



CONSTITUTION

1. NAME

The name of the unincorporated association is the Westward Ho! and Bideford Art Society (also referred to as WHOBIDARTS or the Society).

2. DEFINITIONS

In this Constitution the following words and expressions shall have the meanings ascribed to them:

Annual General Meeting/AGM:	the yearly gathering of Members.
Associate:	as described in paragraph 4.5.
Chairperson:	the individual elected to the position by the Members as described in paragraph 5.3.
Committee:	the Members and Co-opted persons from time to time elected by the Members and who are responsible for the day-to-day operation and functioning of the Society.
Constitution:	the rules for the governance of the Society as may be amended from time to time.
Co-opted person:	a individual who has been co-opted onto the Committee but who is not a Member.
Full Member:	as described in paragraph 4.2.
General Meeting:	a gathering of Members, other than the AGM, called for a specific purpose.
Honorary Member:	as described in paragraph 4.4.
in writing:	shall include email.
Life Member:	as described in paragraph 4.3.

Member: an individual who is:

- a Full Member, or
- a Life Member; or
- an Honorary Member; or
- an Associate,

and, where relevant, whose Subscription is paid up to date.

A Member shall not include a Co-opted person.

Reserved Matters: those matters listed in paragraph 9 which require the approval of Members at either the AGM or a General Meeting.

Secretary: the individual elected to the position by the Members as described in paragraph 5.3.

Subscription: the fee set by the Committee and approved by the Members at either the AGM or a General Meeting and payable by Life Members, Full Members and Associate Members for membership of the Society.

Treasurer: the individual elected to the position by the Members as described in paragraph 5.3.

3. PURPOSE

The Society exists for the encouragement of artists and anyone with an interest in art, through the organisation of exhibitions and other activities.

4. MEMBERSHIP

Becoming a Member

4.1 A Member may be:

- a Full Member; or
- a Life Member; or
- an Honorary Member; or
- an Associate.

4.2 A Full Member is an individual who is interested in supporting the purpose of the Society and has been invited to become a Full Member of the Society following an application and selection process on terms and upon the payment of the appropriate fee set by the Committee. A Full Member pays an annual Subscription.

4.3 A Life Member is a Full Member who, on payment of the relevant Subscription, purchases a life membership of the Society.

4.4 An Honorary Member is an individual who is granted life membership of the Society by the Members at either the AGM or a General Meeting. No Subscription is payable by an Honorary Member.

- 4.5 An individual may join the Society as an Associate at any time on completion of the relevant application form and payment of the appropriate Subscription. Associates may apply to become Full Members.

Ceasing to be a Member

- 4.6 An individual will cease to be a Member:
- if the Subscription remains unpaid for more than 2 (two) months after the due date; or
 - if the Member voluntarily terminates his/her membership; or
 - if, in the opinion of the Committee, the Member has brought, or is likely to bring, the Society into disrepute; or
 - on the dissolution of the Society; or
 - on the death of the Member.
- 4.7 On cessation of membership an individual will not be entitled to any refund of the Subscription or any other monies paid to the Society during his/her membership.

Subscription

- 4.8 The Committee shall review and set the Subscription (including any concessionary rates) on an annual basis for approval by the Members at either the AGM or a General Meeting.

