

The Companies Acts 1985 To 1989

**Company Limited By Guarantee And
Not Having A Share Capital**

Memorandum

And

Articles of Association

of

**The National Association of
Decorative & Fine Arts Societies**

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Memorandum of Association

of

The National Association of Decorative & Fine Arts Societies

Preamble

- A. The first Decorative & Fine Arts Society was founded in the Chilterns by Patricia Fay in 1965. Such was its success that others followed.
- B. The National Association of Decorative & Fine Arts Societies (“Association”) was established as an unincorporated association in 1968 to co-ordinate the activities of local Societies and registered as a charity No. 263487.
- C. The Association has resolved to establish NADFAS as a corporate body to be the successor to the Association to the intent that it will assume the NADFAS name and take over all its assets and liabilities.

Name

1. The name of the company (hereinafter called “NADFAS”) is The National Association of Decorative & Fine Arts Societies.

Registered Office

2. The registered office of NADFAS will be situate in England and Wales.

Objects

3. NADFAS is established for the promotion of the advancement of the aesthetic education of the public in the cultivation, appreciation and study of the decorative and fine arts and the giving of aid to the preservation of the artistic heritage of the United Kingdom and other Countries for the benefit of the public

Powers

4. **To promote its objects but not for any other purpose NADFAS may:-**
 - 4.1 encourage and assist in the formation of Societies having objects similar to those of NADFAS;

- 4.2 give guidance, advice and assistance to such Societies having similar objects as may become member Societies and to co-ordinate the functions of member Societies by promoting meetings or otherwise;
- 4.3 issue from time to time and at such cost to member Societies as may be necessary, a directory of lecturers and any other publications for the assistance of member Societies and write, make, commission, print, publish or distribute other written materials, recorded in or on any format, or assist in these activities;
- 4.4 organise members to give assistance in houses of historic or artistic interest, museums, churches, exhibitions and other places where such assistance is required and to make such arrangements as may be necessary, including the provision of courses of instruction for such members;
- 4.5 further the education of children by means of talks, visits to houses, museums and other places of interest;
- 4.6 present exhibitions or artistic performances of an educational character;
- 4.7 promote, initiate, develop and carry out education and training and arrange and provide or assist in arranging and providing exhibitions, lectures, meetings, seminars, displays or classes;
- 4.8 promote, encourage, carry out or commission research, surveys, studies or other work, publishing the useful results;
- 4.9 purchase, lease, hire, receive in exchange or as a gift any interest whatever in real or personal property and equip it for use;
- 4.10 subject to any consent required by law sell, manage, lease, mortgage, exchange dispose of or deal with all or any of its property with or without payment and subject to such conditions as it may think suitable.
- 4.11 subject to any consent required by law borrow and raise money on such terms and security as NADFAS may think suitable;
- 4.12 raise funds and invite and receive contributions from any person(s) provided that NADFAS shall not undertake any permanent trading activities in raising funds;
- 4.13 carry on trade in the course of carrying out any of its objects;
- 4.14 carry on temporary trade ancillary to carrying out its objects;
- 4.15 incorporate wholly owned subsidiary companies to carry on any trade;
- 4.16 employ and pay employees and professional or other advisors;
- 4.17 grant pensions and retirement benefits to employees of NADFAS and to their dependants and subscribe to funds or schemes for providing pensions and retirement benefits for employees of NADFAS and their dependants;

- 4.18 establish, promote, support, aid, amalgamate or co-operate with, become a part or member, affiliate or associate of, and act as or appoint trustees, agents, nominees or delegates to control and manage charitable institutions whether corporate or unincorporate with objects similar to its objects and subscribe, lend or guarantee money to such charitable institutions;
- 4.19 undertake and execute any charitable trusts which may lawfully be undertaken by it;
- 4.20 invest and deal with NADFAS's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.21 guarantee and become or give security for the performance of contracts by any person or company;
- 4.22 open and operate banking accounts and other facilities for banking and draw, accept, endorse, negotiate, discount, issue or execute promissory notes, bills of exchange and other negotiable instruments;
- 4.23 purchase or acquire or undertake all or any of the property, assets, liabilities and engagements of any charitable institutions whether corporate or unincorporate with objects similar to NADFAS's objects;
- 4.24 pay out of its funds the costs of forming and registering NADFAS;
- 4.25 provide indemnity insurance to cover the liability of the Trustees:
 - 4.25.1 which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they be guilty in relation to NADFAS; and
 - 4.25.2 to make contributions to the assets of NADFAS in accordance with the provisions of s.214 of the Insolvency Act 1986;

Provided that any such insurance in the case of 4.25.1 shall not extend to any liability resulting from conduct which the Trustees knew or must be assumed to have known, was not in the best interests of NADFAS or which the Trustees did not care whether it was in the best interest of NADFAS or not; or a liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the Trustees; or any liability to pay a fine;

And provided that any insurance in the case of 4.25.2 shall not extend to any liability to make such contribution where the basis of the Trustees' liability is his or her knowledge prior to the insolvent liquidation of NADFAS (or reckless failure to acquire that knowledge) that there was no reasonable prospect that NADFAS would avoid going into insolvent liquidation.

