

CONSTITUTION AND RULES FOR THE WESTMINSTER DECORATIVE & FINE ARTS SOCIETY

Registered Charity Number 1140639

A MEMBER OF THE NATIONAL ASSOCIATION OF DECORATIVE & FINE ARTS SOCIETIES 'NADFAS'

A Company limited by Guarantee – Registered Charity Number 1089743

1 ADOPTION OF THE CONSTITUTION

- 1.1 The Society and its property will be administered and managed in accordance with the provisions in this constitution.
- 1.2 All Members of the Society will be sent a copy of the Society's Constitution and Rules and amendments when approved at a General Meeting.

2 NAME

The Society shall be called the 'Westminster Decorative & Fine Arts Society', hereafter called 'the Society'.

3 OBJECTS *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 the United Kingdom and other countries for the benefit of the public; and
- (c) The advancement of the arts, culture and heritage, in particular but without limitation, decorative and fine arts.

4 APPLICATION OF THE INCOME

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 4.2 No Trustee may be paid or receive any benefit for being a Trustee.

5 POWERS

- 5.1 For the pursuit and fulfillment of the Society's objects its powers shall include the following:
- 5.2 To arrange lectures and events for Members of the Society.
- 5.3 To arrange study days, and visits to private houses, museums, exhibitions and other places of interest for Members of the Society.
- 5.4 To arrange related activities of an educational character.
- 5.5 To arrange voluntary conservation work, recording work, heritage work and stewarding by its Members in relation to the decorative and fine arts.
- 5.6 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.
- 5.7 To subscribe, donate or guarantee money for any purpose connected with and calculated to advance the objects of the Society.
- 5.8 To raise and utilise funds for the furtherance of its objects but without the power to pledge the personal liability of any Member for the repayment of any sums borrowed.
- 5.9 To offer financial help or award bursaries to young people undertaking courses of study in the arts or allied subjects.
- 5.10 To undertake any other lawful activities in fulfillment of the objects.
- 5.11 To sell, lease or otherwise dispose of all or any part of the property belonging to the Society. In exercising this power, the Trustees must act as appropriate with sections 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006.

6 MEMBERSHIP *The Society shall consist of:*

- 6.1 Members who will elect a committee (see 8).
- 6.2 The Committee shall decide on the number and admission of Members. A waiting list shall be maintained for those persons applying for Membership in excess of the permitted number of Members.
- 6.3 Persons on the waiting list will be admitted to Membership in strict order of the date of application, but NADFAS members who move to the area may be admitted at once (if space permits).
- 6.4 Membership is not transferable to anyone else.
- 6.5 A Member may bring one guest to any meeting (if space permits) but the same guest may only attend two meetings in any one year.
- 6.6 The Trustees must keep a register of names and addresses of the Members and Honorary Members.
- 6.7 The Committee shall have the power to appoint an Honorary President and not more than 4 Honorary Vice-Presidents who may serve for not more than 5 years, but may be reappointed to that position for not more than 5 years; so that they shall not serve more than 10 consecutive years in all. The Honorary President and Honorary Vice Presidents may attend all meetings and events of the Society in the same manner as a Member, but shall not be liable to pay a subscription, nor be entitled to vote at a General Meeting of the Society, nor propose candidates for election.
- 6.8 The Committee may elect Honorary Members who are distinguished in the field of 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 a Member but shall not be liable to pay a subscription nor be entitled to vote at any General Meeting of the Society nor propose candidates for election to the Committee. Unless reappointed by the Committee an Honorary Member shall cease to be an Honorary Member after three years from their election. An Honorary Member who at the time of election as such was a Member may elect to remain as a Member as well and in the event shall continue to be liable to pay a subscription and entitled to vote at General meetings of the Society and propose candidates for election to the Committee. A current Trustee may not be an Honorary Member.

7 THE OFFICERS

- 7.1 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.
- 7.1.2 Neither the Chairman nor the Vice-Chairman may hold office in such post for more than 3 consecutive years. But the committee may extend this up to a maximum of 5 years.

- 7.1.3 The Treasurer and the Secretary shall not normally hold office for more than 5 years but the Committee may extend this up to a maximum of 10 years.
- 7.2. The Chairman, or in his/her absence the Vice-Chairman or the Secretary shall preside at all General Meetings of the Society.
- 7.2.1 The Chairman, or in his/her absence the Vice-Chairman or the Secretary shall preside at all Meetings of the Committee save that if present but the Chairman Vice Chairman or Secretary are unwilling to preside the Committee Members present may appoint one of their number to chair the meeting.
- 7.2.2 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 after discussion shall be final.
- 7.2.3 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.

