

The Arts Society Stratford upon Avon

(STRADFAS)

(Referred to in this document as “the Society”)

REGISTERED CHARITY NUMBER 1177315

## **Constitution**

REVISED DECEMBER 2022 –RATIFIED BY EGM 15 JUNE 2023

### **1. ADOPTION OF THE CONSTITUTION**

**The Society and its property will be administered and managed in accordance with the provisions of this Constitution.**

### **2. NAME**

**The Society shall be named “The Arts Society Stratford upon Avon”, but may be known by the operating acronym “STRADFAS”.**

### **3. OBJECTS**

**The Society shall have as its objects the promotion and advancement of the aesthetic education of the general public, the cultivation, appreciation and study of the decorative and fine arts, and the giving of aid to the preservation of the United Kingdom’s national artistic heritage.**

### **4. POWERS**

**For the pursuit and fulfilment of the Society's Objects (but not further or otherwise) the Society shall have power to:**

- a) **arrange lectures for Members of the Society (“Members”) and their guests;**

- b) **arrange special interest days, tours and visits to places of interest and education for Members and their guests;**
- c) **arrange related activities of an educational character for children and other members of the general public;**
- d) **arrange voluntary conservation and recording work by Members in relation to the decorative and fine arts and the national artistic heritage;**
- e) **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 or desirable for the promotion of the Objects;**
- f) **subscribe, donate or guarantee money for any purpose connected with and calculated to advance the Objects of the Society;**
- g) **raise and utilise funds for the furtherance of the Society's Objects but without the power to pledge the personal liability of any Member for the repayment of any sums borrowed;**
- h) **do all such other lawful things as are necessary or desirable for the attainment of the Society's Objects.**

## **5. APPLICATION OF INCOME AND PROPERTY**

- a) **The income and property of the Society shall be applied solely towards the promotion of its Objects.**
- b) **A Trustee ("Trustee") or Member of the Committee ("Committee Member") may pay out of, or be reimbursed from the property of the Society, reasonable expenses properly incurred by him or her when acting on behalf of the Society.**
- c) **None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Trustee or Committee Member. This does not however prevent:**
  - i.a **Trustee or Committee Member from receiving reasonable and proper remuneration, by agreement of the Trustees, for any goods or services supplied to the Society;**
  - ii. **the purchase of indemnity insurance for Trustees and/or Committee Members against any liability that by virtue of any rule of law would otherwise attach to a Trustee and/or Committee Member in**

respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Society but excluding:

- a. fines;
- b. costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of a Trustee or of a Committee Member;
- c. liabilities to the Society that result from conduct that a Trustee or Committee Member knew or ought to have known was not in the best interests of the Society or in respect of which the Trustee or Committee Member did not care whether that conduct was in the best interests of the Society or not.
- d) No Trustee or Committee Member may be paid or receive any other benefit for being a Trustee or Committee Member.

## **6. LIMITATIONS**

No alteration to this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees or Committee.

## **7. THE ARTS SOCIETY**

- a) STRADFAS is affiliated to The Arts Society and pays affiliation and other fees to The Arts Society on behalf of its members. Any resolution to de-affiliate must first be approved by the Trustees and then passed by a resolution of no fewer than 75% of the Members in an Extraordinary General Meeting.
- b) If such a proposal is put forward by the Trustees to a General Meeting of the Society, a representative of The Arts Society Board of Trustees will be invited to attend and to speak at the meeting before any vote is taken.
- c) If STRADFAS ceases to be affiliated to The Arts Society, it will return all confidential documentation to it and change its name to one which does not imply association with The Arts Society.

