Constitution and Rules unless there shall be something either in the subject or context repugnant to such contraction:

- (a) The masculine shall be deemed to include the feminine and the singular the plural and vice versa.

- (b) "CHAIRMAN" shall mean the duly elected Chairman of the Society.
"COMMITTEE" shall mean the duly elected Committee of the Society for the time being.

"MEMBER" shall mean a Member of the Society (other than one resigned or expelled) and who has paid all subscriptions under the Rules or who subject to Rule 2.2 of Part II of these Rules has been elected an honorary Member or honorary life Member.

"MEMBERSHIP SECRETARY" shall mean the member of the Committee duly elected as the Membership Secretary.

"NADFAS" (National Association of Decorative and Fine Arts Societies) shall be construed as referring to THE ARTS SOCIETY.

"OBJECTS" shall mean the Objects of the Society as stated in Rule 1.2.

"OFFICERS" shall mean the Chairman, Treasurer, Secretary, Programme Secretary, Membership Secretary and Outings Organiser, and if elected the President and Vice-President.

"OUTINGS ORGANISER" shall mean the member of the Committee duly elected as the Outings Organiser.

"PRESIDENT" shall be the duly elected President of the Society.

"PROGRAMME" shall mean the printed programme of Society activities for the period indicated.

"PROGRAMME SECRETARY" shall mean the member of the Committee duly elected as the Programme Secretary.

"RULES" shall mean the Constitution and Rules of the Society for the time being in force.

"SECRETARY" shall mean the member of the Committee duly elected as Secretary.

"SOCIETY" shall mean The Arts Society Royal Tunbridge Wells.

"TREASURER" shall mean the member of the Committee duly elected as the Treasurer.

"VISITOR" shall mean a person invited either by the Committee or by a Member to a Society event.

"VICE-PRESIDENT" shall mean a duly elected Vice-President of the Society.

- 1.3.2 These Rules may be added to, repealed, amended or replaced pursuant to a resolution carried out by not less than two-thirds of the Members present and voting at a duly convened meeting of the Society.
- 1.3.3 All Members shall be bound by the Rules from time to time in force, and all powers given to the Officers, Committee or any sub-committee shall be exercised in accordance with these Rules.
- 1.3.4 Any dispute regarding the interpretation of these Rules shall be determined by the Committee whose decision shall be binding upon all Members.

PART II – MEMBERSHIP AND VISITORS

2.1 MEMBERSHIP

- 2.1.1 Membership shall be open to any adult who applies in writing to the Membership Secretary, provided there is a vacancy.
- 2.1.2 Membership shall be limited to such number as the Committee shall at any time decide. A waiting list shall be kept for applicants in excess of this number.
- 2.1.3 The Committee shall have discretion to give priority to the admission of an applicant who:
 - (a) Is newly resident in the area and who has been a member of another NADFAS Society.
 - (b) In accordance with Rule 3.2.1 at Part III of these Rules, is willing to be proposed by the Committee for election to the Committee at a general meeting and is elected, or is co-opted by the Committee as a member of the Committee.
- 2.1.4 Each Member shall pay annually to the Society such subscription as the Committee may from time to time determine.
- 2.1.5 A Member wishing to resign shall give written notice to the Membership Secretary.
- 2.1.6 Any Member failing to renew a subscription by the date specified in Rule 5.2.3 at Part V of these Rules shall be deemed to have resigned from the Society.
- 2.1.7 All applicants for Membership shall apply in writing by completion and signature of a form supplied by the Membership Secretary, the format of which is agreed by the Committee. The application form shall include a statement

that, whilst a Member of the Society, the Member agrees to abide by the Society Rules in accordance with Rule 1.3.3. Completed and signed application forms for all Members will be retained by the Membership Secretary.

2.1.8 All applicants for Membership of the Society before completion of the Rule 2.1.7 membership application form shall be given a copy of the Society Constitution and Rules.

2.1.9 Members attending any Society function must ensure that their attendance at the function and the name of any Visitor they bring with them are recorded as doing so by the Society before the start of the function.

2.2 HONORARY MEMBERSHIP

2.2.1 The Committee may at its discretion:

- (a) Elect honorary Members under specified terms to a maximum of five, where they consider it appropriate for the well-being of the Society.
- (b) Recommend to a general meeting, Members or past members for election as honorary life Members.

2.2.2 Honorary Members and honorary life Members shall not pay an annual subscription but shall at the discretion of the Committee pay the normal charge for any Society activity in which they take part.

2.2.3 The Committee may at a general meeting recommend that an honorary Member or honorary life Member be elected as an honorary Officer of the Society as President or as Vice-President for a specified period.

2.2.4 Honorary Members, honorary life Members, the President and any Vice-President, have all the privileges of a Member but are not allowed to vote at a general meeting.