- 4.26 do all such other lawful things as shall further NADFAS's objects.

5. the income and property of NADFAS shall be applied solely towards the promotion of its objects set out in this Memorandum. No part shall be paid or transferred directly or indirectly to Members except for payment in good faith of:-
 - 5.1 reasonable and proper wages to any employee (not being a Trustee) for any services given to NADFAS;
 - 5.2 reasonable travelling and other out of pocket expenses necessarily incurred in carrying out the duties of any Member, Trustee, Secretary or employee of NADFAS;
 - 5.3 the costs of insurance for Member Societies and Overseas Member Societies and their members;
 - 5.4 interest on money lent to NADFAS at a reasonable and proper rate per annum;
 - 5.5 reasonable and proper rent for premises let to NADFAS;
 - 5.6 fees, or other benefits to any company of which a Trustee is also a member holding not more than 1/100th part of the capital;
 - 5.7 grants to Members for exclusively charitable purposes made in fulfilment of NADFAS's objects; and
 - 5.8 any premium in respect of any indemnity insurance to cover the liability of the Trustees, which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to NADFAS: Provided that any such insurance shall not extend to any claim arising from liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interest of NADFAS, or which the Trustees did not care whether it was in the best interest of NADFAS or not and Provided also that any such insurance shall not extend to any claim arising from liability for the cost of unsuccessfully defending criminal prosecution for offences arising out of fraud or dishonesty or wilful or reckless misconduct of the Trustees.
6. the liability of the Voting Members is limited.
7. Every Voting Member undertakes to contribute such amount as may be required, not exceeding £1, to NADFAS's assets if it should be wound up while he, she or it is a Voting Member or within one year after he, she or it ceases to be a Voting Member:-
 - 7.1 for the payment of NADFAS's debts and liabilities contracted before he, she or it ceased to be a Voting Member;
 - 7.2 for the costs, charges and expenses of winding up; and
 - 7.3 for the adjustment among themselves of the rights of persons who have contributed to NADFAS's assets.
8. If any property remains after NADFAS has been wound up or dissolved and all debts and liabilities have been satisfied, it shall not be paid to or distributed among the Members. It shall instead be given or transferred to some other charitable institution

or institutions having similar objects to those of NADFAS and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as Clause 5 of this Memorandum imposes upon NADFAS. The institution or institutions which are to benefit shall be chosen by the Trustees at or before the time of winding up or dissolution.

We, the subscribers to this Memorandum, wish to be formed into a company in accordance with this Memorandum.

Signatures, Names and Addresses of Subscribers

Guarantee

1. Signature:

£1

Mrs. Elizabeth Stephens
The Little House
Slade Oak Lane
Denham UB9 5DN
(Chairman, Chiltern DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

£1

Dr. Alison Maguire
South Weston Cottage
South Weston
Nr. Thame OX9 7EF
(Chairman, Vale of Aylesbury DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

3. Signature:

£1

Mrs. Caroline Burton
Vineyard
Well End
Bourne End SL8 5PB
(Chairman, Thames DFAS)

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation

The Companies Acts 1985 To 1989

Company Limited By Guarantee And Not Having A Share Capital

Articles of Association

of

The National Association of Decorative & Fine Arts Societies

Interpretation

1. In these Articles and the Memorandum of Association the following terms shall have the following meanings:-

	Term	Meaning
1.1	“Act”	the Companies Act 1985 including any statutory modification or re-enactment for the time being in force
1.2	“Advisory Council”	the Advisory Council established under Article 93
1.3	“AGM Year”	the period of time from one AGM to the next
1.4	“Area”	an area of the United Kingdom or Europe designated by the Board from time to time in which Member Societies are grouped by the Board
1.5	“Area Chairman”	a representative elected by the Societies in an Area to represent them at the Advisory Council
1.6	“Articles”	These Articles of Association of NADFAS
1.7	“Associate Member”	Individual National Members, Group Associate Members and Institutional Members
1.8	“Board”	the Board of Trustees of NADFAS
1.9	“Chairman”	the Chairman of the Trustees, elected in accordance with Article 85 or any person who serves in that role for a meeting after he or she has taken office in accordance with Article 86
1.10	“Chairman Designate”	the person elected as Chairman of Trustees in accordance with Article 85 before he or she has taken office in accordance with Article 86
1.11	“clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect
1.12	“Co Opted Trustees”	Trustees co opted in accordance with Article 68

