

Constitution and Rules (June 2012)

Lomond and Argyll Decorative & Fine Arts Society (LADFAS)

A Member Society of NADFAS

1. NAME

The Society shall be called the 'Lomond and Argyll Decorative & Fine Arts Society'.

2. OBJECTS

As a Member Society of the National Association of Decorative & Fine Arts Societies (NADFAS), 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 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. The arrangement of lectures for Members of the Society.
- b. The arrangement of study groups, tours and visits to private houses, museums, exhibitions and other places of interest for Members of the Society.
- c. The arrangement of related activities of an educational character for children and other members of the public.
- d. The arrangement of 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 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.

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 the persons applying for Membership in excess of the permitted number. Membership is not transferable.

- c. Persons on the waiting list will be admitted to Membership in strict order of the date of applications, but in exceptional circumstances priority may be given at the discretion of the Committee.
- 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 vote at General Meetings of the Society.

5. OFFICERS

- a. The Officer Bearers 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 an Annual General Meeting. The Chairman, Vice-Chairman, Treasurer and Secretary shall not normally hold office for more than three years but the Committee may extend this up to a maximum of five consecutive years to ensure a smooth transition of responsibilities.
- b. **THE CHAIRMAN** The Chairman, or in his absence, Vice-Chairman or an appointee of the Committee shall preside at all General Meetings and Committee Meetings of the Society. The decision of the Chairman of the 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 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 NADFAS 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 up to three 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 five year 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.

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 the election to the Committee at the Annual General Meeting. Nominations must be given to the Secretary not less than twenty-eight days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- d. No Committee Member may serve more than four years unless elected from the Committee to be an Officer Bearer when they may serve a maximum of three years in each post with the possibility of extension as provided for in Rule 5a.

- e. Casual vacancies amongst the Committee 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. 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 it determines.
- h. The Committee may make rules regulating the conduct of meetings other than General Meetings, attendances 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 four times each year. A quorum shall consist of over one half 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 31 March 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.
- d. Payment for outings, study days or other events will be due at the time of booking and will not normally be refundable.

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 subsequent payments due annually on 30th June thereafter. Subscriptions, once paid, are not refundable except in exceptional circumstances at the discretion of the Committee.
- 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 the power to charge an entrance 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 at least 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 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.
- 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 more than one quarter of the Members.
- d. An Extraordinary General Meeting must be convened within 28 days at the request of the Committee or of at least twenty Members of the Society. Resolutions to be considered must be given in writing to the Secretary who will then give all the Members not less than 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. Voting shall be by simple majorities (abstention, for the avoidance of doubt, not constituting a vote) save where an increased majority and/or majority of those present and eligible 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 the General Meeting. Any such Resolutions shall have been duly seconded and shall be set forth in the Agenda with the names of the proposer and the 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 THE DATA PROTECTION ACT

- a. Members shall notify any change of address to the Society.
- b. The names and addresses of Members will be held on computer files and Members must consent to the disclosure of such information to the National Association of Decorative and Fine Arts Societies or to other societies affiliated to NADFAS or the Society.

12. AMENDMENT OF RULES

These rules may be amended by a written resolution of which due notice has been given in accordance with Rule 9a and 9d and 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 a Resolution to wind up the affairs of the Society shall have been duly proposed and carried at a General Meeting (at which a Member of the NADFAS Executive 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 Member of the National Executive Committee must be invited to a General Meeting at which withdrawal from the Association is to be proposed. If no reply is received to the invitation then the Meeting shall proceed.
- b. According to the constitution and Rules of the National Association of Decorative and Fine Arts Societies, 6 months previous written Notice must be given to NADFAS before a Member Society withdraws from the Association.
- c. On withdrawal or termination of Membership of NADFAS, the Society shall cease to be entitled to use of the NADFAS name and shall cease to be called the 'Lomond & Argyll Decorative & Fine Arts Society'. The Society shall return to the Association all confidential documentation issued by NADFAS.