## **8. MEMBERSHIP**

- a) Admission to membership as a Member shall be open to any person who is interested in

actively furthering the Objects of the Society and conforming to its Constitution and byelaws.

b) **Membership of the Society shall be terminated if:**

i. **the Member dies;**

ii. **the Member resigns by written notice to the Society unless the person is a Trustee and that after the resignation, there would be fewer than two Trustees;**

iii. **The Member ceases to be entitled to the rights and privileges of Membership pursuant to the provisions of the paragraph of the byelaws relating to non-payment of subscriptions (unless reinstated pursuant to that paragraph) or any provision of the Society's byelaws;**

iv. **The Member is removed from Membership by a resolution of the Trustees, after consultation with the Committee, that it is in the best interests of the Society that his or her membership is terminated. A resolution to remove a Member from Membership may only be passed if:**

a. **the Member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;**

b. **and the Member has been allowed to make representations to the meeting.**

## **9. TRUSTEES**

a) **There shall be up to six Trustees for the Society, and no fewer than four;**

b) **The Trustees shall be elected by the Membership at the Annual General Meeting;**

c) **Candidates for the post of Trustee shall be proposed and seconded in accordance with the rules for an "ANNUAL GENERAL MEETING" below;**

d) **Should their number fall below four, the Trustees may temporarily co-opt additional Trustees. Co-opted Trustees shall have the right to attend and vote at Trustees Meetings. Co-opted Trustees shall be appointed until the next AGM and may then stand for election.**

e) **Should the number of Trustees fall below three, the remaining Trustee(s) shall convene an Extraordinary General Meeting as soon as is reasonably possible (subject to the rules on General Meetings below) to appoint further Trustees.**

f) **Each Trustee may serve for a period of up to three years, renewable once;**

g) **The Trustees shall elect one of their number to be the "Chairman of Trustees":**

i) **The Chairman of Trustees, or in his or her absence, another appointee of the Trustees (who**

- may be the Committee Chairman) shall preside at all General Meetings of the Society;
- ii) The decision of the Chairman of a General Meeting upon any question of order, voting, adjournment of the Meeting or the interpretation of the Rules of the Society shall be final;
  - iii) 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.
  - h) The Trustees shall appoint a Committee to manage the day-to-day affairs of the Society;
  - i) In order to maintain a balance between Committee and Non-Committee Trustees, three of the four Officers of the Society as described in section 11 shall be appointed from among the Trustees. These shall normally be the Committee Chairman, the Treasurer and either the Committee Vice-Chairman or the Committee Secretary. The remaining Officer shall be appointed by the Trustees but shall not be a Trustee.
  - j) The Trustees shall appoint a “Secretary of Trustees” from among their number. The Secretary of Trustees may be the same person as the Secretary of the Committee or a different person;
  - k) The Trustees shall manage the affairs of the Society and administer its funds. This will entail delegation to the Committee as required;
  - l) The Trustees shall have the following powers in order to further the Objects of the Society (but not for any other purpose):
    - i) To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
    - ii) To establish or support any other charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
    - iii) To acquire, merge with or enter into any partnership or joint venture arrangement with any other body formed for similar Objectives as the Society;
    - iv) To set aside income as a reserve against future expenditure;
    - v) To obtain and pay for goods and services as are necessary for carrying out the Objects of the Society;
    - vi) To open and operate such bank and other accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and

subject to the same conditions as the Trustees of a Trust are permitted to do by the Trustee Act 2000 or such statute as may be in force at the time;

- vii) To do all such other lawful things as are necessary for the achievement of the Objects.
- m) The Trustees may appoint sub-committees of two or more Trustees, Committee Members or Members accountable to them for such purposes as they determine and may delegate appropriate powers or functions (subject to such restrictions and conditions as the Trustees shall think fit) to any sub-committee and may add to, alter or revoke any such delegation at any time;
- n) The Trustees may delegate specific duties to members of the Committee, albeit whilst retaining overall responsibility and authority at all times;
- o) Trustees shall meet as required and not fewer than four times each year. Three Trustees shall constitute a quorum. A Trustee Meeting may coincide with a Committee Meeting.

#### 10. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he or she:

- a) is or would be disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision), or otherwise fails to satisfy the "Fit and Proper Persons" criteria or any other statutory provision;
- b) ceases to be a Member;
- c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- d) resigns as a Trustee by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- e) is absent without the permission of the Chairman of Trustees from two or more meetings held within one Society Year and the Trustees resolve that his or her office be vacated.

#### 11. OFFICERS

- a) The Officers of the Society shall be the Committee Chairman, the Committee Vice-Chairman, the Committee Secretary and the Treasurer.
- b) Officers shall not normally hold office for more than three years, but the Trustees may extend this up to a maximum of five years to ensure a smooth transition of responsibilities.

- c) **The Committee Chairman shall attend and represent the Society at all Arts Society (TAS) General, Area and National Meetings or appoint a deputy to attend.**
- d) **An Officer shall vacate his or her office if he or she ceases to be a Committee Member.**

## **12. COMMITTEE**

- a) **The Committee shall comprise not more than fifteen members including the Officers;**
- b) **Committee members shall not normally hold office for more than three years, but this period may be extended up to a maximum of five years to ensure a smooth transition of responsibilities;**
- c) **The Committee shall meet as required and not less than eight times each year. The quorum for Committee meetings shall be six Committee members, at least two of whom shall be an Officer. Any Committee meeting at which a quorum is present at the time a relevant decision is made may exercise all the powers delegated to the Committee.**

## **13. DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS**

**A Committee Member shall cease to hold office if he or she:**

- a) **is disqualified through failing to satisfy a “Fit and Proper Persons” test or any other statutory provision;**
- b) **ceases to be a Member;**
- c) **is absent without the permission of the Chairman of the Committee from all their meetings held within a period of six consecutive months and the Committee resolves that his or her office be vacated.**

## **14. FINANCE**

- a) **The Society's financial year shall end on 31 March in every year - or on such other date as the Trustees may from time to time determine in consultation with the Committee.**
- b) **The Trustees and Committee Members of the Society shall comply with their obligations under legislation for the time being in force with regard to:**
  - i) **keeping accounting records for the Society;**
  - ii) **preparing annual statements of account for the Society;**
  - iii) **transmitting the statements of account to the Society;**

- iv) the independent examination of the statements of account of the Society;
- v) preparing an annual report and transmitting it to the Charity Commissioners for England and Wales (“the Commission”);
- vi) preparing an annual return and transmitting it to the Commission.
- c) 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 Trustees shall decide;
- d) The Trustees and Committee shall authorise its Officers to arrange payment and reimbursement of expenditure on behalf of the Society;
- e) Cheques and other instruments shall be signed by no fewer than two Officers or other signatories authorised by the Trustees. Bank transfers may be conducted by the Treasurer after prior authorisation by a second Trustee or Member of the Committee.

## 15. SUBSCRIPTIONS

- a) The subscription for Members shall be such a sum as may be determined by the Trustees from time to time. The first payment shall be due on election to Membership. Renewals shall be due annually immediately following the Annual General Meeting of every year or on such date in every year as the Trustees and Committee shall decide and communicate to Members;
- 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 delegated discretion of the Committee be reinstated on payment of all arrears.

## 16. PROCEEDINGS OF TRUSTEE AND COMMITTEE MEETINGS

- a) The Trustees or Committee may regulate their proceedings as they think fit, subject to the provisions of this Constitution;
- b) The Trustee Secretary shall call by reasonable notice a Trustee Meeting if requested to do so by a Trustee; the Committee Secretary shall call by reasonable notice a Committee Meeting if requested to do so by a Committee Member;
- c) Questions arising at a Trustee Meeting or Committee Meeting shall be decided by a majority



of votes;

d) If the Trustee or Committee Chairman (as appropriate) is unwilling to preside at a Meeting or is not present within 15 minutes after the time appointed for the meeting, the Trustees or Committee Members present may appoint another Trustee or Committee Member as appropriate to chair that meeting;

e) The accidental omission to give notice of a Trustee Meeting or Committee Meeting to, or the non-receipt of notice of a meeting by any Trustee or Committee Member shall not invalidate the proceedings of that meeting.

