

CONSTITUTION AND RULES FOR
THE HONITON DECORATIVE AND FINE ARTS SOCIETY
Registered Charity Number 1111757

A MEMBER OF THE NATIONAL ASSOCIATION OF DECORATIVE & FINE ARTS SOCIETIES
("NADFAS")

(A Company limited by Guarantee – Registered Charity Number 1089743)

Adopted on 14 June 2005

All members of the Society should be sent a copy of the Society's Constitution
and Rules and amendments when approved at a General Meeting

- 1 **NAME**
The Society shall be called the "Honiton Decorative and Fine Arts Society", hereafter called "the Society".
- 2 **OBJECTS**
The Society shall have as its objects the promotion and advancement of the aesthetic education of the public in the cultivation, appreciation and study of decorative and fine arts, and the giving of aid to the preservation of the artistic heritage of the United Kingdom for the benefit of the public. The Society is open to any member of the public without discrimination of political, religious or other opinions.
- 3 **POWERS**
For the pursuit and fulfilment of the Society's objects its powers shall include the following:-
- (a) To arrange lectures and events for Members of the Society.
 - (b) To arrange study days, 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.
 - (d) To arrange voluntary conservation 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 raise and utilise funds for the furtherance of its objects but without the power to pledge the personal liability of any Member for the repayment of any sums borrowed.
 - (h) To offer financial help or award bursaries to young people undertaking courses of study in the visual arts or allied subjects.
 - (i) To undertake any other lawful activities in fulfilment of the objects.
- 4 **MEMBERSHIP**
- (a) The Society shall have Ordinary Members and may have Life Members.
 - (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 will be admitted to Membership in strict order of the date of application, but NADFAS members who move to the area may be admitted at once (if space permits), paying a pro rata subscription for the remainder of the year.
 - (d) A Life Member may attend all monthly meetings of the Society in the same manner as an Ordinary Member but shall only be liable to pay the Affiliation Fee and shall not be entitled to vote at any General Meeting of the Society. A 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 the event shall continue to be liable to pay the subscription and may then vote at the General Meetings of the Society.
- 5 **THE OFFICERS**
- (a) The Officers of the Society shall be the Chairman, the Vice-Chairman, the Hon Treasurer and the Hon Secretary all of whom shall be nominated annually by the Committee for election at the Annual General Meeting. Neither the Chairman nor the Vice-Chairman may hold office in such post for more than ten consecutive years. The Treasurer and the Secretary

- (b) shall not normally hold office for more than five years but the Committee may extend this up to a maximum of ten years. The Chairman, or in his/her absence the Vice-Chairman or the Hon Secretary 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, adjournment of the Meeting or interpretation of the Rules of the Society after discussion shall be final. The Chairman of any Meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the Society. The Chairman or the Vice-Chairman shall attend and represent the Society at all NADFAS General Meetings, Area and National Meetings or appoint a deputy to attend.

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 four Officers – viz. the Chairman, Vice-Chairman, the Hon Treasurer and the Hon Secretary. For the duration of their elected Office, the Committee shall be the Trustees charged with administering the Society in accordance with the terms of this governing document and with the requirements of Charity Law, and whose names will be communicated to the Charity Commission.
- (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 given to the Secretary not less than 21 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- (d) No Committee Member may serve for more than ten years unless elected from the Committee to be an Officer when they may serve a maximum of ten years in each post with the possibility of extension as provided for in Rule 5 (a)
- (e) 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.
- (f) The Committee may co-opt up to two additional Members to the Committee. Co-opted Members shall have the right to attend and speak at Meetings of the Committee..
- (g) The Committee may appoint subcommittees accountable to it for such purposes as it determines.
- (h) The Committee may make regulations regarding the conduct of Meetings other than General Meetings, attendance of visitors, charges for visitors and otherwise for the regulation of the Society's affairs.
- (i) The Committee shall meet as required and not less than three times each year. A quorum shall consist of five of the trustees one of whom should be an Officer, as set out in Rule 6(b).
- (j) Leader of Church Recording and will normally serve on the Committee as ex officio voting members of the Committee.
- (k) The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of the Act) with regard to the management of the Society.

7 FINANCE

- (a) The Society's financial year shall end on 30th April in every year.
- (b) The Committee shall cause proper books of account to be kept in respect of all money received and expended by the society, complete with all receipts. These books of account shall be held by the Hon. Treasurer of the society.
- (c) An independent Financial Examiner, nominated by the Committee 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.
- (d) The Committee shall authorize its Officers to arrange payment and re-imburement of expenditure on behalf of the Society. The funds of the Society shall be paid into or moved between 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, for sums over one thousand pounds and for sums below one thousand pounds one signature, or other signatories authorized by the Committee, provided always that one of the two persons signing cheques or other instruments shall be the Chairman or Treasurer.

8 SUBSCRIPTIONS

- (a) The subscription for Ordinary Members of the Society shall be such a sum as may be determined by the Committee/Trustees from time to time. For new members payment shall be due on acceptance of offer of Membership and payment is then due annually.
- (b) A Member whose subscription is not paid in full by 30th September shall thereupon cease to be entitled to rights and privileges of Membership but may on subsequent request and at the discretion of the Committee be placed on the waiting list.
- (c) The Committee shall have power to charge an entrance fee for Membership of the Society, additional to a Member's subscription.
- (d) From the subscription referred to in Rule 8 (a) above, the Society will pay the NADFAS affiliation fees for the next calendar year due in the following January.

9 GENERAL MEETINGS

- (a) The Annual General Meeting shall be held at such time and place as shall be determined by the Committee by written Notice to all members, including the Agenda, the text, proposers and seconders of any Resolutions, delivered by hand or posted not less than 14 days before the meeting.
- The business of the Annual General Meeting shall be:-
- (i) To receive and approve the examined Accounts of the Society and the Report thereon,
 - (ii) To receive and approve the Committee's Report on the activities of the past year,
 - (iii) To elect the Officers and the Committee of the Society,

- (iv) To confirm the appointment of an independent Financial Examiner of the Accounts of the Society,
 - (v) To consider any Resolution(s) of which due Notice has been given, under Clause 10 below.
 - (vi) Informally to discuss any other business with the permission of the Chairman.
- (b) The election of Officers and of the Committee/Trustees 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.
 - (c) The quorum for General Meetings shall be one quarter of the Ordinary Membership.
 - (d) An Extraordinary General Meeting must be convened within 28 days at the request of the Committee or at least 20 Members of the Society. The Resolution(s) to be considered must be given in writing to the Secretary who will give all the Members 14 days' written Notice of such Meeting, stating time and place of the Meeting (which shall be determined by the Chairman) and the text of the Resolution(s).
 - (e) Except under Rule 9 (b), voting shall be by a show of hands and by simple majority (abstentions, for the 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 equality of votes, the Chairman of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.

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 to the Membership Secretary of the Society.
- (b) Because the names and addresses and telephone numbers of Members are held by the Society, Members must consent to the disclosure of such information to the Officers of this Society, and NADFAS (including the Patricia Fay Memorial Fund, the South West Area Committee of NADFAS, and the subsidiary companies of NADFAS).

12 AMENDMENT OF CONSTITUTION AND RULES

- (a) These Rules may be amended by a written Resolution of which due Notice has been given in accordance with Rule 9 (a) and 9 (d) passed at a General Meeting by at least two-thirds of the Members who are present and voting.
- (b) No amendment may be made to Rule 1, Rule 2, Rule 6 (k), or Rule 14 or this clause without the prior consent in writing of the Charity Commission.
- (c) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (d) The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

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 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 NADFAS Trustee Board is present) by at least two-thirds of those present and voting so much of the assets shall be realised as may be 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 as the Committee shall decide.

15 WITHDRAWAL OF THE SOCIETY FROM THE ASSOCIATION

- (a) A representative of the NADFAS Trustee Board should be invited to a General Meeting at which withdrawal from NADFAS is to be proposed. If no reply is received to the invitation then the meeting shall proceed.
- (b) According to the Memorandum and Articles of Association of NADFAS, six months' previous written Notice must be given to NADFAS before a Member Society withdraws from NADFAS.
- (c) On withdrawal or termination of Membership of NADFAS, the Society shall cease to be entitled to the use of the NADFAS name and shall cease to be called the "Honiton Decorative and Fine Arts Society". The Society shall return to NADFAS all confidential documentation issued by NADFAS.

INTERPRETATION

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 visitors of the Society, subject to the provisions of Rule 5(b) as to the General Meeting.