



THE ARTS SOCIETY WOKINGHAM

Registered Charity Number 1207877

CONSTITUTION

Agreed and signed by the Trustees 15 April 2024

approved by the Charity Commission

16 April 2024



1 Name

The Society shall be called “The Arts Society Wokingham” (the Society).

2 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;
- b) the conservation and preservation of the artistic heritage of Wokingham and the surrounding area for the benefit of the public, in particular, but without limitation, in the decorative and fine arts; and
- c) the advancement of arts and culture, but without limitation, the decorative and fine arts.

3 Powers

For the pursuit and fulfilment of the Society’s objects its powers shall include the following:

- a) to arrange lectures for its Members;
- b) to arrange study groups, tours and visits to private houses, museums, exhibitions and other places of interest for its Members;
- c) to arrange related activities of an educational character for children, young people and other members of the public;
- d) to arrange voluntary heritage, preservation and recording work by its Members in relation to the decorative and fine arts;
- e) to make donations from its funds to charities and schools for the furtherance of its objects; and
- f) to undertake any other lawful things in fulfilment of such objects.

Non-members may be admitted as guests to any meeting, except General Meetings, and to other events at the discretion of the Committee. Such non-members may be asked to make a donation towards the Society’s activities.

4 Membership

Membership shall be open to anyone interested in furthering the objects of the Society.

5 Officers and Trustees

- a) The Officers of the Society shall be the Chair, Vice Chair, Treasurer and Secretary, all of whom shall be nominated annually by the Committee for election at the Annual General Meeting. No Officer may hold office in such post for more than three consecutive years, except by vote at a General Meeting.
- b) The Chair, or in his/her absence an appointee of the Committee, shall preside at all General Meetings and Committee Meetings of the Society. The Chair of any Meeting shall have an additional casting vote in the event of equality of votes on any matter under consideration by the Society.
- c) The decision of the Chair of any General Meeting shall be final upon any question of order, voting, adjournment of the Meeting or interpretation of the Rules of the Society.
- d) The Chair shall attend and represent the Society at all General Meetings, Area and National Meetings of The Arts Society or appoint a deputy to attend.
- e) A minimum of three of the Officers of the Society shall be the Trustees of the Charity for the purposes of the law relating to charities, inter alia to make the necessary annual submissions to the Charity Commission and to provide additional information that the Commission may request from time to time. Further Trustees, who are willing to serve, may be appointed by the Committee and the existing Trustees at their discretion.



6 Committee

- a) The Committee shall manage the affairs of the Society on behalf of the Trustees and administer its funds.
- b) The Committee shall consist of not more than twelve Members including the Chair, Vice Chair, 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 7 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election.
- d) No Committee Member may normally serve for more than three years, unless extended under the provisions of Rule 5 (a) applicable to Officers. Further, if elected from the Committee to be an Officer they may serve further years in each post in accordance with 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 (AGM) 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 three years, subject to extension under Rule 5 (a).
- 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 four times each year. A quorum shall consist of over one half of the number of the elected Members of the Committee two of whom shall be Officers and Trustees.

7 Finance

- a) The Society's financial year shall end on 30 June 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.
- c) The Committee shall authorise its Officers to arrange payment and re-imbursement 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 fewer 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 Chair 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.
- e) The Trustees shall comply with their obligations under the Charities Act 2011 with regard to all matters, including without limitation submission of annual financial statements, and Annual Report and an Annual Return to the Charity Commission.



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 01 September every year thereafter.
- b) The Society will pay The Arts Society affiliation fee on 1st January for paid up members of the Society at the end of the previous financial year.

9 General Meetings

- a) The Annual General Meeting (AGM) 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 14 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 Chair's Report on the activities of the past year;
 - iii. to elect Trustees, 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; and
 - vi. to informally to discuss any other business with the permission of the Chair.
- b) The election of Trustees, 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 Society's paid up membership.
- d) An Extraordinary General Meeting (EGM) may 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 Chair and the text of the Resolutions.
- 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 Chair of the Meeting shall cast an additional vote. Proxy voting shall not be permitted.
- f) The trustees shall keep minutes of
 - i) appointment of officers and trustees;
 - ii) proceedings of meetings of the charity;
 - iii) meetings of the trustees and committees, including:
 - a. names of the trustees present at the meetings;
 - b. decisions made at the meetings; and
 - c. where appropriate, reasons for the decisions.
- g) The trustees shall notify the Charity Commission promptly of any changes to the charity's entry on the Register of Charities

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 General Data Protection Regulation (GDPR 2018)

- 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.

12 Amendment of Constitution and Rules

- 1) The charity may amend any provision contained in this constitution provided that:
 - a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;
 - b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;
 - c) no amendment may be made to clauses 2 (Objects), 7 (Finance), 14 (Winding up the Society) or this clause without the prior consent in writing of the Commission; and
 - d) any resolution to amend a provision of this constitution is passed by not less than two thirds of the members present and voting at a General Meeting.
- 2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.

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

- a) 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. 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. The conduct of the winding up shall be vested in the Chair, Secretary, Treasurer, as Trustees and the Financial Examiner in office at the date of such winding up.
- b) The Trustees shall notify the Commission promptly that the charity and send to the Commission the charity's final accounts.

15 Withdrawal 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.
- 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 by NADFAS, 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 Wokingham." The Society shall return to NADFAS all confidential documentation issued by NADFAS.



Interpretation

Wherever this constitution refers to the Society it means the Charity and vice versa.

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 Trustees 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(c) as to the General Meeting.

Section 350 to 352 of the Charities Act 2011 apply to any interpretation.

Agreed Unanimously by the Committee on 11 April 2024 and signed by the all the Trustees below.

pp Chair: Alison Sanders

Vice Chair: Michael Shirley

Secretary: Gill Wright

Treasurer: David Canning