8 COMMITTEE/TRUSTEES

- 8.1 The Committee shall manage the affairs of the Society and administer its funds.
- 8.2 The Committee shall consist of not more than 12 Members including the 4 Officers – viz. the Chairman, Vice-Chairman, the Treasurer and the Secretary.
- 8.3 The Committee shall be the Trustees charged with administering the Society in accordance with the terms of this governing document and with the requirements of Charity Law, and whose names will be communicated to the Charity Commission.
- 8.4 Any Ordinary Member of the Society may propose or second Members for election to the Committee at the Annual General Meeting. Nominations shall be given to the Secretary not less than 28 days before the Annual General Meeting. Committee Members shall retire each year but be eligible for re-election. If more nominations are received than there are vacancies a ballot shall be taken.
- 8.5 No Chairman or Vice-Chairman shall serve for more than 3 years continuously but with the possibility of extension to 2 years as stipulated in 7.1.2. Nor shall the Chairman or Vice-Chairman be eligible to seek re-election within 1 year of the end of that term of office.
- 8.6 No Committee Member may serve for more than 5 years with the exception of the Hon Treasurer and Hon Secretary as stipulated in 7.1.3.
- 8.7 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.
- 8.8 The Committee may co-opt up to 2 additional Members to the Committee. Co-opted Members shall have the right to attend and speak at Meetings of the Committee but do not have the right to vote.
- 8.9 The Committee may appoint sub-committees accountable to it for such purposes as it determines.
- 8.10 The Committee may make regulations regarding the conduct of Meetings other than General Meetings, attendance of visitors, and otherwise for the regulation of the Society's affairs.
- 8.11 The Committee shall meet as required and not less than 4 times each year. A quorum shall consist of over one half of the number of the trustees one of whom should be an Officer.
- 8.12 The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modifications of the Act) with regard to the management of the Society.

9 FINANCE

- 9.1 The Society's financial year shall end on 31st March in every year.
- 9.2 The Committee shall cause proper books of account to be kept in respect of all money received and expended by the society, complete with all receipts. These books of account shall be held by the Hon. Treasurer of the society. Documents including books of account kept in accordance with this Rule 9.2 may be in Electronic Form or Electronic Means.
- 9.3 An independent Financial Examiner, nominated by the Committee 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.
- 9.4 The Committee shall authorize its Officers to arrange payment and re-imbursement of expenditure on behalf of the Society. The funds of the Society shall be paid into or moved between 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. Payments or transfers made otherwise than by cheque including card or online process shall be made by an Officer authorized by the Committee provided that authority by Electronic Means or in writing has been provided by one other Officer.
- 9.5 Payments for outings, study days or other events will be due at the time of booking and will not normally be refundable.

10 SUBSCRIPTIONS

- 10.1 The subscription for Members of the Society shall be such a sum as may be determined by the Committee from time to time and shall be due on the 1st April each year.
- 10.1.2 For new members payment shall be due on acceptance of offer of Membership and payment is then due annually on the 1st April each year.
- 10.2 A Member whose subscription is not paid in full by the 31st July shall thereupon cease to be a Member but may on subsequent request and at the discretion of the Committee be placed on the waiting list.
- 10.3 The Committee shall have power to charge an entrance fee for Membership of the Society, additional to a Member's subscription.
- 10.4 From the subscription referred to above, the Society will pay the NADFAS affiliation fees for the next calendar year due in the following January.

11 GENERAL MEETINGS

- 11.1** The Annual General Meeting shall be held at such time and place as shall be determined by the Committee (normally June) by written Notice to all Members, including the Agenda, the text, and the proposers and seconders of any Resolutions, delivered by hand or posted not less than 21 days before the meeting.
- 11.2** The business of the Annual General Meeting shall be:-
- 11.2.1** To receive and approve the examined Accounts of the Society and the Report thereon,
- 11.2.2** To receive and approve the Committee's Report on the activities of the past year,
- 11.2.3** To elect the Officers and the Committee of the Society,
- 11.2.4** To confirm the appointment of an independent Financial Examiner of the Accounts of the Society.
- 11.2.5** To consider any Resolution(s) of which due Notice has been given.
- 11.2.6** Informally to discuss any other business with the permission of the Chairman.
- 11.3** The election of Officers and of the Committee/Trustees 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.
- 11.4** The quorum for General Meetings shall be one tenth of the Membership.
- 11.5** An Extraordinary General Meeting must be convened within 28 days at the request of the Committee or at least 20 Members of the Society. The Resolution(s) to be considered must be given in writing to the Secretary who will give all the Members not less than 14 days' written Notice of such Meeting, stating time and place of the Meeting (which shall be determined by the Chairman) and the text of the Resolution(s).
- 11.6** Except under Rule **11.3**, 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.
- 11.7** The Committee may make such arrangements as they think fit to allow Members to vote in advance or by Electronic Means on any resolution of the Members.

