

Constitution & Rules of the The Arts Society Bearsden and Milngavie

(as revised and approved at an Extraordinary General Meeting of the Society on 12th June 2017)

1 Name

The Society shall be called the “The Arts Society Bearsden and Milngavie”.

2 Objects

As a Member Society of The Arts Society (TAS), the Society shall have as its objects the promotion and advancement of the aesthetic education of the public, the cultivation, appreciation and study of the 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;
- (a) To arrange study groups, tours and visits to private houses, museums, exhibitions and other places of interest for Members of the Society;
- (b) To include TAS ‘Affiliate’ members and other members of the public in the Society’s activities on such terms as the Committee shall decide;
- (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 and by TAS ‘Affiliate’ members in relation to the 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 subscribe, donate, lend 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 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.
- (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. Membership is not transferable.
- (c) Persons on the waiting list will normally 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.
- (d) The Committee may elect, for such period as the Committee shall determine, up to 5 Honorary Members who are distinguished in the 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 that event shall continue to be liable to pay a subscription and entitled to 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 Treasurer, the Secretary, the Membership Secretary and the Programme 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, the Secretary, the Membership Secretary and the Programme 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 the 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 TAS General Meetings, Area and National Meetings or appoint a deputy to attend.

(c) Honorary Officers

The Committee may appoint Honorary Officers who shall be a President and a Vice-President in recognition of their services to the arts or to the Society. These appointments shall be for a period of three years and may be renewed for a further term but no Honorary Officer shall hold that office for more than six 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.

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, the Vice Chairman, the Treasurer, the Secretary, the Membership Secretary and the Programme 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, subject to Rule 6(d) below.
- (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 5 (a).
- (e) Notwithstanding Rules 6 (c) and 6 (d) above, a person who has served as a Committee Member and an Officer for a total continuous period of nine years shall retire and shall not be eligible for re-election for a period of two years.

- (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 subcommittees accountable to it for such purposes and on such terms 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 over one half of the number of the elected Members of the Committee of whom at least two shall be Officers.

7 Finance

- (a) The Society's financial year shall end on 31st December in every year.
 - (b) An Honorary 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.
 - (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. Payments from such accounts, including electronic payments, require prior approval by two Officers or other signatories authorised by the Committee.
4. Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable, save at the discretion of the Committee.

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 due annually on 30th June 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 the 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 TAS affiliation fee on 1st January of the calendar year for which it is due.
- (e) A separate charge shall be made for members, TAS Affiliate members and members of the public taking part in visits, study groups or other events.

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.
- (b) 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 Chairman's Report on the activities of the past year;
 - iii. To elect the Officers and Committee of the Society;
 - iv. To elect an Honorary 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 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.
- (d) The quorum for General Meetings shall be one-quarter of the Ordinary Membership.
- (e) An Extraordinary General Meeting must be convened within 35 days at the request of the Committee or in response to a written request signed by 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 the time and place of the Meeting, as shall be determined by the Chairman, together with the text of the Resolutions.
- (f) Except under Rule 9 (b), voting shall be by a show of hands and by simple majority of those present and eligible to vote (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' details will be processed fairly and lawfully and in accordance with and only for the purposes of, the Society's legitimate activities.
- (b) Members' details will be disclosed to TAS and to other Member Societies, Area, or organisations affiliated to TAS or the Society but will not be disclosed to third parties, save as the law may require.
- (c) Members shall notify any changes of address to 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 quorate General Meeting by at least two-thirds of the Members present and voting.

13 Termination of Membership of the Society

- (a) 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.
- (b) In order to ensure that any waiting list for membership is dealt with fairly and expeditiously, the Committee reserves the right to refuse to renew the membership of any member who has failed to attend at least two lectures during a programme year. In the event that the Committee so decides, written notice will be given to that member and, on request of the member, the Committee will, at its sole discretion, determine whether the reasons for absence constitute adequate grounds for renewal. If the appeal is not 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 TAS 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.

15 Withdrawal from the Association

- (a) A representative of the TAS Trustee Board should be invited to a General Meeting at which withdrawal from TAS is to be proposed.
- (b) According to the Memorandum and Articles of Association of TAS, six months' previous written Notice must be given to TAS before a Member Society withdraws from TAS.
- (c) On withdrawal or termination of Membership by TAS, the Society shall cease to be entitled to the use of the TAS name and/or logo and shall cease to be called the "The Arts Society Bearsden and Milngavie." The Society shall return to TAS all confidential documentation issued by TAS.

16 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.
- (b) References in these rules to 'written notice' or 'in writing' shall be deemed to include the use of electronic messaging systems.
- (c) Subject to the provisions of Rule 5(b) as to the General Meeting 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.