2.3 VOTING

2.3.1 Subject to Rule 2.2.4 each Member shall be entitled to vote at any general meeting of the Society.

2.4 REGISTER

2.4.1 The Membership Secretary shall keep a register of Members' names and addresses and each Member must notify the Membership Secretary of any change of address.

2.4.2 Society correspondence, notices and programmes will be sent to the Member's address in the Society register and shall be deemed to have been duly delivered within 7 days following the date of posting.

2.4.3 When the name and address and telephone number of a Member are held in a computer used by the Society, the Members shall be so informed and shall be deemed to have consented to the disclosure of such information to NADFAS or to other societies affiliated with NADFAS or the Society or for any other purpose of the society which may be deemed necessary by the Committee. Should a Member not wish either his name, address or telephone number to be held on a computer used by the Society he shall instruct the Membership Secretary accordingly.

2.4.4 The attention of all applicants for Membership of the Society, on their application form, shall be drawn to Rule 2.4.3, as it concerns the disclosure of Members' names, addresses and telephone numbers.

2.5 VISITORS

2.5.1 Subject to the decisions of the Committee for the time being in force, a Member may bring one or more Visitors to a Society activity on payment of the charges determined by the Committee.

2.5.2 The Committee may invite Visitors to a Society activity. The Committee shall decide whether any charge is to be paid by the Society or by the Visitor.

2.5.3 A Visitor is not entitled to speak or to vote at a general meeting of the Society.

PART III – COMMITTEE

3.1 MANAGEMENT

3.1.1 The Committee shall manage the affairs of the Society and administer its funds in accordance with these Rules.

3.2 COMPOSITION

3.2.1 The Committee shall comprise:

- (a) Firstly the Chairman, Treasurer, Secretary, Membership Secretary, Programme Secretary and Outings Organiser, each of whom shall be elected at the annual general meeting of the Society and notwithstanding the office they may hold from time to time normally serve for three years, two of them retiring each year at the annual general

meeting in rotation according to the priority of their election. Together with the President and the Vice-Presidents, if elected, these are the Officers of the Society.

- (b) Secondly up to six other Members who shall be elected at the annual general meeting to be members of the Committee for three years, two of them retiring each year at the annual general meeting according to the priority of their election.

The Committee shall elect one of their members to be Vice Chairman of the Society.

3.2.2 The Committee may invite other Members to be in attendance at Committee meetings. Such members shall have the right to speak but not vote.

3.2.3 Election to the Committee shall be effective as follows:

- (a) For Officers elected in accordance with Rule 3.2.1 (a) on a date before the first day of July following the annual general meeting mutually agreed between the outgoing and incoming incumbents of each particular Officer appointment.
- (b) For Committee members elected in accordance with Rule 3.2.1 (b) from the day following the annual general meeting.

3.2.4 The Committee may propose, or any two Members may propose and second, a Member with his consent, for any of the Rules 3.2.1 (a) and (b) appointments to be elected at the particular general meeting. Retiring Officers and members of the Committee may be proposed for re-election. Proposals by any two Members must be sent in writing to reach the Secretary not less than 21 clear days before the date of the annual general meeting and be signed by the proposer, the seconder and the proposed Member.

3.2.5 The Committee shall have the power to co-opt a Member to fill any elected member's casual vacancy on the Committee. A Member so co-opted shall retire at the next annual general meeting but shall be eligible to offer himself for election as a member of the Committee.

3.3 VOTING AND QUORUM

3.3.1 The decisions of the Committee shall be made by a simple majority of those Committee members present and voting. If there is an equality of votes the chairman of the meeting shall have a second and casting vote.

3.3.2 Members co-opted to the Committee may not vote on matters concerning finance.

3.3.3 The quorum necessary for the transaction of the business of the Committee shall be any five members of whom the chairman of the meeting and two others must be elected members.

3.4 MINUTES

3.4.1 The Committee shall cause minutes to be kept of all its meetings and which shall be read at the next meeting and when approved signed by the chairman of the meeting.

3.5 SUB-COMMITTEES

3.5.1 The Committee may from time to time appoint such sub-committees as it may deem necessary or expedient and may depute or refer to them such powers and duties of the Committee as the Committee shall determine. Such sub-committees shall periodically report their proceedings to the Committee.

3.6 PROCEEDINGS

3.6.1 Subject to these Rules the Committee and each sub-committee shall regulate its own proceedings.

3.7 POWERS AND DUTIES

3.7.1 The Committee shall (inter alia) have the following powers:

(a) To conduct the business of the Society in accordance with these Rules to achieve the Objects of the Society as given in Rule 1.2 at Part I of these Rules, and as thought necessary to delegate business to a sub-committee in accordance with Rule 3.5.

(b) To manage and invest monies of the Society, not immediately required, in any investments in which the Society is for the time being by law authorised to invest funds.

(c) To determine the annual subscription that each Member shall pay annually to the Society.

(d) To nominate the bank at which the Society shall have an account, and to authorise signatories on all cheques drawn on the Society's bank account.

- (e) To authorise payments made on behalf of the Society. The Committee may delegate this responsibility to the Treasurer on his own signature for any single payment not exceeding an amount to be decided by the Committee and above this amount to any two elected Committee members, whose signatures are authorised by the Committee.
- (f) To authorise the appropriate Committee member to execute financial transactions in pursuit of the Society activity that he is organising and report to the Committee.
- (g) To determine the charge for a Visitor attending a Society activity.
- (h) To determine the charge for refunding money to a Member when such a refund is appropriate in accordance with Rule 5.3.3. at Part V of these Rules.
- (i) 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 interest which the Committee may think necessary for the promotion of the Society's Objects.
- (j) To do all such things and make all such decisions and rulings as are incidental or conducive to the fulfilment of the Objects of the Society.

3.7.2

- (a) In executing the powers and duties given in Rule 3.7.1 the Committee shall not without the sanction of a general meeting commit the Society to a credit balance of less than £2,000.
- (b) The Committee shall not pledge the personal liability of any Member for the repayment of any money borrowed.

3.7.3 The Committee shall (inter alia) ensure that:

- (a) Records of the names of all Members and Visitors attending Society functions are made and retained for not less than one calendar year after the event and in accordance with Rule 2.1.9.
- (b) Persons applying for Membership of the Society (see Rule 2.1.7) know that acceptance of Membership includes compliance with Society Rules in accordance with Rule 1.3.3.
- (c) All applicants for Membership of the Society complete an application form before acceptance by the Committee as a Member in accordance with Rule 2.1.7.

3.8 OFFICERS

3.8.1 The Officers of the Society are those Members specified in Rule 3.2.1 (a).

3.8.2 The duties of the Officers of the Society, subject to these Rules and the decisions of the Committee, include:

- (a) Representing the Society and liaising as necessary on Society affairs.
- (b) Representing the Society and hosting as necessary, Society activities arranged in furtherance of the Objects of the Society. The Chairman may authorise delegation of this duty.
- (c) Representing the Society at the Arts Society and other decorative and fine arts associated meetings and functions.

PART IV – GENERAL MEETINGS

4.1 ANNUAL GENERAL MEETING

4.1.1 The Annual General Meeting shall be held each year not more than 6 months after the end of the Society's accounting year at such a time and place as shall be determined by the Committee.

4.1.2 The business of the Annual General Meeting shall be:

- (a) To read the minutes of the last annual general meeting. Such minutes when approved shall be signed by the chairman of the annual general meeting.
- (b) To receive the Chairman's Report on the activities of the past year.
- (c) To receive the examined accounts of the Society.
- (d) To elect Officers and Committee of the Society to fill any vacancies. Such election shall be by show of hands unless there are more nominations than vacancies in which case the election shall be by a paper ballot.
- (e) To elect a Financial Examiner of the Accounts of the Society for the ensuing year.
- (f) To consider any Resolutions proposed in accordance with Rule 4.1.3.
- (g) With the permission of the chairman of the meeting to transact any other business.

4.1.3 A resolution for an annual general meeting:

- (a) Proposed by the Committee and Members in accordance with Rule 4.1.3(b) shall be included in the agenda paper given to Members attending the meeting at the place of and on the day of the meeting.
- (b) Proposed and seconded by two Members shall be received in writing by the Secretary not less than 21 days before the annual general meeting. Such a resolution shall be included in the agenda in accordance with Rule 4.1.3(a) together with the names of the proposer and seconder.

4.2 EXTRAORDINARY GENERAL MEETING

4.2.1 All general meetings of the Society other than the annual general meeting shall be called extraordinary general meetings.

4.2.2 The Committee may at any time for any purpose call an extraordinary general meeting and shall do so forthwith upon the requisition in writing and signed by not less than 12 members.

4.3 NOTICE

4.3.1 Notice of the date, time and place of the annual general meeting shall be given to Members in the Programme sent to Members in accordance with Rule 5.2.4 at Part V of these Rules. The business to be conducted is itemised in Rule 4.1.2 of these Rules.

4.3.2 Notice of an extraordinary general meeting shall be sent in writing to each Member at his address recorded in the Society register in sufficient time to arrive not less than 14 days before the date of the extraordinary general meeting. Such notice shall include the date, place and time of the extraordinary general meeting, the agenda and any resolution to be put to the meeting.

4.4 CHAIRMAN

4.4.1 At all general meetings of the Society, firstly the Chairman, or secondly in his absence an Officer of the Society, or thirdly in their absence any other elected member of the Committee, or if no elected member of the Committee is present at the time for the meeting to start, a Member of the Society elected by the meeting shall preside as chairman of the meeting. If there is an equality of votes the chairman of the meeting shall have a casting vote.

4.5 ATTENDANCE, QUORUM AND VOTING

- 4.5.1 All Members of the Society are entitled to attend and to vote at general meetings subject to Rule 2.2.4 at Part II of these Rules.
- 4.5.2 Subject to observance of Rules 1.3.2 at Part I and Rule 6.2.1 at Part VI of these Rules, at all general meetings of the Society resolutions shall be decided by a simple majority of those Members present and voting. Voting by either proxy or by post shall not be allowed at general meetings.
- 4.5.3 The quorum for general meetings shall be 20 Members.
- 4.5.4 If at the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same time and day a week hence at a place to be determined by the Committee and of which due notice shall be given to Members. If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Members present shall form a quorum.

PART V – FINANCE

5.1 ACCOUNTS AND ACCOUNTING YEAR

- 5.1.1 Proper books of account shall be kept.
- 5.1.2 The Society's accounting year is 1 August to 31 July.
- 5.1.3 All monies belonging to the Society and not invested shall be paid by the Treasurer into an account in the name of the Society at a bank nominated by the Committee.
- 5.1.4 Subject to Rule 3.7.1(f) at Part III of these Rules all payments made on behalf of the Society shall be authorised by the Committee.
- 5.1.5 A duly examined balance sheet, together with an account of the income and expenditure for the preceding accounting year shall be submitted at the annual general meeting.

5.2 SUBSCRIPTIONS

- 5.2.1 The annual membership subscription rate shall be decided by the Committee subject to Rule 3.7.1(c) at Part III of these Rules.

- 5.2.2 The annual subscription rate shall become due on 1 August, the notice of which shall be posted in sufficient time to reach members by 1 July and in accordance with Rule 2.4.2 at Part II of these Rules.
- 5.2.3 In the event of the Membership Secretary not receiving a Member's annual subscription by 1 August the Member shall be sent a written reminder that his annual subscription is due. If such a subscription is not received by the Society within 21 days of the date of posting of the written reminder the Member shall be deemed to have resigned from the Society.
- 5.2.4 On receipt of a Member's annual subscription he shall be sent the Society's programme for the ensuing year.

5.3 PAYMENTS, CHARGES AND REFUNDS

- 5.3.1 In accordance with Rule 3.7.1(e) at Part III of these Rules the Treasurer shall reimburse Committee members and others for reasonable out-of-pocket expenses incurred in transacting the business of the Society.
- 5.3.2 In accordance with Rule 3.7.1(g) at Part III of these Rules the organiser of a Society activity shall charge a Member for his Visitor as decided by the Committee.
- 5.3.3 The Treasurer may pay a refund for a Society activity to a Member in whole or in part depending upon whether or a not a ticket has been resold or when costs forming part of the ticket price have been saved. In so doing the Treasurer shall take into account the administrative charge for such a refund determined by the Committee in accordance with Rule 3.7.1(h) at Part III of these Rules.

PART VI – OTHER MATTERS

6.1 CENSURE AND EXPULSION

- 6.1.1 The Committee may censure or expel any Member if in its opinion the conduct of the Member is or has been contrary to the interests of the Society or injurious to its reputation. If expulsion is being considered the Committee shall firstly in writing give the Member the opportunity, at a hearing before the Committee or in writing if the Member so wishes, to explain the reasons for his behaviour and secondly the Committee may in writing request the Member to resign and if the Member does not so resign within 28 clear days of the posting of such a letter the Member may be expelled by the Society.

6.2 WITHDRAWAL FROM NADFAS

6.2.1 In accordance with the Constitution and Rules of NADFAS the Society shall give 6 months written notice to NADFAS before withdrawal from NADFAS.

6.2.2 On withdrawal or termination of membership by NADFAS, the Society shall cease to be entitled to the use of the NADFAS name. The Society shall return to NADFAS all confidential documentation issued by NADFAS.

6.3 DISBANDMENT

6.3.1 The Society shall be disbanded by such a resolution at an extraordinary general meeting duly convened in accordance with Rule 4.3.2 at Part IV of these Rules passed by not less than two-thirds of the Members present and voting. The NADFAS executive shall be invited to be represented at such a meeting.

6.3.2 At such a disbandment of the Society all its remaining assets, after payment and discharge of all outstanding liabilities, shall be transferred to an association having similar interests and chosen by a simple majority of the Members present and voting at the same extraordinary general meeting at which the disbandment resolution was passed in accordance with Rule 6.3.1.