

CONSTITUTION & RULES FOR THE ARTS SOCIETY GUERNSEY

Adopted on 26 September 2019

1 Name

The Society shall be called “The Arts Society Guernsey”.

2 Legal Status

The Society is an unincorporated association.

3 Objects

As a Member Society of The Arts Society (the operating name for the National Association of Decorative and Fine Arts Societies NADFAS), 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 within the Bailiwick of Guernsey; and
- (b) the advancement of the arts, culture and heritage, in particular, but without limitation, the decorative and fine arts within the Bailiwick of Guernsey.

4 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 and the general public within the Bailiwick of Guernsey.
- (b) 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 the objects.
- (c) To subscribe, donate or guarantee money for any purpose connected with and calculated to advance the objects of the Society.
- (d) 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.
- (e) To undertake any other lawful activities in fulfilment of the objects.
- (f) For the avoidance of doubt, the Society may not donate any funds to any person or charity not resident in the Bailiwick of Guernsey.

5 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 will be admitted to Membership in strict order of the date of application, but in exceptional circumstances priority may be given at the discretion of the Committee. Exceptional circumstances might be when Members from other Societies move into the locality.
- (d) The Committee may elect Honorary Members 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 entitled 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 as well and in the event shall continue to be liable to pay a subscription and entitled to vote at the General Meetings of the Society. The Society will pay The Arts Society subscription i.e. Affiliation Fee for all Honorary Members and will not recoup this money from the Honorary Members.

6 The Officers

- (a) The Officers of the Society shall be the Chairman, the Vice Chairman, the Treasurer and the Secretary, all of whom shall be unconnected persons and 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 three consecutive years. The Treasurer and the Secretary shall not normally hold office for more than three years but the Committee may extend this up to a maximum of five years to ensure a smooth transition of responsibilities.

- (b) The Chairman

The Chairman, or in his/her absence an appointee of the Committee, 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 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 shall attend and represent the Society at all General Meetings of The Arts Society or appoint a deputy to attend.

- (c) Honorary Officers

The Committee may appoint Honorary Officers who shall be a President and no more than two Vice Presidents in recognition of their services to the decorative and fine arts or to the Society. These appointments shall be for a period of five years and may be renewed for a further term but no Honorary Officer shall hold that office for more than ten years in total. An Honorary Officer shall be entitled to all the rights and privileges of Ordinary Members except the right to vote at General Meetings. The Society will pay The Arts Society Affiliation Fee for all Honorary Officers.

7 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 Chairman, Vice Chairman, 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 35 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 three years unless elected from the Committee to be an Officer when they may serve a maximum of three years in each post, with the possibility of extension as provided for in Rule 6 (a).
- (e) Members of the Steering Committee forming the Society may serve an additional year.
- (f) 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.
- (g) 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.
- (h) The Committee may appoint sub-committees accountable to it for such purposes as it may determine.
- (i) 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.
- (j) The Committee shall meet as required and not less than four times each year. A quorum shall consist of a minimum of four elected Members of the Committee one of whom must be the Chairman or his designated deputy for that meeting. The Committee may wish to invite members of Sub-Committees to be ex officio non-voting members of the Committee or ask them to attend at regular intervals.

8 Duties of the Committee

Committee members must:

- (a) be persons of integrity and probity who have suitable and appropriate skills and experience.
- (b) act in good faith at all times, with a general duty of care.
- (c) act only in accordance within the powers afforded by this Constitution & Rules as amended from time to time.
- (d) ensure that there are measures in place to enable the Society to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under this Constitution & Rules and to discharge any legal obligations to which it is subject.
- (e) review the activities of the Society, as well as its own performance, from time to time to ensure that the Society continues to achieve its purpose and mission or objectives effectively, to fulfil its other obligations under this Constitution & Rules and to discharge any legal obligations to which it is subject.
- (f) ensure that the financial position of the Society is satisfactory and prudent for the purpose of the Society's mission or objectives, in particular that disbursements are subject to dual control by unconnected persons.
- (g) be transparent and accountable generally, unless there is a good reason not to be, such reason to be approved by both the Committee and the Members.

9 Finance

- (a) The Society's financial year shall end on 31 December in every year and the first financial period of the Society shall end on 31 December 2020.
- (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. The first Examiner shall be appointed by the Committee.
- (c) The Committee shall authorise its Officers to arrange payment and re-imbusement 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. Payments shall be authorised by not less than two Officers or other signatories authorised by the Committee, provided always that one of the two persons authorising payments shall be an Officer of the Society.
- (d) Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable.

10 Subscription

- (a) The subscription 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 due annually on 31 December in every year.
- (b) A Member whose subscription is not paid in full within 28 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 an entrance fee for Membership of the Society, additional to a Member's subscription.
- (d) The Society will pay The Arts Society Affiliation Fee on 1st January of the calendar year for which it is due.

11 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 Agenda, the text and proposers and seconders of any Resolutions, shall be given 21 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 Committee'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.
- (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 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. Resolutions to be considered must be given in writing to the Secretary, who will give all the Members 21 days' written Notice of the Meeting, stating time and place of the Meeting which shall be determined by the Chairman and the text of the Resolutions.
- (e) Except under Rule 11(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. (Where an increased majority is required, the number of those in favour of the Resolution must exceed, by the required amount, the sum total of those against and any abstentions).

12 Resolutions

Notice of Resolutions to be brought forward shall be given in writing to the Secretary at least 35 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.

13 Members' Addresses and Guernsey Data Protection Law

- (a) Members' details will be processed fairly and lawfully and in accordance with the Society's legitimate activities.
- (b) Members' details will be disclosed to The Arts Society and to other Member Societies, Area, or organisations affiliated to The Arts Society or the Society.
- (c) Members shall notify any changes of address to the Society.

14 Amendment of the Constitution and Rules

This Constitution & Rules may be amended by a written Resolution of which due Notice has been given in accordance with Rule 11 (a) and 11 (d) passed at a General Meeting by at least two-thirds of the Members present and voting.

15 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.

16 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 Arts Society Trustee Board is present) by at least two-thirds of those present, 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.

17 Withdrawal from the Association

- (a) A representative of The Arts Society Trustee Board should be invited to a General Meeting at which withdrawal from 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 "The Arts Society Guernsey." The Society shall return to The Arts Society all confidential documentation issued by The Arts Society.

18 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 guests of the Society, subject to the provisions of Rule 6(b) as to the General Meeting.

Confirmed adopted as the first Constitution & Rules of The Arts Society Guernsey:

Rodney Griffiths
Chairman