12 RESOLUTIONS

- 12.1** Notice of Resolutions to be brought forward shall be given in writing to the Secretary at least 28 days prior to the holding of a General Meeting.
- 12.1.2** Any such Resolution shall have been duly seconded and shall be set forth in the Agenda with the name of the proposer and seconder.
- 12.1.3** 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 DATA PROTECTION ACT

- 13.1** Members' and Honorary Members' details will be processed fairly and lawfully in accordance with the Society's legitimate activities.
- 13.2.** Members and Honorary Members shall notify any change of address to the Membership Secretary of the Society.
- 13.3** Because the names and addresses and telephone numbers of Members are held by the Society, Members and Honorary Members must consent to the disclosure of such information to the Officers of this Society, and NADFAS (including the Patricia Fay Memorial Fund).

14 AMENDMENT OF CONSTITUTION AND RULES

- 14.1** These Rules may be amended by a written Resolution of which due Notice has been given in accordance with Rule **11.1** and **11.5** passed at a General Meeting by at least two-thirds of the Members who are present and voting.
- 14.2** No amendment may be made to Rule **2**, Rule **3**, Rule **4**, Rule **8.12**, or Rule **16** or this clause without the prior consent in writing of the Charity Commission.
- 14.3** No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- 14.4** The Committee shall promptly send to the Charity Commission a copy of any amendment made under this clause.

15 TERMINATION OF MEMBERSHIP OF THE SOCIETY *Membership is terminated if:*

- 15.1** The Member or Honorary Member dies;
- 15.2** The Member or Honorary Member resigns by written notice to the Society
- 15.3** Any sum due from the member to the Society other than their subscription is not paid in full within six months of it falling due.
- 15.4** If the conduct or action of any Member or Honorary 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 or Honorary Member a hearing before it. If the complaint is upheld the Committee may request in writing such Member or Honorary Member to resign. Any Member or Honorary Member so requested who does not resign within one month from the date of such a written request shall cease to remain a Member or Honorary Member of the Society.

16 WINDING UP THE SOCIETY

- 16.1** If a Resolution to wind up the affairs of the Society or, if preferable, the Society merge with another appropriate NADFAS Society, shall have been duly proposed and carried at a General Meeting (at which a representative of the NADFAS Trustee Board is present) by at least two-thirds of those present and voting 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.
- 16.2** The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity's final accounts.

17 WITHDRAWAL OF THE SOCIETY FROM THE ASSOCIATION

- 17.1** A representative of the NADFAS Trustee Board should be invited to a General Meeting at which withdrawal from NADFAS is to be proposed.
- 17.1.1** If no reply is received to the invitation then the meeting shall proceed.
- 17.2** 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.
- 17.3** On withdrawal or termination of Membership of NADFAS, the Society shall cease to be entitled to the use of the NADFAS name and shall cease to be called the 'Westminster Decorative and Fine Arts Society'.
- 17.4** The Society shall return to NADFAS all confidential documentation issued by NADFAS.

18. NOTICES

- 18.1** Any notice required by these rules to be given by any person must be (a) in writing; or (b) given using Electronic Means.
- 18.2** The Society may give notice to a Member or Honorary Member either: (a) personally; or (b) by sending it by post in a prepaid envelope addressed to the Member or Honorary Member at his or her address; or (c) by leaving it at the address of the Member or Honorary Member; or (d) by giving it using Electronic Means to the Member's or Honorary Member's address.
- 18.3** A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purpose for which it was called.

INTERPRETATION

In these rules where the context admits the masculine shall include the feminine and the singular shall include the plural and the Society shall include the Charity 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 visitors of the Society, subject to the provisions of Rule 7.2.1 and 7.2.2 as to the General Meeting.

DEFINED TERMS

In these Rules the following terms shall have the following meanings:

'Address' includes a postal or physical address and a number or address used by the Member or Hon Member for the purpose of sending or receiving a Document or information by Electronic Means.

'Document' includes, unless otherwise specified, any document supplied in Electronic Form.

'Electronic Form' and 'Electronic Means' includes a document sent or supplied by e-mail or fax and sent initially and received at its destination by means of electronic equipment for the processing (which expression include digital compression) or storage of data.

'Member' means a Member admitted to Membership of the Society in accordance with Rule 6.2 and unless otherwise expressly stated does not include an Honorary Member.

'NADFAS' The National Association of Decorative and Fine Arts Societies

'writing' and 'written' means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied In Electronic Form or otherwise.

ADOPTED ON 16th February 2011 as amended on 20th June 2018 and 19th June 2019

Signed
Jeannette Cawley
Chairman and Trustee

Signed
Ashley Badcock
Vice Chairman and Trustee

Dated 8th July 2019