1.13	“Elected Trustees”	Trustees elected in accordance with Articles 64 to 66
1.14	“Europe”	states holding current membership of the Council of Europe
1.15	“Financial Expert”	an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000 or any re-enactment or statutory modification of such Act
1.16	“Group Associate Members”	any body of persons corporate or unincorporate, which is not a Member Society or Overseas Member Society but which has been admitted as a Member
1.17	“Honorary Officers”	the Chairman, Vice Chairman, Treasurer and Chairman Designate
1.18	“Individual National Members”	individuals who are not members of a Member Society or an Overseas Member Society but who are admitted as Members
1.19	“Individual Members”	all members of Member Societies and Overseas Member Societies who are automatically Individual Members of NADFAS
1.20	"Institutional Members"	Organisations admitted as members of NADFAS
1.21	“Member”	a member of NADFAS of whatever class
1.22	“Member Society”	a Society established in the United Kingdom or Europe which has been admitted as a Member
1.23	“Memorandum”	the Memorandum of Association of NADFAS
1.24	“NADFAS”	The National Association of Decorative & Fine Arts Societies
1.25	“Office”	the registered office of NADFAS
1.26	“Overseas Member Society”	a Society established in any jurisdiction outside Europe which has been admitted to membership
1.27	“Patron”	a patron of NADFAS appointed in accordance with Article 17
1.28	“President”	a President of NADFAS appointed under Article 17
1.29	“Register”	the Register of Voting Members of NADFAS
1.30	“Representative”	a representative of a Member Society or Overseas Member Society or Group Associate Member appointed in accordance with Article 11
1.31	“Secretary”	the Secretary of NADFAS or any other person appointed to perform the duties of the Secretary of NADFAS, including a joint, assistant or deputy Secretary.
1.32	“Society”	a Society established with similar objects to NADFAS
1.33	“Treasurer”	the treasurer of NADFAS elected in accordance with Article 85

- 1.34 “Trustee and Trustees” the director and directors as defined in the Act and includes an Elected and Co opted Trustee
- 1.35 “Vice Chairman” the Vice Chairman of NADFAS elected in accordance with Article 85
- 1.36 “Vice President” a vice president of NADFAS appointed under Article 17
- 1.37 “Voting Member” a Voting Member of NADFAS as defined in Article 4.1

2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when the Articles become binding on NADFAS.

2.2 “person” includes a body of persons, corporate or unincorporate

MEMBERSHIP

3. The subscribers to the Memorandum and such other persons as are admitted as Members in accordance with the Articles shall be the Members.

4. The Members shall be divided into two classes;

4.1 voting (for the avoidance of doubt each voting member shall have one vote); and

4.2 non voting (for the avoidance of doubt non voting Members shall not be Members of NADFAS for the purposes of the Act).

5. Voting Members shall comprise;

5.1 Member Societies;

5.2 Overseas Member Societies;

5.3 Group Associate Members;

and such other categories as the Members shall by special resolution determine.

