

## **CONSTITUTION**

### **1 Name**

The name of the Association is ARLIS/UK & Ireland: the Art Libraries Society of the United Kingdom & Ireland (hereinafter called "the Society").

### **2 Objects and Powers**

**2.1** The Society is established to promote, maintain, improve and advance education by the promotion of all aspects of librarianship of the visual arts including architecture and design.

**2.2** In furtherance of the said objects but not otherwise the Society may:

**2.2.1** Employ and pay any person or persons to supervise, organise and carry on the work of the Society and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

**2.2.2** Establish where necessary local or special interest groups (hereinafter called branches).

**2.2.3** Bring together in conference representatives of voluntary and professional organisations, Government departments, statutory authorities, museums, libraries and individuals.

**2.2.4** Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.

**2.2.5** Arrange and provide for or join in arranging and providing for the holding of exhibitions, conferences, meetings, lectures, classes, seminars and training courses.

**2.2.6** Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.

**2.2.7** Undertake, execute, manage or assist any funds or charitable trusts which may lawfully be undertaken, managed or assisted by the Society.

**2.2.8** Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, or other materials as shall further the said objects.

**2.2.9** Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Society.

**2.2.10** Make regulations for any property which may be so acquired.

**2.2.11** Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society.

**2.2.12** Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

**2.2.13** Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.

**2.2.14** Invest the moneys of the Society not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

**2.2.15** Do all such other lawful things as are necessary for the attainment of the said objects. (see Note 3.1.2 below)

### **3 Membership**

**3.1** Full membership of the Society shall be open to:

**3.1.1** Individuals of 18 years and over, resident in the United Kingdom and Ireland who are interested in furthering the work of the Society and who have paid the annual subscription as laid down from time to time by the Executive Committee (hereinafter called "Council") hereinafter mentioned, and

**3.1.2** National, international and local voluntary or other non-profit distributing organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid, and

**3.1.3** Companies whether corporate or unincorporated or partnerships, which are interested in furthering the said work and have paid the annual subscription as aforesaid.

**3.2** Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Society. In the event of such individual person resigning or otherwise leaving an organisation, he or she shall forthwith cease to be representative thereof.

**3.3** Each member organisation may appoint:

**3.3.1** A deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Society, and

**3.3.2** Observers (who shall not be entitled to vote) to attend any such meeting.

**3.4** Affiliate membership shall be open to professional organisations whether corporate or unincorporated, which are interested in furthering the said work. Affiliate members shall not be entitled to vote.

**3.5** Honorary members may be appointed at the discretion of the said Council. Honorary members shall be entitled to vote.

**3.6** Overseas membership (i.e. outside the United Kingdom and Ireland) is available to individuals and institutions, but overseas members may not vote or serve on Council.

**3.7** The said Council shall have the right:

**3.7.1** To approve or reject applications for membership, and

**3.7.2** For good and sufficient reason to terminate the membership of any individual or organisation PROVIDED THAT the individual concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Council before a final decision is made.

#### **4 Honorary Officers**

**4.1** The Society shall biannually elect a Chair Elect. The Chair Elect shall serve a one-year term of office and shall progress to the office of Chair without further vote.

**4.2** The Chair Elect shall hold office directly after the Annual General Meeting following the election until the conclusion of the Annual General Meeting of the following year, when s/he shall assume the office of Chair.

**4.3** The Chair shall serve a two-year term of office. On completion of this term the Chair shall cease to be an office holder and shall assume the role of Past Chair.

**4.4** The Chair shall hold office directly after the Annual General Meeting at which his/her term as Chair Elect ends until the conclusion of the next but one Annual General Meeting. The Chair shall be eligible for re-election as Chair Elect one year after the expiration of his/her term as Past Chair.

**4.5** The Society shall annually elect an Honorary Treasurer, an Honorary Secretary, and such other Honorary Officers as the Society shall from time to time decide.

**4.6** Honorary Officers of the Society shall hold office directly after the Annual General Meeting following the annual election until the conclusion of the Annual General Meeting of the following year. Honorary Officers shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than 6 consecutive years. On the expiration of such period, 1 further year must elapse before any former Honorary Officer shall be eligible for re-election.

**4.7** The Chair Elect, Chair and the Honorary Officers shall be ex-officio members of the said Council and of any other committee.

**4.8** The Past Chair shall not be an ex-officio member of the said Council or of any other committee.

**4.9** The Society shall appoint one or more qualified accountants and/or auditors and may determine their remuneration (if any).

## **5 Council**

**5.1** Subject as hereinafter mentioned the policy and general management of the affairs of the Society shall be directed by an Executive Committee (hereinafter called Council) which shall meet not less than 3 times a year and when complete shall consist of not less than 6 or more than 20 members.

**5.2** Up to 4 ordinary members of Council shall be elected annually by ballot. Only personal members or named representatives are eligible to stand for election.

**5.3** Election to Council shall be for one year. Each member shall retire annually but shall be eligible for re-election. After serving for four consecutive years, a Council member should ordinarily stand down for the fifth year.

**5.4** In addition to the members so elected and to those serving by virtue of Clause 4.7 hereof Council may co-opt further members being full members of the Society whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option

**5.5** Council shall in addition also appoint editors of periodicals published by the Society, and shall determine their terms of reference and powers and duration of office. Such editors shall be ex-officio members of Council.

**5.6** Any casual vacancy in Council may be filled up by Council and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Society and shall be eligible for election at the Meeting.

**5.7** The proceedings of Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

**5.8** Council shall appoint and fix the remuneration of an Business Manager and of all such other staff (not being members of Council) as may in their opinion be necessary.

**5.9 Committees** Council may appoint such special or standing committees as may be deemed necessary by Council and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to Council as soon as possible.

**5.9.1** The full members may be members of the Society or non-members with specialist knowledge, except that a majority of the full members must be members of the Society and except also that at least one full member must be a member of Council.

**5.9.2** The Chair of a Committee, but not the Convenor of a Working Party, shall in any case be a member of Council ex-officio. The membership of Committees and Working Parties shall be subject to the approval of Council. Correspondents may not vote, and non-members of the Society may not vote on matters of finance.

**5.9.3** To continue their existence Committees and Working Parties must be re-appointed by Council in each year at the first Council meeting after the Annual General Meeting. Any member of a Committee or Working Party who has served for four consecutive years must usually stand down for the fifth year with the exception of, for example, non-members of the Society with specialised knowledge, and of those members or non-members attending in a representative capacity which could not otherwise be fulfilled. Exceptions to be subject to Council's approval.

**5.9.4** Committees shall provide Council with a complete list of their members and also of the membership and terms of reference of any sub-committees; they shall keep minutes of their meetings and shall submit a copy of such minutes as well as written reports of their findings to Council.

**5.9.5** Committees and Working Parties shall have no executive power.

## **6 Local Branches**

Council shall have power to establish local branches for the furtherance of the said objects. Each branch so established shall comply with and be subject to the following regulations:

**6.1** The branch shall act in furtherance of the said objects and of the policy of the Society and shall be subject to such conditions as may from time to time be laid down by Council.

**6.2** The title of the branch shall be subject to the prior approval of Council. No branch shall be entitled to use the expression ARLIS/UK & Ireland unless at least one member of the branch's governing body is a full member of the Society.

**6.3** The branch will be deemed to have adopted the model rules for branches as prescribed from time to time by Council unless it has, with the prior approval of Council, adopted other rules.

**6.4** The branch may publish literature solely in the name of the branch for local purposes but such literature shall not contain any statement contrary to the said objects or to the policy of the Society.

**6.5** Representations of whatever kind to other bodies and/or individuals may only be made by the branch through or with the prior approval of Council.

**6.6** All legacies bequeathed to the Society shall be received by the Honorary Treasurer or other appropriate officer of the Society but, subject to any special trusts by which such legacies may be affected, Council shall have power to direct that any legacy or the income therefrom shall be paid to a particular branch.

**6.7** The branch may be empowered by Council to receive donations and any money received or raised by it may be expended by the branch in its area solely for the furtherance of the said objects.

**6.8** Subject to these regulations, the branch may generally manage its own affairs and shall be solely responsible for its own debts and liabilities and shall not pledge the credit of the Society or that of Council or of any individual member of Council.

## **7 Meetings of the Society**

**7.1** The Annual General Meeting of the Society shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as Council shall determine. At least 14 clear days' notice shall be given in writing by the Honorary Secretary to each member. At such Annual General Meeting the business shall include the announcement of the results of the ballot for the election of Honorary Officers and Council members; the appointment of accountants and or auditor(s); the consideration of annual reports of the work done by or under the auspices of Council and of the Society accounts; and the transaction of such other matters as may from time to time be necessary.

**7.2** The Chair of Council may at any time at his/her discretion and the Honorary Secretary shall within 21 days of receiving a written request to do so, signed by not less than 20 full members whether individual or representative, and giving reasons for the request, call a Special General Meeting of the Association.

**7.3** The notices of the Annual General Meeting and any Special General meeting shall be sent to all members by the Honorary Secretary giving at least 14 days notice of such meetings.

## **8 Nominations of Honorary Officers and Committee Members**

Only full members of the Society whether individual or representative shall be eligible to serve as Honorary Officers or elected members of Council. Nominations for Honorary Officers or elected members of Council must be made by full members of the Society in writing and must be in the hands of the Honorary Secretary at least 30 days before the date fixed by Council for the ballot. Should nominations exceed vacancies, election shall be by a system of electronic voting (the arrangements for which shall be made by Council).

## **9 Rules of procedure at all meetings**

**9.1 Quorum** The quorum at a meeting of Council or any committee appointed under Clause 5.8 hereof shall be one-third of the total actual membership of Council or of the committee for the time being (as the case may be) or such other number as the Society may in General Meeting from time to time determine. The quorum at an Annual or Special General Meeting shall be 20.

**9.2 Voting** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made with regard to Clauses

12 and 13 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the chair of the meeting shall have a second or casting vote.

**9.3 Minutes** Minutes shall be kept by Council and all other committees, and the appropriate secretary shall keep a record of all proceedings and resolutions.

**9.4 Standing orders and Rules** Council shall have power to adopt and issue Standing orders and/or Rules for the Society. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED THAT ALWAYS that they shall be subject to review by the Society in General Meeting and shall not be inconsistent with the provisions of this Constitution.

## **10 Finance**

**10.1** All moneys raised by or on behalf of the Society shall be applied to further the objects of the Society and for no other purpose PROVIDED THAT NOTHING HEREIN CONTAINED shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Society or the repayment to members of Council or of any other committee appointed under Clause 5.8 hereof of reasonable out-of-pocket expenses.

**10.2** The Honorary Treasurer shall keep proper accounts of the finances of the Society.

**10.3** The Accounts shall be independently examined at least once a year by the accountants appointed at the Annual General Meeting.

**10.4** An independent examination of the accounts for the last financial year shall be submitted by Council to the Annual General Meeting as aforesaid.

**10.5** A bank account shall be held in the name of the Society with National Westminster Bank plc of 124 High Street, Bromsgrove, Worcs., B61 8HJ, or with such other bank as Council shall from time to time decide. Council shall authorise in writing the Honorary Treasurer, the Business Manager of the Society and two members of Council to sign cheques on behalf of the Society. All cheques must be signed by not less than two of the four authorised signatories.

**11 Trust Property** The title to all real or personal property which may be acquired by or on behalf of the Society shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than two or more than five individual persons (not being members of Council).

**12 Alterations to the Constitution** Any alteration of this Constitution shall receive the assent of not less than two-thirds of the full membership of the Society for the time being whether individual or representative present and voting at a meeting specially called for the purpose PROVIDED THAT notice of any such alteration shall have been received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the

Honorary Secretary to each member of the Society PROVIDED THAT no alteration shall be made which would have the effect of causing the Society to cease to be a Charity at law.

**13 Dissolution** If the Council by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Society, it shall call a meeting of all members of the Society who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a simple majority of those present and voting at such meeting Council shall have power to dispose of any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as Council may determine.

**14 Notices** Any notice may be served by the Honorary Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his/her or its last known address in the United Kingdom and Ireland, and any letter so sent shall be deemed to have been received within ten days of posting. Any accidental omission to send a notice to a member entitled to receive a notice shall not invalidate the proceedings of a meeting.

**15 Interpretation** For the interpretation of this Constitution, the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament.