



**THE ARTS
SOCIETY
KENSINGTON &
CHELSEA**

CONSTITUTION AND RULES

FOR

THE ARTS SOCIETY KENSINGTON & CHELSEA

FORMERLY KNOWN AS

ROYAL BOROUGH OF KENSINGTON & CHELSEA

SOCIETY OF

THE NATIONAL ASSOCIATION OF DECORATIVE

& FINE ARTS SOCIETIES

Registered Charity No. 288196

CONSTITUTION AND RULES

1. NAME

The Society shall be called "The Arts Society Kensington & Chelsea"

2. OBJECTS

As a Member Society of The Arts Society all have as the 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 the following.

- (a) To arrange lectures for Members of the Society.
- (b) To arrange 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 it's 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 the objects.
- (f) To establish or support any charitable or benevolent association or institution and to subscribe or guarantee money for any purpose connected with or calculated to advance the primary objects of the Society.
- (g) To raise and utilise funds for the furtherance of the objectives 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. Ordinary Membership is open on payment of an annual subscription. The Committee may elect Honorary Members of the Society who are distinguished in the decorative and fine arts or who have done valuable work for the Society.
- (b) The Society is registered as a Charity with the Charity Commissioners. The Committee, on behalf of the Society, shall appoint Trustees to represent the Society, in order to make the necessary annual submission to the Commissioners and to provide additional information that they may request from time to time. The Trustees shall be selected from the current Chairman and Officers plus any Member they wish to co-opt to a maximum of 5.

5. 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 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 at their discretion.
- (b) The Chairman, or in his absence an appointee of the Committee, shall preside at all General 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 The Arts Society General Meetings, Area and National Meetings or appoint a deputy to attend.
- (c) The Committee may appoint Honorary Officers who shall be a President and not more than five 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. 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 Chairman, Vice-Chairman, Treasurer and Secretary.
- (c) Any Ordinary Member of the Society may propose or second Members for election to the Committee. Committee Members shall retire each year but be eligible for re-election at the Annual General Meeting for not more than 4 successive years with the option to stand again for a further 4 years after which he/she will stand down.
- (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.
- (e) The Committee may appoint subcommittees accountable to it for such purposes as it determines.
- (f) The Committee shall meet as required and not less than four times each year. 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 30th June 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. The first Examiner shall be appointed by the Committee.
- (c) The Committee shall authorise its Officers to arrange payment and reimbursement 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. However, from time to time other bank accounts may be opened by the Committee to facilitate the financing of specific projects in accordance with the powers in Rule 2. Such accounts shall be included in the Society's annual audit. Cheques on these accounts shall be signed by two members of the Committee and duly authorised by it.

8. 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 thereafter annually on a date to be determined by the Committee.

- (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 a joining fee for Membership of the Society, additional to a Member's subscription.

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 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 Society's Accounts
- (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 Members of the Committee shall be by a show of hands.

- (c) 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.

- (d) 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 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.

11. MEMBERS' ADDRESSES AND DATA PROTECTION ACT

- (a) Members shall notify any change of address to the Society.
- (b) Where the names, addresses, telephone number and email addresses of Members are held in a computer. Members must consent to the disclosure of such information to The Arts Society or to other Societies, Areas or companies affiliated to The Arts Society or the Society.

12. AMENDMENT OF CONSTITUTION AND RULES

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 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. WINDING UP THE SOCIETY

If at the Annual 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 members present.

15. 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 THE ARTS SOCIETY name and shall cease to be called the "The Arts Society Kensington & Chelsea". The Society shall return to THE ARTS SOCIETY all confidential documentation issued by THE ARTS SOCIETY.

16. 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 5(b) as to the General Meeting.