6. Non Voting Members shall comprise:

6.1 Individual Members;

6.2 Individual National Members;

6.3 Honorary Members

6.4 Institutional Members

and such other categories as the Trustees shall determine

Admission to Membership

7. The Board shall consider any person's application to become a Member and may admit them as Members, if it thinks fit.
8. All Members (whether full, or otherwise defined) of Member Societies and Overseas Member Societies shall be automatically admitted as Individual Members.
9. The Board may in its absolute discretion decline to accept any person as a Member and need not give reasons for so doing.
10. The Board may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons fulfilling those criteria as members.
11. All Member Societies, Overseas Member Societies and Group Associate Members, whether incorporated or unincorporated shall appoint a Representative and advise the Secretary at the office of his or her name and address in writing. The Representative shall be the Chairman of the relevant Member for the time being. The Member may change its Representative at any time by written notice to the Secretary at the Office. NADFAS shall note the name of the Member and the name of its Representative in the Register. If the Representative is unable to attend any meeting of NADFAS he or she may appoint an alternate by written notice to the Secretary at the Office such notice to be received at least 24 hours before the time of the meeting.
12. The Secretary shall maintain the Register.
13. Membership shall not be transferable.
14. A Member shall cease to be a Member:-
 - 14.1 In the case of a Member Society or Overseas Member Society or Group Associate Member on the expiry of at least six months' written notice to NADFAS of its intention to withdraw;
 - 14.2 In the case of a Member Society or Overseas Member Society or Associate Member if any subscription or other sum payable by the Member to NADFAS is not paid on the due date and remains unpaid seven days after notice served on the Member by NADFAS informing it that it will be removed from membership if it is not paid. The Trustees may re-admit to membership any person removed from membership on this ground on it paying such reasonable sum as the Trustees may determine;
 - 14.3 In the case of any Voting Member if he, she or it becomes bankrupt or makes any arrangement or composition with his, her or its creditors generally or it goes into liquidation otherwise than for the purpose of a solvent reconstruction or amalgamation or has an administrator or a receiver or an administrative receiver (but not an administrative receiver appointed under Section 18 of the Charities Act 1993) appointed over all or any part of its assets or an order is made or a resolution passed for its winding up; or
 - 14.4 In the case of an Individual Member automatically if he or she ceases to be a member of any Member Society or Overseas Member Society

- 14.5 If, at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed by a two thirds majority of the Trustees present and voting resolving that the Member be expelled. Such a resolution shall not be passed unless the Member has been given at least 28 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees. A member expelled by such a resolution shall nevertheless remain liable to pay to NADFAS any subscription or other sum owed by him, her or it.
15. On termination of membership any Member Society or Overseas Member Society shall forthwith cease to use the description or title "Decorative & Fine Arts Society" or any colourable imitation of such description or title.

Subscriptions

16. The Trustees may in their discretion levy subscriptions on all Members at such rates as they shall decide and may charge different rates to different categories of Members. Unless otherwise determined the subscriptions shall be as follows:

16.1 Member Societies

16.1.1 An application fee payable on application for membership.

16.1.2 Except as provided in 16.1.3 and 16.1.4 a subscription shall be payable in advance not later than 1 January in each year in respect of every person who shall have been a Member (whether full associate or otherwise defined) of the Member Society at the close of such Society's financial year which shall have ended prior to 1st January, such fee to cover the calendar year for which the subscription is payable.

16.1.3 In the case of a Member Society elected to NADFAS between 1 July and 31 December in any year the first subscription shall be payable no later than 1 January in the following year at the rate determined for the following year in respect of all members of such Member Society at its initial meeting

16.1.4 In the case of a Member Society elected to NADFAS between 1 January and 30 June in any year the first subscription shall be payable no later than 30 June in that year and shall be one half of the subscription determined for that year in respect of all members of such Member Society at its initial meeting. The second subscription shall be payable by not later than 1 January in accordance with the provisions of these Articles but in the case of a Member Society which shall not have completed its first financial year, shall be in respect of all members of that Member Society on the immediately preceding 30 November.

16.2 *Overseas Member Societies*

16.2.1 An application fee payable on admission on such terms as the Board may from time to time determine.

16.2.2 A subscription payable in advance on 1 December of each year of membership of such amount and on such terms as shall be determined appropriate in each case by the Board.

16.3 *Associate Members*

16.3.1 An application fee – payable on admission or on such terms as the Board may from time to time determine.

16.3.2 An annual subscription payable in advance on 1 December in every year of such amount as may be determined by the Board provided that any new Associate Member joining between 1 January and 31 October in any year shall pay a full year's subscription on admission and any Associate Member joining after 31 October in any year shall pay a full year's subscription on admission which will include the subscription for the following calendar year.

Patrons, Presidents and Vice Presidents

17. The Trustees may appoint and remove any person as a Patron, President or any number of Vice Presidents as they may think fit from time to time. The office of Patron President and Vice President shall be appointed for such periods as the Trustees shall think fit. The roles of Patrons Presidents and Vice Presidents shall be as determined by the Trustees from time to time.

18. A Patron, President or Vice President shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of NADFAS as if a Member and shall also have the right to receive accounts of NADFAS when available to Members.

GENERAL MEETINGS

Annual General Meeting

19. NADFAS shall hold an annual general meeting within 18 months of incorporation and afterwards once in each calendar year. Not more than 15 months shall pass between the date of one annual general meeting and the next. It shall be held at such time and place as the Trustees shall think suitable.

20. The business of the Annual General Meeting shall be;

20.1 to receive the report of the Trustees for the previous year;

20.2 to receive and adopt the audited accounts of NADFAS for the previous financial year;

20.3 to receive the report of the election of Trustees for the ensuing year;

- 20.4 to appoint the auditors for NADFAS for the ensuing year and fix their remuneration;
- 20.5 to consider such other business which the Chairman may determine can properly be conducted at a General Meeting and of which due notice has been given.

Other General Meetings

- 21. The Trustees may call a general meeting at any time. The Trustees shall call a general meeting on receiving a requisition to that effect, signed by at least 10% of the Voting Members (including the form of any proposed resolution). In default, the requisitionists may call a general meeting in accordance with the Act.

Length of Notice

- 22. Unless Article 23 applies, an annual general meeting and any general meeting shall be called by 28 clear days' written notice.
- 23. A general meeting may be called by shorter notice if it is so agreed:-
 - 23.1 in the case of an annual general meeting, by all the Voting Members; and
 - 23.2 in the case of any other general meeting, by at least 95% of the Voting Members.

Contents of Notice

- 24. Every notice calling a general meeting shall specify the place, day and time of the meeting, the general nature of the business to be transacted and the right of the Member to appoint a proxy to attend, speak and vote at meetings on his or her behalf. In the case of an annual general meeting, the notice shall in addition specify the meeting as such. If a special resolution is to be proposed, the notice shall contain a statement to that effect.

Service of Notice

- 25. Notice of general meetings shall be given to every Member, the Trustees and any Patron, President or Vice President and to the auditors of NADFAS.

PROCEEDINGS AT GENERAL MEETINGS

- 26. No business shall be transacted at any meeting unless a quorum is present. Twenty percent of the Voting Members as at the date of the notice shall be a quorum.
- 27. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.

28. The Chairman or in his or her absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he or she shall be chairman.
29. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the Voting Members present shall choose one of their number to be chairman.
30. A Trustee may, even if not a Representative, attend and speak at any general meeting.
31. All Members, whether voting or non-voting may attend and speak at any general meeting.
32. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
33. The order of business shall be in the discretion of the chairman who shall have the right to amalgamate resolutions or amendments with the consent of the proposers.
34. Resolutions to be proposed at general meetings shall either be proposed by the Board, the Advisory Council or any Area or shall be proposed by at least five Member Societies. All resolutions so proposed (together with, in the case of resolutions proposed by Member Societies, the names of the relevant Member Societies) shall be sent to the Secretary at least 49 days before the date of the meeting. Formal notice of all resolutions shall be given in accordance with these Articles.
35. A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:-
 - 35.1 by the chairman; or
 - 35.2 by a Voting Member or Voting Members representing at least one-tenth of the total voting rights of all the Voting Members;
and a demand by a person as proxy for a Voting Member shall be the same as a demand by the Member.
36. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall

be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

37. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
38. A poll shall be taken as the chairman directs and he or she may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he or she may have.
40. A poll demanded on the election of the chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
41. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
42. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity or any want of qualification in any of the persons present or voting.
43. A resolution in writing executed by or on behalf of each Voting Member shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each signed by or on behalf of one or more Voting Members. The written resolution shall be passed by the collection of signature of the appropriate percentage of Voting Members required to pass the resolution under the Act. The date of a written resolution shall be the date on which the last Voting Member signs. Copies of all proposed written resolutions shall be sent to the Trustees and NADFAS's auditor before being passed.

Voting Members

44. On a show of hands every Voting Member present by its Representative, alternate shall have one vote. On a poll every Voting Member present by its Representative, alternate or by proxy shall have one vote.
45. No Voting Member shall be entitled to vote at any general meeting unless all monies presently payable by it to NADFAS have been paid.

46. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and binding.
47. An instrument appointing a proxy shall be in written or electronic form, executed by the Voting Members' Representative and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve):-

“The National Association of Decorative & Fine Arts Societies,

I, _____,

of _____,

being the Representative of _____ Society being a member of the above named Association, hereby appoint _____, of _____, or failing him/her, _____, of _____, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of NADFAS to be held on [date], and at any adjournment thereof.

Signed on [date]”

48. Where it is desired to afford Voting Members an opportunity of instructing the proxy how he or she shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve)-

“The National Association of Decorative & Fine Arts Societies

I, _____, of _____, being the Representative of _____ Society being a member of the above named Association, hereby appoint _____ of _____, or failing him/her, _____ of _____, as my proxy to vote in my name and on my behalf at the annual/extraordinary general meeting of NADFAS to be held on [date], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against

Resolution No 2 *for *against

Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed on [date]”

49. The instrument appointing a proxy may:-
- 49.1 be sent(using electronic communications to an address for the time being notified for that purpose to the person appointing the proxy) or be deposited at the Office (or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by NADFAS in relation to the meeting) at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 49.2 in the case of a poll taken more than 48 hours after it is demanded, be sent or deposited as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 49.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary or to any Trustee;
- and an instrument of proxy which is not deposited, sent or delivered in a manner so permitted shall be invalid.
50. A vote given or poll demanded by proxy or by a Representative shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by NADFAS at the Office or at such other place at which the instrument of proxy was duly deposited or received via electronic communication before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

TRUSTEES

Number of Trustees

51. Unless otherwise decided by ordinary resolution the maximum number of Trustees shall be 15 and the minimum shall be six.

Powers of Trustees

52. Subject to the provisions of the Act, the Memorandum and the Articles, the business of NADFAS shall be managed by the Trustees who may exercise all the powers of NADFAS. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
53. The Trustees may, by power of attorney or otherwise, appoint any person to be the agent of NADFAS for such purposes and on such conditions as they determine.

Regulations

54. The Trustees shall have power from time to time to make, repeal or alter regulations as to the management of NADFAS and its affairs, as to the duties of any Trustee, Secretary or employee of NADFAS, as to the conduct of business by the Trustees or any committee and as to any of the matters or things within the powers or under the control of the Trustees provided that such regulations shall not be inconsistent with the Memorandum or the Articles.

Delegation of Trustees' powers

55. The Trustees may delegate any of their powers or the implementation of any of their resolutions to any committee in accordance with the following conditions:
- 55.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);and
- 55.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify; and
- 55.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported forthwith to the Trustees and for that purpose every committee shall appoint a secretary; and
- 55.4 all delegations under this Article shall be revocable at any time; and
- 55.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as they may from time to time think fit.
56. For the avoidance of doubt, the Trustees may (in accordance with Article 55) delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee, provided always that no committee shall incur expenditure on behalf of NADFAS except in accordance with a budget which has been approved by the Trustees.
57. The meetings and proceedings of any committee shall be governed by the provisions of the Articles regulating the meetings and proceedings of the Trustees so far as the same are applicable and are not superseded by any regulations made by the Trustees.

Investment Management

58. The Trustees may delegate the management of investments to a financial expert provided that:

- 58.1 the investment policy is set down in writing for the financial expert by the trustees;
- 58.2 a transactions report is provided regularly to the trustees;
- 58.3 the performance of the investments is reviewed regularly by the trustees;
- 58.4 the trustees are entitled to cancel the delegation arrangement at any time;
- 58.5 the investment policy and the delegation arrangements are reviewed at least once a year;
- 58.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt; and
- 58.7 the financial expert may not do anything outside the powers of the trustees.

Appointment and retirement of Trustees

- 59. The Board shall comprise;
 - 59.1 Up to 12 Elected Trustees.
 - 59.2 Up to 3 Co opted Trustees.
- 60. Subject to Article 61 each Elected Trustees shall serve for three AGM Years and may be re-elected.
- 61. No Trustee (whether Elected or Co opted) shall serve for more than two consecutive periods of three AGM Years, provided that any period during which they are an Honorary Officer shall not be taken into account in determining this period.
- 62. No person may be appointed as a Trustee:
 - 62.1 unless he or she has attained the age of 18 years; or
 - 62.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of Article 72; or
 - 62.3 unless he or she has been an Individual Member or a member of NADFAS for at least 2 years at the date of the nomination; or
 - 62.4 if his or her spouse or partner is also a Trustee; or
 - 62.5 if he or she is a chairman of a Society, a member of the Advisory Council or a member of a NADFAS Area Committee.
- 63. At least 18 weeks before the date of the annual general meeting the Secretary shall notify all Voting Members of the date of the meeting and shall advise the Voting Members which Elected Trustees are retiring and inviting nominations for the post of Elected Trustees.

64. Nominations for candidates as Elected Trustees shall be received by the Secretary at the Office at least 10 weeks before the date of the annual general meeting. Nominations must be executed by the candidate and by at least three Members, one of whom must be a member of a different Member Society from the candidate unless the candidate is retiring or is recommended by the Board or Advisory Council.
65. Each candidate (including an Elected Trustee ending their term of office) must supply such information as the Trustees shall determine and a copy of such information about each candidate as the Trustees shall determine shall be despatched to each Voting Member at least 8 weeks before the date of the Annual General Meeting together with the ballot papers.
66. The ballot papers must be returned to the Office by two weeks before the date of the Annual General Meeting. A dead heat in a postal ballot shall be resolved first by agreement between the candidates and failing that, by lot. The results of the election shall be announced at the Annual General Meeting.
67. Elected Trustees shall commence their period of office from the end of the Annual General Meeting at which their election is announced.

Co opted Trustees

68. The Trustees may co opt up to three persons who are willing to act to be Co opted Trustees. A Co opted Trustee need not be an Individual Member. A Trustee so appointed shall hold office for a maximum period of 3 years, but this term may be renewed for a further 3 year term.
69. In co opting any person to serve as a Co opted Trustee the Board shall seek to ensure that the Trustees have as broad a range of skills and experience as is reasonably possible.

Vacancies

70. If a vacancy arises in the office of Elected Trustee during a year no election by the members shall be held to fill the vacancy until the provisions of Articles 64 to 67 are implemented.
71. Between the time of a vacancy arising in the office of Elected Trustee and the next annual general meeting, the Trustees may appoint a person who is willing to act to be a Trustee to fill a vacancy provided that the appointment does not cause the number of Trustees to exceed 15. The Trustees so appointed shall hold office only until the next following annual general meeting. If not re-appointed under Articles 64 to 67 he or she shall vacate office at the end of the annual general meeting.

Disqualification and removal of Trustees

72. The office of a Trustee shall be vacated if:-

- 72.1 he or she ceases to be a Trustee by virtue of any provision of the Act or he or she becomes prohibited by law from being a Trustee; or
- 72.2 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- 72.3 he or she is, or may be, suffering from mental disorder and either:-
- 72.4 he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
- 72.5 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- 72.6 he or she resigns his or her office by notice to NADFAS (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- 72.7 not being a Co opted Trustee, he or she ceases to be an Individual Member; or
- 72.8 he or she fails to attend a meeting of the Board over a 9 month period, without good cause.
- 72.9 he or she has served more than two consecutive periods of three years as a Trustee and is not an Honorary Officer.

Expenses of Trustees

- 73. The Trustees may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or separate meetings of the holders of debentures of NADFAS or otherwise in connection with the discharge of their duties.

PROCEEDINGS OF TRUSTEES

- 74. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit.
- 75. The Chairman or two Trustees may, and the Secretary at the request of two Trustees shall, call a meeting of the Trustees. Notice of every meeting of the Trustees stating the general particulars of all business to be considered at such meeting shall be sent by post to each Trustee at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice, but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not specified in such general particulars. The Board shall meet at least four times each year

76. All items for the agenda and accompanying papers for board meeting shall be submitted by the Trustees to the Secretary at least 21 days before the relevant board meeting. No business other than that upon the agenda shall be taken unless accepted in the discretion of the Chairman.
77. A Trustee who speaks shall direct his or her speech directly to the agenda item under discussion, or to an explanation or a question of order.
78. An agenda item may be withdrawn by the proposer
79. Any Trustee may move, without debate, that the question be now put, and if the motion is seconded and carried by a majority the item before the Board shall, after the proposer of the relevant item has been offered the right of reply, be put at once.
80. The Chairman may invite visitors to attend and speak at Board meetings.
81. At all Board meetings it shall be within the power of any Trustee to propose that any other Trustee shall be suspended for the remainder of the meeting, and if such resolution shall be seconded and carried by two thirds of those present and entitled to vote, then such member shall forthwith be suspended and shall not be entitled to vote on any subsequent item proposed at the meeting.
82. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
83. The quorum for the transaction of the business of the Trustees shall be six.
84. The continuing Trustees or a sole continuing Trustee may act notwithstanding any vacancies in their number but, if and so long as the number of Trustees is less than the number fixed as a quorum, the Trustees may act for the purpose of increasing the number of Trustees to that number or of summoning a general meeting of NADFAS but for no other purpose.
85. Subject to the need to fill vacancies in those offices from time to time the Trustees may elect from among their number, the Chairman (who shall be referred to as the Chairman Designate until he or she takes office) and the Vice Chairman at a Board Meeting at least six months and no more than 9 months before each annual general meeting and the Treasurer, at the first Board Meeting after each appropriate annual general meeting provided that the Chairman shall always be one of the Elected Trustees.
86. The Chairman, shall take office with effect from the end of the first annual general meeting after his or her election and shall, generally serve for a three year period. Unless he or she declares that their term should be only two years.;
87. The Vice Chairman, shall take office with effect from the end of the first annual general meeting after his or her election and shall, generally, serve for a two year period but may, if necessary be elected for a further year, whether or not she/he is willing to put him/herself up for election as Chairman.

88. The Treasurer, shall take office immediately upon his or her election and shall, generally serve for a 3 year period but may if necessary, be elected for a further 3 year period.
89. Unless he or she is unwilling to do so, the Chairman shall preside at every meeting of Trustees at which he or she is present. If there is no Chairman or if the Chairman is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Vice Chairman shall preside and failing him or her the Trustees present may appoint one of their Members to be Chair for the meeting.
90. All acts done by a meeting of Trustees, or of a committee of Trustees, or by a person acting as a Trustee shall, even if afterwards it is discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
91. A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees shall be as valid and effectual as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held and may consist of several documents in the like form each signed by one or more Trustees. The date of a written resolution of the Trustees shall be the date on which the last Trustee signs.
92. A meeting of the Trustees may be held either in person or by suitable electronic means agreed between the Trustees in which all participants may communicate simultaneously with all other participants.

Advisory Council

93. An Advisory Council shall be established to give advice and guidance to the Board and NADFAS's Chief Executive;
94. For the avoidance of doubt members of the Advisory Council shall not be Trustees and shall exercise none of their powers;
95. The members of the Advisory Council shall be:
 - 95.1 All Area Chairmen;
 - 95.2 Up to 2 lecturers, elected from among their number in elections organised by NADFAS for a maximum term of three years (renewable) and
 - 95.3 Volunteers representing NADFAS' various activities.
 - 95.4 The Vice Chairman shall chair all meetings of the Advisory Council unless he or she has appointed an alternate. If the Vice Chairman is unable to chair a meeting of the Advisory Council and has not appointed an alternate, the meeting shall be chaired by such person as is appointed by an Honorary Officer or if more than one Honorary Officer is present by a majority vote of such Honorary Officers.

96. The Advisory Council shall meet at least twice each year.
97. The Board shall draw up procedures for the conduct of the elections or other means of appointment referred to in Article 96
98. The Board shall consider and respond formally to any recommendations made to it by the Advisory Council.

GENERAL

Secretary

99. Subject to the provisions of the Act, the Secretary shall be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit and may be removed by them.

Minutes

100. The Trustees shall cause minutes to be made in books kept for the purpose:-
 - 100.1 of all appointments of Trustees or the Secretary made by the Trustees; and
 - 100.2 of all proceedings at meetings of NADFAS and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting; and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any Member or Trustee be sufficient evidence of the proceedings.

Accounts and Reports

101. NADFAS may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of NADFAS may be inspected by the Members but subject thereto the statutory books and accounting records shall be open to inspection by the Members during usual business hours.
102. The Trustees shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examinations of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commissioners of:
 - 102.1 annual reports;
 - 102.2 annual returns;
 - 102.3 annual statements of account.

Notices

103. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice, except that a notice calling a meeting of the Trustees need not be in writing.
104. NADFAS may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address, by leaving it at that address, by an advertisement in NADFAS News or any successor publication, or by fax or by electronic means to an address provided for that purpose or posted on a website where the recipient has been notified of each such posting in a manner agreed by him or her.
105. A Voting Member present, either by its Representative, alternate or by proxy, at any meeting of NADFAS shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
106. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication or fax has been transmitted to the correct address or number shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it has transmitted, or in the case of a notice posted on a website on the date of notification of that posting or, if later, on the date when it is first posted on the website.

Indemnity

107. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee and Secretary or manager of NADFAS shall be indemnified out of the assets of NADFAS against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of NADFAS, and against all costs, charges, losses, expenses or liabilities incurred by him or her in the execution and discharge of his or her duties or in relation thereto.

Winding-up

108. The provisions of clauses 7 and 8 of the Memorandum of Association relating to the winding-up or dissolution of NADFAS shall have effect and be observed as if the same were repeated in the Articles.

Names, Addresses and Signatures of Subscribers

1. Signature:

Name: Mrs. Elizabeth Stephens

Address: The Little House
Slade Oak Lane
Denham UB9 5DN

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation:

2. Signature:

Name: Dr. Alison Maguire

Address: South Weston Cottage
South Weston
Nr. Thame OX9 7EF

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation:

3. Signature:

Name: Mrs. Caroline Burton

Address: Vineyard
Well End
Bourne End SL8 5PB

Date:

Witness to the above signature:

Signature:

Name:

Address:

Occupation: