

# **CONSTITUTION AND RULES FOR THE ARTS SOCIETY CRANLEIGH**

## **1. NAME**

The Society shall be called "The Arts Society Cranleigh".

## **2. OBJECTS**

As a Member Society of the The Arts Society, the Society shall have as its 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
- c) The advancement of the arts, culture and heritage, in particular, but without limitation, the decorative and fine arts.

## **3. POWERS**

For the pursuit and fulfilment of the Society's objects its powers shall include the following:-

- a) To arrange lectures for members of the Society there being required to be two, on the same date and at the same venue, one in the afternoon and one in the evening.
- 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 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 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 borrow or raise money and to appeal for funds for the purpose of the Society on such terms and on such security as may be thought fit subject to such consents as are required by law.

## **4. MEMBERSHIP**

- a) The Society shall have Ordinary Members and may have Honorary Life Members if the Committee so decides. Ordinary Members may join either the afternoon or evening session, but not both, and shall remain a member of that session until the end of the lecture year in which they join. Any Ordinary Member may attend a lecture of the other session no more than four times in any one lecture year and then only by prior approval of the appropriate Membership Secretary.
- 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) At the discretion of the Committee persons on the waiting list will be admitted to membership in strict order of the date of application, but priority may be given to members from other Societies who move into the locality and to spouses of current members. When there are persons on the waiting list who do not belong to any other The Arts Society affiliated Society, the Committee may give them priority over those who are already members of an existing Society.
- d) The committee may appoint Honorary Life Members, who are Ordinary Members, and who are distinguished in the decorative and fine arts or who have done valuable work for the Society. An Honorary Life Member shall be entitled to all the rights and privileges of Ordinary Members but shall not be liable to pay a subscription nor have the right to vote at General Meetings or propose candidates for election of the Society. An Honorary Life Member who at the time of election as such was an Ordinary Member may elect to remain an Ordinary Member as well and in that event shall continue to be liable to pay a subscription and be entitled to vote at General Meetings and propose candidates for election of the Society.

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## **5. OFFICERS**

The Officers of the Society shall be Ordinary Members and shall comprise the Chairman, Deputy-Chairman, Treasurer and Secretary all of whom shall be nominated annually by the Committee for election at the Annual General Meeting. Officers normally hold office for four consecutive years, subject to annual re-election at the Annual General Meeting but may, if nominated by the Committee, offer themselves for re-election.

## **6. RESPONSIBILITIES OF CHAIRMAN**

The Chairman, or in his absence the Deputy-Chairman, shall preside at all General Meetings and Committee Meetings of the Society (If neither of these is present the members present shall choose one of their number to be the chairman of the meeting). The chairman of the meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the Society. The Chairman shall attend and represent the Society at all The Arts Society General Meetings, Area and National Meetings or appoint a representative to attend.

## **7. HONORARY LIFE PRESIDENT**

The Committee may appoint an Honorary Life President who is an Ordinary Member or Honorary Life Member and who is distinguished in the decorative and fine arts or who has done valuable work for the Society. The Honorary Life President shall be entitled to all the rights and privileges of an Ordinary Member but shall not be liable to pay a subscription nor have the right to vote at General Meetings or propose candidates for election. The Honorary Life President who at the time of election as such was an Ordinary Member may elect to remain an Ordinary Member as well and in that event shall continue to be liable to pay a subscription and be entitled to vote at General Meetings and propose candidates for election of the Society.

## **8. COMMITTEE**

- a) The Committee shall consist of Ordinary Members and 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, Deputy-Chairman, Treasurer and Secretary. The Officers and Committee members shall be the Trustees of the Charity and in these Constitution and Rules are together called "the Committee".
- c) Any Ordinary Member of the Society may propose or second members for election to the Committee at the Annual General Meeting. Nominations, shall be in writing, together with the member's written agreement to act, must be given to the Secretary not less than twenty-eight days before the Annual General Meeting.
- d) Committee members normally serve for four consecutive years but may offer themselves for re-appointment as a Committee member. If a Committee member is nominated by the Committee to be an Officer the conditions of Rule 5 shall apply.
- e) Vacancies occurring amongst the Officers or 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 up to four additional members to the Committee for specific purposes. 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 the Committee determines.
- h) The Committee may make Rules regulating the conduct of meetings other than General Meetings, attendance of visitors, or 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

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consist of more than half of the number of elected members of the Committee one of whom should be an Officer.

- j) As the Officers and Committee members are Trustees of the Charity, any such person shall cease to hold office if he is disqualified for acting as a Trustee by virtue of section 72 of the Charities Act, 1993 (or any statutory re-enactment or modifications of that provision).

### **9. FINANCE**

- a) The Society's financial year shall end on the thirtieth of November in every year.
- b) An independent financial examiner shall be appointed at the Annual General Meeting, whose duties shall be to examine the accounts and produce a Balance Sheet and Income and Expenditure Account. The examined accounts including the Balance Sheet and Income and Expenditure Statement shall be submitted to the members for the Annual General Meeting.
- c) The Committee shall authorise its Officers to arrange payment and re-imburement 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, Deputy-Chairman or Treasurer.
- d) Payment for outings, study days or other events shall be due at the time of booking and are not refundable, except at the discretion of the Committee.

### **10. SUBSCRIPTION**

- a) The annual subscription for the lecture year March to February for Ordinary Members of the Society shall be such a sum as may be determined by the Committee from time to time. The first payment shall be due on election to membership and thereafter the subscription is due annually on the first of March in every year.
- 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 Committee shall have power to charge a joining fee for membership of the Society, additional to a member's subscription.

### **11. VISITORS**

- a) There shall not be admitted to any meeting of the Society any person who is not an Ordinary Member, Honorary Life Member or Honorary Life President except:-
  - i. Lecturers or other guests of the Committee..
  - ii. Provided always that sufficient accommodation is available, members of the public and with the prior approval of the appropriate Membership Secretary, member's guests. Such persons attending may, entirely at their discretion, make a voluntary contribution towards the charitable remit of the Society.
- b) In the first instance there shall not be admitted to any limited ticketed meeting or event of the Society any person who is not an Ordinary Member, Honorary Life Member or Honorary Life President.

### **12. GENERAL MEETINGS**

- a) The Annual General Meeting, at which Ordinary Members and Honorary Life Members belonging to either the afternoon or evening sessions together with the Honorary Life President may attend, shall be held immediately prior to either the afternoon or the evening February lecture. Written notice of the Annual General Meeting, including the text and Proposers and Seconders of any Resolutions, shall be given by the Secretary to all Ordinary Members, Honorary Life Members and Honorary Life President, at least twenty-one days prior to the meeting.
- b) The business of the Annual General Meeting shall be:

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- i. To receive and pass 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. Informally to discuss any other business with the permission of the Chairman.
- c) The election of Officers and 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. The quorum for Annual General Meetings shall be twenty Ordinary Members.
- d) An Extraordinary General Meeting, at which Ordinary Members and Honorary Life Members belonging to either afternoon or evening session together with the Honorary Life President may attend, may be convened at the request of the Committee or by a Resolution supported by at least twenty Ordinary Members. Such Resolution to be considered must be given in writing to the Secretary who will give all Ordinary Members, Honorary Life Members and the Honorary Life President not less than twenty-eight days written notice of the meeting, stating time and place of the meeting and the text of the Resolution. The quorum for Extraordinary General Meetings shall be sixty Ordinary Members.
- e) At a General Meeting the decision of the Chairman of the meeting upon a question of order, voting or adjournment of the meeting and interpretation of the Rules of the Society, shall be final.
- f) Except under Rule 12(c), voting shall be by a show of hands of those present and eligible to vote on the basis of one vote per Ordinary Member. In the event of equality of votes, the Chairman of the meeting shall cast an additional vote. Proxy voting shall not be permitted.

### **13 MEMBER'S RESOLUTIONS**

- a) Any Ordinary Member desirous of bringing forward a Resolution to be considered at an Annual General Meeting shall give notice in writing thereof to the Secretary at least thirty-five days prior to the holding of an Annual General Meeting.
- b) 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 an Annual General Meeting.
- c) Any Resolution which is not included in the Agenda for an Annual General Meeting shall be notified to all Ordinary Members, Honorary Life Members and Honorary Life President in writing. All eligible members shall be given a chance to vote on the Resolution at an Extraordinary General Meeting convened in accordance with Rule 12 (d).
- d) Voting shall be by a show of hands of those present and eligible to vote on the basis of one vote per Ordinary Member. In the event of equality of votes, the Chairman of the meeting shall cast an additional vote. Proxy voting shall not be permitted.
- e) The decision shall be made on the basis of at least 60% of the votes properly cast being in favour.

### **14. MEMBERS' CONTACT DETAILS AND DATA PROTECTION ACT**

- a) Members shall notify any change of contact details to the Society.
- b) Where the names, addresses, telephone numbers and email addresses of members are held in a computer, members shall, unless a specific request is made to withhold this information, be deemed to consent to disclosure of such information to The Arts Society, or to other societies affiliated to The Arts Society or the Society.

### **15. AMENDMENT TO CONSTITUTION AND RULES**

This Constitution and Rules may be amended by a written resolution of which due notice has been given in accordance with Rule 12(a) and 12(d) and passed at a General Meeting by at least two-thirds of the Ordinary Members present and voting. No amendment may be made to Rule 2, Rule 18 and this Rule 15 without the prior approval of the Charity Commission and no amendment shall be made which would cause the Society to cease to be a charity at law. A copy of any resolution amending this Constitution and Rules shall be sent to the Charity Commission within twenty-one days of it being passed.

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## **16. REGISTERED PARTICULARS**

The Chairman or Secretary shall notify the Charity Commission within twenty-one days of any changes to the Charity's entry on the Central Register of Charities.

## **17. EXPULSION FROM 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 may request in writing such a member to resign, but only after granting the member a hearing before it. Any member so requested who does not resign within one month from the date of such a written request shall be liable to expulsion from the Society.

## **18. WINDING UP THE SOCIETY**

If at a General Meeting a special resolution to wind up the affairs of the Society shall have been duly proposed and passed, so much of the assets of the Society shall be realised as may be required to discharge all liabilities, and any remaining assets shall be made over to such one or more charitable institutions or other associations having charitable objects similar to those of the Society as the Committee shall decide. No such special resolution shall be passed unless carried by at least two-thirds of the Ordinary Members present. A member of The Arts Society Executive shall be invited to be present. The Charity Commission shall be notified within twenty-one days of the winding-up of the Society.

## **19. WITHDRAWAL FROM THE ASSOCIATION**

- a) According to the Constitution and Rules of The Arts Society, six months previous written notice must be given to The Arts Society before a Member Society withdraws from the Association.
- b) On withdrawal or termination of membership by The Arts Society, the Society shall cease to be entitled to the use of the The Arts Society name and shall cease to be called the "The Arts Society Cranleigh" or use a website address incorporating any reference to The Arts Society. The Society shall return to the The Arts Society all confidential documentation issued by The Arts Society.

## **20. INTERPRETATION**

- a) In these rules where the context admits the masculine, shall include the feminine and the singular shall include the plural 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.
- b) In these rules, the expression 'written' shall be deemed to mean communication by either Electronic Mail or Post.

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**Registered Charity No. 1142228**