5. THE COMMITTEE

- 5.1 The Committee shall be made up of Members and if required, Co-opted persons.
- 5.2 The Committee shall consist of the Chairperson, the Treasurer and the Secretary and a minimum of 2 (two) Members or Co-opted persons or such other number as is deemed appropriate for the management and administration of the Society's affairs.
- 5.3 The Chairperson, the Treasurer and the Secretary shall be elected by the Members at either the AGM or a General Meeting and, subject to Paragraph 5.7, shall serve for a period of 3 (three) years from the date of election at which point they shall retire and, **SUBJECT TO** their consent so to do, shall be eligible for re-election.
- 5.4 Save for the Chairperson, the Treasurer and the Secretary who shall be elected in accordance with paragraph 5.3 above, other members of the Committee shall be elected by the Members at either the AGM or a General Meeting in the year which they join the Committee and shall serve until they resign from the Committee in accordance with paragraph 5.7.
- 5.5 The Committee shall have full powers to do whatever it may consider expedient to manage and administer the Society's affairs and to further its purpose in the interests of the Members as a whole, **PROVIDED THAT** any Reserved Matter shall be decided by Members at either the AGM or a General Meeting.
- 5.6 The Committee may allocate amongst themselves and/or the Members such tasks and responsibilities required for the efficient running of the Society and it may amalgamate or split any of the tasks and responsibilities as it deems appropriate.
- 5.7 A Member or Co-opted person may resign from the Committee at any time by notifying all other members of the Committee in writing.

6. MEETINGS

Committee Meetings

- 6.1 The Committee shall meet at such frequency, time and location as it deems appropriate, including by any electronic means, for the management and administration of the Society's affairs.
- 6.2 Three (3) members of the Committee present at a meeting of the Committee shall constitute a quorum for the purposes of conducting the Society's business and making decisions **PROVIDED THAT** 2 (two) of the those present shall be (a) the Chairperson and the Secretary; or (b) the Chairperson and the Treasurer; or (c) the Secretary and the Treasurer.
- 6.3 Each member of the Committee shall be entitled to one vote. Voting shall be by way of show of hands and matters shall be decided by a simple majority of the votes cast.

Annual General Meeting/AGM

- 6.4 The AGM shall be held each year on a date and at such time as the Committee shall decide and at a place arranged by the Secretary.
- 6.5 Notice of the AGM shall be given to Members at least 21 (twenty-one) days before the date of the AGM. The notice shall be in writing and shall include the business to be transacted at the AGM including any Reserved Matters.
- 6.6 Each Member attending the AGM shall be entitled to one vote. Voting shall be by way of show of hands and matters shall be decided by a simple majority of the votes cast.
- 6.7 In the event of an equality of votes the matter being transacted shall be lost.
- 6.8 The Committee shall have the power to decide not to hold an AGM where, in its opinion, little or no useful purpose would be served by holding an AGM.

General Meetings

- 6.9 A General Meeting may be convened by:
- the Committee; or
 - the Committee following a request in writing from a Member and signed by not less than 10 other Members.
- 6.10 Notice of a General Meeting shall be given to Members at least 14 (fourteen) days before the date of the General Meeting. The notice shall be in writing and shall include the date, time and place and the business to be transacted at the General Meeting including any Reserved Matters.
- 6.11 Each Member attending a General Meeting shall be entitled to one vote. Voting shall be by way of show of hands and matters shall be decided by a simple majority of the votes cast.
- 6.12 In the event of an equality of votes the matter being transacted shall be lost.

7. ORGANISATION OF EXHIBITIONS, ETC

- 7.1 The Committee shall have the power to arrange and organise exhibitions and any other events which it considers support and promote the purpose of the Society or which may be of interest to the Members, and to set the terms and conditions relating to such exhibitions and events, including any fees for taking part.
- 7.2 The Committee shall have the power to arrange and organise the election of Full Members to the Society on such terms and conditions, including payment of any fees, it deems appropriate.

8. DISSOLUTION OF THE SOCIETY

- 8.1 The Society shall continue until it is dissolved by the Members at either the AGM or a General Meeting.
- 8.2 Upon dissolution of the Society the surplus assets and funds (if any) shall be distributed as agreed by the Members at the AGM or the General Meeting at which the resolution to dissolve the Society was passed.

9. RESERVED MATTERS

- 9.1 The following matters require the approval of Members at either the AGM or a General Meeting:
- any alteration or amendment to the Constitution
 - the fixing of and amendment to the Subscription
 - the election of the Chairperson, the Secretary and the Treasurer
 - the granting of an Honorary Membership
 - the dissolution of the Society.

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