

DALGETY BAY ART CLUB: CONSTITUTION

1. Name

1.1. The Club shall be called Dalgety Bay Art Club.

2. Definitions

2.1. In this Constitution:

- "AGM" means Annual General Meeting
- "EGM" means Extraordinary General Meeting
- "Election Procedure" means the Club's rules governing elections, adopted in 2004
- "the Club" means Dalgety Bay Art Club
- "the Committee" means the Committee which administers the Club.

3. Mission

3.1. The Club shall promote creative art and crafts, which will include (but need not be limited to) painting and craftwork, by means of meetings, tuition, demonstrations, workshops, exhibitions and outings, in Dalgety Bay and nearby communities.

3.2. The Club will be a charity and its charitable purposes will be construed by reference to the Mission set out in Clause 3.1.

4. Equality Statement

4.1. Applying principles of equality, openness and fairness, the Club will aim to involve every member in its activities and ensure sustainable, quality provision for all. No member will receive less favourable treatment than any other on the grounds of gender, age, disability, ethnicity, religion, parental or marital status, social class or sexual preference.

5. The Club's Premises

5.1. The Club's premises shall be the building which it owns on Moray Way North, Dalgety Bay, but Club activities may take place elsewhere.

5.2. Opening hours will be set and publicised by the Committee.

5.3. The Committee will be responsible for keeping the premises insured, secure, furnished and maintained.

6. Membership and Membership Fees

6.1. The Committee shall manage the membership roll to ensure that the number of members does not exceed what is practical for the Club.

6.2. Any person aged 18 years or older residing in Dalgety Bay or a nearby community may apply to become a member of the Club.

6.3. A prospective applicant may be allowed 3 visits to the Club before deciding whether or not to make an application.

6.4. An applicant must complete an application form and pay a membership fee.

- 6.5. The Committee may refuse to admit an applicant to membership.
- 6.6. In accepting membership, a person is deemed to agree to (a) abide by this Constitution and the Committee's decisions, (b) behave reasonably and responsibly while engaged in Club activities and (c) allow the Committee to record his or her contact details.
- 6.7. Members (except Honorary Members) will pay annual membership fees to the Club. These fees will be set from time to time at the AGM.
- 6.8. A member who has paid the annual membership fee will receive a membership card, entitling him or her to participate in Club activities and vote at general meetings.
- 6.9. Established members may renew their memberships by completing a form and paying the annual membership fee during the period from the AGM until 30 September. Anyone who does not renew membership by 30 September will automatically cease to be a member.
- 6.10. The Committee may award Honorary Membership to an established member in order to recognise extraordinary services to the Club, but the total number of Honorary Members shall not exceed 6.

7. The Committee

- 7.1. The Club shall have a Committee to administer it, make executive decisions and take whatever lawful measures are needed to safeguard the Club's existence and further the Club's mission.
- 7.2. The Committee will consist of 8 to 12 members of the Club who, unless otherwise provided below, will be elected at the AGM.
- 7.3. The senior officers of the Committee and trustees *ex officio* of the Club shall be the President, Secretary and Treasurer. Each senior officer may be assisted by a junior officer (Vice President, Assistant Secretary and Assistant Treasurer, respectively). All offices will be honorary. Where a junior office is filled, the presumption will be that the junior officer will eventually succeed the senior officer.
- 7.4. No member shall occupy more than one office at a time.
- 7.5. For all officers the term of office will be 3 years. Terms of office will be staggered, so that the President (and Vice President if any) will take office at the AGM in Year 1, the Secretary (and Assistant Secretary if any) in Year 2 and the Treasurer (and Assistant Treasurer if any) in Year 3.
- 7.6. If, at the end of a term of office, no other member is willing or available to be elected to the office, the member whose term has ended may be re-elected to the same office for a new term.
- 7.7. A senior officer may be voted out of office at an AGM or EGM, before the term of office expires, but only if another member is nominated and elected in his or her place. The electee will serve for the remainder of the current term of office only.
- 7.8. Should any senior office fall vacant, the Committee shall elect one of its members to that office as soon as possible. Similarly, should a junior office fall vacant or be unfilled, the Committee may at any time elect one

of its members to that office. In either case, the electee shall hold the office in the same manner as if elected at an AGM but will serve for the remainder of the current term of office only.

7.9. A Committee member may resign, in writing, from the Committee.

7.10. The Committee may at any time appoint any member of the Club to be a member of the Committee, but only with the member's consent.

7.11. Members of the Committee who hold no office will be subject to re-election at the AGM. They may take on individual responsibilities at the Committee's discretion.

7.12. The Committee shall normally meet once a month to deal with Club business but a gap of 2 months between meetings is permissible.

7.13. The quorum for Committee meetings shall be one third of the members of the Committee.

7.14. All Committee meetings shall be minuted.

7.15. The President shall chair Committee meetings. In the President's absence the Committee will select one of its other members as acting chairperson.

7.16. All members of the Committee shall have equal voting rights. A motion shall be carried by a simple majority of those Committee members who are present and voting. The President shall have a casting vote in addition to a deliberate vote.

7.17. The Committee shall be responsible for interpreting the Constitution relative to the operation of the Club's business and resolving issues which the Constitution does not cover.

7.18. The Committee may set up Sub-Committees consisting of one or more Committee members and such other Club members (if any) as the Committee sees fit. Sub-Committees will be subject to the Committee.

7.19. If a Committee member misses 3 consecutive Committee meetings, without the Committee's approval, he or she will be deemed to have resigned from the Committee and will be so advised in writing.

7.20. Any liabilities incurred shall fall upon the Club as a whole, and not on Committee members, provided that the Committee has acted in good faith.

8. General Meetings

8.1. The Club's AGM shall be held on the last Friday in August.

8.2. At least 28 days prior to the AGM, an agenda will be given to all members. The agenda will include the following items of business:

- financial report by the Treasurer (including an audited balance sheet for the preceding financial year)
- report by the President on the preceding year's activities
- ratification of minutes of the previous AGM and any EGM held in the preceding year

- election of the Committee and officers
- any other competent business.

8.3. At the AGM the Club will follow and apply the Election Procedure.

8.4. An EGM shall be called by a submission in writing to the Secretary, signed by 10% or more of the Club's members. In addition the Committee may call an EGM by decision of a simple majority of the Committee members. In either event, no less than 7 days' notice of the proposed date of the meeting will be required, excepting the situation in which the EGM is for the purpose of making an amendment to the Constitution, when no less than a calendar month's notice will be required.

8.5. The quorum for general meetings shall be one third of the members of the Club or 15 members, whichever number is the smaller.

8.6. All general meetings shall be minuted.

8.7. All members who are present at general meetings shall have equal voting rights. A motion shall be carried by a simple majority of those members who are present and voting, except when the motion is a Constitutional amendment, which shall require a two-thirds majority. The President shall have a casting vote in addition to a deliberate vote.

9. Finance

9.1. The Treasurer will collect membership fees and other dues, maintain the financial accounts, record all income received and expenditure made and deliver a report on the finances at every Committee meeting and AGM.

9.2. The Club will raise its income routinely from membership fees and other dues such as exhibition entry fees, but may also accept donations and engage in fundraising activities at the Committee's discretion. Borrowing of money for Club funds will require the approval of a general meeting.

9.3. None of the Club's assets may be distributed or otherwise applied (on being wound up or at any other time) except to further its charitable purposes.

9.4. The Club's financial year will start on 1 July and end on 30 June.

9.5. The Club shall lodge its funds at a bank or building society in an account or accounts in the name of the Club. All cheques, drafts, etc. as are required to meet expenses shall be drawn by and signed by 2 Committee members, one of whom must be a senior officer.

9.6. The Club's accounts and financial records will be subject to external scrutiny in line with the relevant requirements of legislation.

10. Communications and Records

10.1. The Committee will keep members informed about Club activities by whatever means are most appropriate, primarily by electronic mail, but also making provision for members who are not Internet users.

10.2. The Committee will issue newsletters, maintain a Club website and contribute to local publications such as the Dalgety Bay Diary, all to provide members and the public with current information about the Club.

10.3. Minutes of meetings and other important documents will be stored electronically and made accessible to members, subject to the constraints of data protection legislation.

11. Discipline and Appeals

11.1. The Committee shall have the power to take disciplinary action against a member, including termination of membership and expulsion from the Club, if the member has engaged in conduct which the Committee views as detrimental to the Club, the Club's members or the Club's reputation.

11.2. Before taking disciplinary action, the Committee shall set up a Review Panel of 3 Committee members to review the evidence and make a report with recommendations. The President shall not be a member of the Review Panel.

11.3. The Committee, excepting the members of the Review Panel and the President, will sit as a Disciplinary Panel, with another senior officer taking the chair, to consider the Review Panel's report and make a decision on action. In the event of equal votes being cast, the chairperson shall have a casting vote in addition to a deliberate vote. The decision must be communicated in writing to the member in question without delay.

11.4. The member will have the right of appeal against the Disciplinary Panel's decision. The appeal must be delivered to the President in writing, within 14 days of the disciplinary decision.

11.5. An Appeal Panel, consisting of the President and 2 Club members who are not members of the Committee, will be convened to decide the appeal within 14 days of the appeal being received. The Appeal Panel's decision, which will be final, must be communicated in writing to the member in question without delay.

12. Dissolution

12.1. The Committee or the members may seek the dissolution of the Club and the winding-up of its affairs, by a motion proposed and seconded at an AGM or EGM.

12.2. The presumption will be that the President will act as Administrator of the dissolution. If the President cannot or will not act as Administrator, the members attending the meeting will elect a member as Administrator. The Committee will thereupon be discharged (except the President, if acting as Administrator). The Administrator may obtain professional advice and appoint a team of 1 to 3 members to assist him or her. Expenses related to the dissolution, including professional fees, will be met from Club funds.

12.3. A final balance sheet will be drawn up and audited and an inventory of the Club's property prepared. These will be issued to all members.

12.4. If on the winding up of the Club, any property remains after the satisfaction of all debts and liabilities; such property shall not be paid to or distributed among the members of the Club; that property shall instead be transferred to some other charity or charities (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the Club. Thereafter the Administrator's final task will be to announce the Club's dissolution in a local publication such as the Dalgety Bay Diary. The Administrator will then be deemed to be relieved of office.

13. Amendment of the Constitution

13.1. The Committee will review the Constitution from time to time and consider requests from members to amend the Constitution. In either case, at the next AGM the Committee will propose amendments that appear necessary. Alternatively, either the Committee or members may call for an EGM to consider proposed amendments but in that case the minimum notice for the EGM will be a calendar month, to allow time for consideration.

13.2. Amendments to the Constitution will be agreed only at (a) an AGM or (b) an EGM called specifically for the purpose. No motion calling for an amendment may be proposed from the floor of a general meeting.

13.3. When a proposal for amending the Constitution is made, the Secretary shall inform all members of the proposed motion, no less than 28 days prior to the AGM or EGM.

13.4. Any amendment to a proposed motion for amendment may be made at the AGM or EGM.

13.5. Any amendment to the Constitution shall require a two-thirds majority of the members who are present and voting.

14. Declarations

14.1. The Club hereby adopts and accepts this Constitution, which supersedes the Club's previous Constitution in its entirety.

Signed (President)

Signed (Secretary)

Signed (Treasurer)

Date