

READING GUILD OF ARTISTS

Registered Charity No 296307

CONSTITUTION

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READING GUILD OF ARTISTS

1 NAME

- 1.1 The name of the society shall be "The Reading Guild of Artists", hereafter referred to as "The Guild".

2 OBJECTS AND POWERS

- 2.1 The advancement of Public education in visual arts by means of exhibitions, lectures, demonstrations, criticism and discussion. In furtherance of these objects but not further or otherwise the Guild will have the following powers:
 - a) to support and encourage high standards in the practice of visual arts
 - b) to promote fellowship within the Guild and between the Guild and other persons and bodies interested in the visual arts and in other relevant subjects.

3 MEMBERSHIP

- 3.1 All persons practising or interested in visual arts shall be eligible to apply for election to the Guild. The classes of ordinary membership are as follows:
 - a) EXHIBITING MEMBER
 - b) AFFILIATE MEMBER
- 3.2 For these classes application must be made to the Membership Secretary on the prescribed form. In the case of class (a) application must be accompanied by six specimens of recent work, or photographs in the case of sculpture or other large works. Such applications are considered by the Election Committee (see clause 8.1) of the Guild, whose decision is final. In special circumstances the Election Committee may offer Exhibiting membership without submission of work.
- 3.3 Honorary Life membership may be offered by a General Meeting of Guild upon the recommendation of the Executive Council (see clause 6.1) to those who have distinguished themselves and/or have served the Guild in some special and important way.

4 OFFICERS

- 4.1 The Officers of the Guild who shall be elected at Annual General Meetings shall be the President, who need not be a member of the Guild, and the Chairman, Vice-Chairman, Secretary, Treasurer, Exhibition Secretary, Membership Secretary, Publicity Officer and Administrative Officer, who shall be members of the Guild holding any class of membership.

The President shall be elected for a 5 year term, after which time he shall retire, but be eligible for re-election for a further term of 5 years, at the conclusion of which he shall not be eligible for re-election until his immediate successor has vacated office.

The Chairman and Vice-Chairman shall be elected for a term of 3 years after which they shall retire and then be ineligible for re-election for 1 year.

The remaining officers shall each be elected for 1 year, after which time they shall retire but be eligible for re-election.

- 4.2 In the remaining clauses of this Constitution references to Exhibiting member(s) shall be deemed to include the President whether he is an Exhibiting member or not.
- 4.3 The Executive Council may at any time appoint a person to give regular assistance to any Officer or for any special purpose, giving that person an appropriate title; such persons are not to be regarded as Officers for the purposes of this Constitution.

5 COUNCILLORS

- 5.1 There shall be 8 Councillors who shall be Exhibiting members. Councillors shall be elected at Annual General Meetings to hold office for 3 years and then retire, but not be eligible for re-election for one year thereafter.
- 5.2 The Director of the Reading Municipal Art Gallery and the Head of the Department of Fine Art of the University of Reading, or their nominated representatives, shall be invited to be ex-officio Councillors (in addition to the elected Councillors).

6 EXECUTIVE COUNCIL

- 6.1 The Officers and Councillors form the Executive Council (hereafter referred to as "the Council") which conducts the affairs of the Guild. They are the trustees of the charity.

- 6.2 The Council may appoint eligible Guild members to fill vacancies on a temporary basis until the next Annual General Meeting. Such persons shall then be eligible for election in the normal way.
- 6.3 The Council may co-opt not more than 4 persons, either members or non-members to assist them for any purpose.
- 6.4 The Council may appoint sub-committees as required. Sub-committees are advisory and have no powers beyond those defined by the Council and shall report back thereto.
- 6.5 The Council shall meet not less than four times a year at or about the beginning of each Quarter and otherwise as required. At such meetings 5 elected Council members and/or temporary replacements appointed under clause 6.2 shall form a quorum.
- 6.6 Persons appointed under clause 4.3 and co-opted under clause 6.3 shall attend Council Meetings by written invitation only.
- 6.7 Ex-Officio Councillors (clause 5.2), members appointed under clause 4.3 and persons co-opted under clause 6.3, shall not be entitled to vote at Council Meetings.

7 DUTIES OF EXECUTIVE COUNCIL

- 7.1 The Council shall nominate persons for consideration at Annual General Meetings for forthcoming vacancies on the Council and as Examiner (see clauses 9.2 and 9.8).
- 7.2 The Council shall submit to each Annual General Meeting a Report on the Guild's year and an examined Annual Statement of Accounts.
- 7.3 The Council shall organise exhibitions (see clause 11).
- 7.4 The Council shall consider the non-payment of annual subscriptions (see clause 12) and any other matters affecting membership and when considered desirable remove names from the membership list.
- 7.5 In addition to the duties already defined, the Council shall conduct the day-to-day business of the Guild in the best interests of its Members and in accordance with the Guild's objectives (see clause 2)
- 7.6 Within the limits prescribed by this Constitution the Council may from time to time make and alter rules and regulations for the conduct of its own business.
- 7.7 The Chairman, or in his absence the Vice-Chairman, shall preside at General Meetings and at formal assemblies of the Guild.
- 7.8 The Chairman, or in his absence the Vice-Chairman, shall preside at Meetings of the Council.

7.9 The Chairman of the Council Meeting shall, if necessary, have an additional or casting vote.

8 ELECTION COMMITTEE

8.1 The Election Committee shall consist of a minimum of 5 and a maximum of 9 people: The President, Chairman and Exhibition Secretary will always be invited; additional invitations may include 1 non-RGA member and the rest from the membership. It shall normally meet once a year.

8.2 Decisions under clause 3.2 shall be reported at the next Council Meeting.

9 ANNUAL GENERAL MEETINGS

9.1 A Meeting for all members of the Guild (the Annual General Meeting) shall be held at an early date in the New Year.

9.2 The Annual General Meeting shall elect Officers, Councillors and Examiner, consider the Report of the Council, the Annual Statement of Accounts and any notices of Motion under clause 9.4 and deal with any other relevant business.

9.3 The notice convening the Annual General Meeting, together with the Annual Report and Annual Statement of Accounts shall be circulated to each member at least 21 days before the date of the Meeting.

9.4 Any member wishing to propose changes in major aspects of the Guild's policy including or involving changes in the Constitution (having regard to the provisions of 9.6) may do so by submitting a resolution as set out in 9.6

9.5 A quorum at an Annual General Meeting shall be 10 members or one-tenth of the membership, whichever is less.

9.6 Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at an Annual General Meeting or a Special General Meeting. A resolution for the alteration of the Constitution must be received by the Secretary of the Guild at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days notice of such a meeting must be given by the Secretary to the membership and must include notice of the alteration proposed. Provided that no alteration shall be made to clause 2 (Objects and Powers), clause 14 (Dissolution) or this clause and no alteration shall be made which would have the effect of causing the Guild to cease to be a charity at law.

9.7 Voting on elections or resolutions shall be determined by a simple

majority, with the Chairman having a second or casting vote in the event of a tie; except that (a) alterations to this Constitution shall require a two-thirds majority of members present and (b) a resolution to dissolve the Guild may only be carried by a two-thirds majority of the total membership thereof.

- 9.8 Any two or more members may nominate any other eligible member as an Officer or Councillor. Nominations must be received by the Secretary, in writing, at or before the beginning of the Annual General Meeting and must contain the signatures of the nominees signifying their willingness to serve if elected

10 SPECIAL GENERAL MEETING

- 10.1 A Special General Meeting may be called by the Council at any time or upon the request, addressed to the Secretary, of not less than 10 members; such a request must specify the business for discussion.
- 10.2 A Special General Meeting shall consider only the business for which it is called except that the Chairman or Vice-Chairman may introduce other matters requiring urgent decisions.
- 10.3 Within the limits prescribed by clause 10.1 and 10.2 the rules for the Annual General Meetings shall apply to the Special General Meetings.

11 EXHIBITIONS

- 11.1 The Guild shall hold an Annual Exhibition from the work submitted by Exhibiting Members and shall hold other exhibitions as occasion demands.
- 11.2 When selection of works for the Annual and other exhibitions is required, the selection shall be made by the Council.
- 11.3 The dates of exhibitions, the number of works to be submitted by members and all other requirements in connection with exhibitions shall be determined by the Council.

12 SUBSCRIPTIONS

- 12.1 Annual subscriptions shall be determined by the Council.
- 12.2 New members elected after the beginning of the year shall be required to pay a full year's subscription, the next subscription falling due on the following 1st January, except that for those elected after 30th September a further subscription shall not be due until the beginning of the second full year of membership.
- 12.3 Members who fail to pay their subscriptions due on 1st January each

year by 30th March in the same year, shall have their names removed from the Membership List and will not be entitled as from 1st April in the same year to any privilege of membership, including submission of works for the Annual Exhibition.

13 OTHER FINANCIAL MATTERS

- 13.1 The Guild's year shall be the calendar year.
- 13.2 An Examiner shall be elected at the Annual General Meeting for the year, after which he shall retire but be eligible for re-election.
- 13.3 A Statement of Account shall be prepared and examined annually.
- 13.4 Funds shall be maintained for the purposes of the Guild.
- 13.5 A bank account or accounts shall be kept by the Treasurer in the name of "The Reading Guild of Artists". Council shall appoint at least 3 signatories thereto, any payment requiring the authorisation of two of them.
- 13.6 The Guild shall not be responsible for any injury to or loss of works submitted for exhibitions, during exhibitions, in transit to or from such exhibitions and while works wait hanging or collection.
- 13.7 No member's financial liability in respect of the Guild shall exceed his subscription for any year.

14 DISSOLUTION

- 14.1 In the event of the dissolution of the Guild its property and assets shall not be paid to or distributed among the members of the Guild but shall be applied to such charitable visual arts institutions as the Council may, with the approval of the Charity Commissioners if appropriate or other relevant authority having jurisdiction, determine.

15 INTERPRETATION

- 15.1 The Interpretation Act 1889 applies for the interpretation of this Constitution as it implies for the interpretation of an Act of Parliament.
- 15.2 The male personal pronouns in this Constitution denote both male and female members and other persons.