## **17. ANNUAL GENERAL MEETING**

a) An ANNUAL GENERAL MEETING (AGM) shall be held in each year on such date and at such time and place as shall be determined by the Trustees. Written Notice shall be given at least 21 days before the meeting, which may be in a printed programme or by separate notice, including electronically. The Agenda will be available at the meeting or from the Secretary during the preceding 21 days;

b) The business of the AGM shall be:

i) to receive the Committee Chairman's annual report on the activities of the past year;

ii) to receive the Accounts of the Society and the Independent Financial Examiner's report thereon;

iii) to elect Members as Trustees;

iv) to note the Trustee appointments to the Committee for the forthcoming year;

v) to appoint an Independent Financial Examiner whose duties shall be to examine and report on the financial statements of the Society for submission to the Members;

vi) to consider any special resolutions proposed by or on behalf of the Trustees or otherwise duly proposed and seconded and subject to the prior permission of the Trustee Chairman, obtained no fewer than 35 days beforehand to discuss informally any other matters;

vii) The election of 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 Members present at the Meeting.

c) Any Member wishing to propose a resolution for consideration at the AGM shall give the full text thereof in writing to the Secretary at least 35 days prior to the holding of the meeting. Any such resolution must show the name of its proposer and seconder.

## **18. EXTRAORDINARY GENERAL MEETINGS**

- a) All general meetings other than an AGM shall be called Extraordinary General Meetings.
- b) An Extraordinary General Meeting must be convened within 35 days of a decision by the Trustees, after consultation with the Committee, to convene a special meeting OR within 35 days after the first available meeting of the Trustees following receipt by the Society (through the Secretary) of a written requisition addressed to the Trustees and signed by at least 100 Members giving particulars of the business and the text of any proposed resolution(s) to be considered at the meeting requisitioned;
- c) Twenty one days written notice of an Extraordinary General Meeting shall be given to those entitled to attend, stating the date, time and place of the Meeting (which shall be determined by the Trustee Chairman), particulars of the business and text of any resolutions to be considered. In the case of a meeting convened following receipt of a requisition, the notice shall give names of the requisitionists.

## **19. PROVISIONS APPLICABLE TO ALL GENERAL MEETINGS**

- a) No business shall be transacted at any General Meeting unless a quorum is present.
- b) One quarter of the Society's Members at the date of holding the Meeting shall constitute a quorum.
- c) If a quorum is not present within 15 minutes from the time appointed for the meeting, the meeting shall be adjourned to such time and place as the Chairman shall reasonably determine. The Trustees shall give at least seven clear days' notice of the re-convened meeting stating the date, time and place of the meeting and, if no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting, the Members present at that time shall constitute the quorum for that meeting.
- d) The accidental omission to give notice of a general meeting to, or the non-receipt of notice of a general meeting by, any Member shall not invalidate the proceedings of that meeting.

e) **Each Member shall have one vote on any resolution proposed at a general meeting. Except as provided otherwise by this Constitution, voting shall be on a show of hands by simple majority of those present and voting. Where an increased majority is required (as for Clause 25 a)) the votes of those present and voting shall be counted accordingly. For the avoidance of doubt an abstention does not constitute a vote. Proxy voting shall not be permitted.**

## **20. NOTICES**

- a) **Any notice required by this Constitution to be given to or by any person must be:**
- b) **in writing; or given using electronic communications;**
- c) **The Society may give any notice to a Member either:**
  - i) **by giving it using electronic communications to the Member's address;**
  - ii) **personally;**
  - iii) **by sending it by post in a prepaid envelope addressed to the Member at his or her address;**
  - iv) **by leaving it at the address of the Member.**
- d) **A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society;**
- e) **A Member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called;**
- f) **A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent;**
- g) **Where more than one member residing at the same location provide only one address for electronic communication, then all such members shall be deemed to have received a notice sent electronically to that address.**

## **21. MEMBERS' ADDRESSES AND GENERAL DATA PROTECTION ACT**

- a) **Members' details will be processed fairly and lawfully and in accordance with the Society's legitimate activities;**
- b) **Members shall notify any change in their details to the Society;**

- c) **Members' details may be shared with The Arts Society, its affiliated organisations and the Society's email provider. These details will not be shared with any other third parties;**
- d) **Members' details shall be removed from STRADFAS records in accordance with the requirements of its current Data Protection Protocol.**

## **21. WINDING UP THE SOCIETY**

- a) **The Society may be dissolved by a resolution of which due notice has been given in accordance with this Constitution being passed at a general meeting of the Society by at least two-thirds of the Members present and voting;**
- b) **If the Members so resolve to dissolve the Society, the Trustees will remain in office as trustees and be responsible for winding up the affairs of the Society in accordance with the provisions of this paragraph;**
- c) **The Trustees shall then collect in all the assets of the Society and shall pay or make provision for all the liabilities of the Society;**
- d) **The Trustees shall apply any remaining property or money:**
  - i) **directly for the Objects of the Society;**
  - ii) **by transfer to any charity or charities for purposes the same as or similar to the Society;**
  - iii) **in such other manner as the Commission may approve in writing in advance.**
- e) **The Members may pass a resolution before or at the same time as the resolution to dissolve the Society specifying the manner in which the Trustees are to apply the remaining property or assets of the Society and the Trustees shall comply with the resolution provided it is consistent with sub-paragraphs (i) – (iii) inclusive in paragraph (d) above;**
- f) **In no circumstances shall the net assets of the Society be paid to or distributed among the Members (except to a Member that is itself a charity);**
- g) **The Trustees must notify the Commission promptly that the Society has been dissolved. If the Trustees are obliged to send the Society's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Society's final accounts.**

## **22. BYE-LAWS**

- a) **The Trustees, after consultation with the Committee, may from time to time make byelaws for the conduct of Society's affairs and may alter, add to or repeal any such byelaws at any time and from time to time;**
- b) **The byelaws may regulate the following matters but are not restricted to them:**
  - i) **the admission to Membership of the Society (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;**
  - ii) **the conduct of Members in relation to one another, and to the Society's volunteers;**
  - iii) **the attendance of guests or visitors;**
  - iv) **the procedure at general meetings and meetings of the Trustees or Committee in so far as such procedure is not regulated by this Constitution;**
  - v) **the keeping and authentication of records;**
  - vi) **generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.**
- c) **The Trustees, after consultation with the Committee, shall adopt such means as they think sufficient to bring the byelaws to the notice of Members;**
- d) **The byelaws shall be binding on all Members. No byelaw shall be inconsistent with, or shall affect or repeal anything contained in, this Constitution.**

## **23. POLICIES**

**The Committee will from time to time draft and regularly review appropriate policies related to the smooth running of the society and its events. Relevant policies are published as protocols on the Society's website.**

## **24. 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) **Subject to the provisions of the section on General Meetings, the decision of the Trustees upon any question of interpretation of this Constitution, subject to the provisions of the Charities**

**Act 2011, shall be final and binding on all Members and guests of the Society.**

**25. AMENDMENT OF CONSTITUTION**

**a) This Constitution may be amended by a resolution of which due notice has been given in accordance with this Constitution being passed at a General Meeting of the Society by at least two-thirds of the Members present and voting, provided that if the Society is registered with the Commission as a charity then:**

**i) no amendment may be made that would have the effect of making the Society cease to be a charity at law;**

**ii) no amendment may be made to paragraph 5 of this Constitution without the prior written consent of the Commission;**

**b) subject to a) above a copy of any resolution amending this Constitution shall be sent to the Commission within twenty one days of it being passed.**