

Name of the Club

1. The name of the Club shall be “St Andrews Art Club”.
2. The principal address of the Club shall be 14c Argyle Street, St Andrews, Fife KY16 9BP.
3. The Club is a Scottish Charity registered under Charity Number SC027622.

Object of the Club

4. The Club is established for educational and charitable purposes. The Object of the Club is to advance the education of the public in St Andrews and its environs in the knowledge, understanding and appreciation of the arts and particularly visual arts.

Membership of the Club

5. There are two categories of membership:
 - a. Ordinary Members who will pay an annual subscription fixed for the year at the Annual General Meeting (AGM) of the Club. Ordinary Members appoint the Office Bearers, are entitled to vote at Annual and Extraordinary General Meetings and have a right to exhibit their work at the Club’s exhibitions.
 - b. Honorary Members may be proposed at the AGM and approved by the Ordinary members present. They have all the rights of Ordinary Members, but do not pay an annual subscription.
6. Membership is open to any individual aged 16 or over. Any person wishing to become a member must complete a membership form detailing their contact details and is to ensure that any alterations are notified to the Club as soon as practicably possible.
7. Any member may be permanently deprived of Club membership by way of a resolution passed by not less than two thirds of those present and voting at a members’ meeting, providing that the member in question has been given 21 days notice of the intention to propose the resolution, said notice to detail the grounds for the proposal, and the said member to be entitled to be heard at the said members meeting.

Annual General Meeting (AGM) and Extraordinary General Meeting (EGM)

8. The AGM of the Club shall **normally** be held in March each year. **The meeting shall be held in either physical or in virtual form.** Members must be given 14 clear days' notice of the meeting.

9. EGMs may be called by the Committee or on a written requisition to it for that purpose signed by at least five Members. Notice of the purpose of the EGM must be delivered to the Secretary, **in written or electronic form**, not later than 28 days prior to the meeting and shall be intimated to all members in writing **or electronic form** not later than 14 days prior to the meeting. **The meeting shall be held in either physical or in virtual form.**

10. All decisions at the AGM or EGM will be made by majority vote except in the instance of the following resolutions which will be valid only if passed by not less than two thirds of those voting:

- a. Amending the constitution;
- b. Removing a person from membership in terms of clause 7;
- c. That all the Club's property, rights and liabilities are to be transferred to another body;
- d. To wind up or dissolve the Club.

11. Every member has one vote at the AGM or EGM which can be given personally or in writing **or electronic form**. If there is an equal number of votes the President shall have a casting vote.

12. It is recognised that certain alterations to the constitution are prohibited without the consent of the Office of the Scottish Charity Regulator and the Charities and Trustee Investment (Scotland) Act 2005 shall be consulted before any resolutions are passed.

Office Bearers and Committee of Management

13. The Office Bearers and Ordinary Committee members shall be Charity Trustees and appointment of all Office Bearers and Ordinary Committee members shall be made at the AGM as vacancies occur.

14. The Committee shall consist of a President, Vice-President, Treasurer and Secretary (the Office Bearers), and a Membership Secretary and four Ordinary members.

- a. The President shall hold office for two years.
- b. The Vice President shall hold office until he or she assumes the office of President when the office of President is vacated.
- c. The Treasurer, Secretary and Membership Secretary shall hold office for two years and may offer to stand for re-election.
- d. The Ordinary members of the Committee shall serve for three years and may offer to stand for re-election.

15. In the event of a vacancy occurring in the Committee at any time other than at the AGM, the Committee shall be empowered to co-opt other Members to assist. Such co-opted Members shall retire at the next AGM, but shall be eligible for re-election.

16. The Committee:

- a. Is empowered to carry out the Objects of the Club and shall be responsible for the overall control and management of the Club.
- b. Shall hold regular meetings, **either physical or virtual**, at times determined by the President
- c. Shall be entitled to remit any of its powers to sub-committees. The Committee may at its sole discretion co-opt any member to serve on such a sub-committee.
- d. All regulations made by the Committee and orders given by it shall be binding on each member of the Club until set aside by a General Meeting.
- e. The Committee may temporarily alter or suspend any rule, or make any new rule, subject to the approval of a General Meeting.

f. Five members of the Committee shall constitute a quorum with decisions made by simple majority and no casting vote.

Exhibitions and Programme of Events

17. The Committee shall have the power to co-opt members to assist in the organisation and running of exhibitions, classes, workshops and other events in pursuance of the Objects of the Club.

18. There shall **normally** be at least one exhibition of members' original work each year organised by the Committee, **either physical or virtual or both**. The Committee shall be responsible for making arrangements for exhibitions including exhibition rules. Additional Club exhibitions of members' original work may be organised at the discretion of the Committee. The Committee may authorise and set fees for private exhibitions by members. The Committee should be mindful that Club exhibitions take priority.

Control of Club Funds

19. The financial year of the Club shall be from 1st January to 31st December.

20. Funds for the Club in the current account are to be administered by the Committee through the Treasurer. The Committee have the power to pay the expenses of the Club and to engage Tutors for art classes. Expenditure on major projects or refurbishment are to be authorised by the membership at a General Meeting. The Committee are responsible for recording of all income and expenditure of the Club, to arrange for the preparation and examination of Annual Accounts for presentation to the AGM. Funds of the Club in other investments are to be in the name of the President, Secretary and Treasurer and are to be administered by the Treasurer and one of the other officials. No financial benefits shall accrue to Club Members from the administration of the Club. Any donations the Club may make from time to time shall be to bodies registered as charities and whose Objects are in line with the Club's.

Heritable Property

21. The heritable property belonging to the Club shall be vested in the Office Bearers and their respective successors in office (the "Heritable

Trustees”). Heritable Trustees shall have the power to take title to heritable property by Disposition or Lease in their names as Trustees for the Club. A Disposition, Lease or other Deed relating to property granted by a quorum of three from the President, Vice President, Secretary and Treasurer shall be binding upon the Club.

22. Any heritable property acquired by the Club and the buildings erected thereon are hereby declared to be dedicated to and shall be held by, or disposed of by, the said Heritable Trustees and their successors in office, in all time coming for the purposes of the St Andrews Art Club and in conformity with the Object of the Club as expressed in this constitution.

23. The Committee shall be responsible for adequate insurance for the heritable property and other related risks.

Property management

24. Should a member be aware of any damage to property, particularly if such damage may be a hazard, the matter should be reported to the Committee without delay. Damage caused accidentally by a member is covered by Club insurance. Wilful or negligent damage to club property caused by a member must be paid for by that member.

Complaints

25. All complaints must be made in writing **or electronic form** to the President and signed/**signed electronically** by the complainant. The President shall submit all such complaints to the Committee for consideration and resolution without undue delay.

Winding up of the Club

26. If the Club is to be wound up the process will be carried out in accordance with the procedures set out under the Charities and Trustees Investment (Scotland) Act 2005 with consent from the Office of the Scottish Charity Regulator being obtained as required.

27. Any surplus assets available to the Club immediately preceding its winding up must be used for Objects which are the same as or which closely resemble the Objects of the Club as set out in this constitution.

Constitution Display

28. A copy of this Constitution shall be prominently displayed in the Club **and / or on the Club's web page.**

Constitution adopted at EGM of 10th May 2021.

S Hotho-Jackson, President, 14 Moir Crescent, St Andrews, KY16 8XN

P Robertson, Treasurer, 3 Kyle Gardens, St Andrews, KY16 9NP