

The
CONSTITUTION
and
Bye-Laws

of the

SUFFOLK CRAFT SOCIETY

November 2003

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Words in italics are explanatory only, and do not form part of the Constitution or Bye-Laws.

MEANINGS

GENDER AND NUMBER

Where the context requires it:

- (a) The words 'they', 'them' and 'their' shall denote male or female, singular or plural.
- (b) The singular shall also denote the plural.

DEFINITIONS & ABBREVIATIONS

chair	chairman or chairwoman, as relevant
clear day	a day excluding the day on which notice is given and the day on which it is to take effect.
Committee	The management committee of the Society
Craft Member	a craftworker who is a Full or Associate Member of the Society
crafts	making articles for use and/or decoration, as defined by the Crafts Council from time to time
craftworker	a person working either single handed or with others in making craft articles by a process under their personal control and involving some of their own hand work.
ExSC	Exhibitions Sub-committee
FSC	Friends Sub-committee
notice	notice in writing (including fax and e-mail)
officer	the Chair, Vice-Chair and Treasurer of the Society
organisation	any properly constituted association, company, firm, institution, partnership or society.
SCS	Suffolk Craft Society

THE CONSTITUTION

What the Society Is and Does

1 NAME

The name of the association is Suffolk Craft Society (the 'Society').

2 OBJECTS

2.1 The Society's objects are to:

- (a) Promote good design and fine workmanship in the crafts
- (b) Advance the careers of its craft members
- (c) Recruit new members who demonstrate excellence in their craft
- (d) Promote the education and training of craftworkers
- (e) Inform and educate the public about the crafts.

2.2 The Friends have objects additional to those listed above, namely:

- (a) Raising and disbursing funds on behalf of the Society, and for the Society's benefit
- (b) Fostering links between the Craft Members, and the Friends and other members of the public.

2.3 All these objects shall focus on the crafts, craftworkers and public in Suffolk.

2.4 In pursuing its objects, the Society shall have no regard to gender, ethnic origin, age, sexuality or religion. Disability shall not preclude Craft Membership of the Society.

3 POWERS

3.1 For the purpose of furthering its objects, the Society shall have powers to:

- (a) Carry on any activities which are appropriate to its objects
- (b) Raise funds by subscription, borrowing or otherwise
- (c) Manage the funds and assets of the Society
- (d) Act as agent, broker, or sub-contractor for any person or organisation
- (e) Remunerate any person or organisation providing services or goods to the Society.
- (f) Make bye-laws.

3.2 The widest interpretation shall be given to the objects and powers above unless any is expressly restricted by the Society's Constitution or Bye-Laws.

4 MEMBERSHIP

4.1 The responsibilities of all members shall include:

- (a) A commitment to the objects of the Society
- (b) Adhering to and upholding the Constitution and Bye-Laws of the Society
- (c) Enhancing the good name of the Society and of its members
- (d) Attending and participating in such meetings of the Society as the Constitution and Bye-Laws prescribe
- (e) Paying subscriptions and any other amounts properly due to the Society as and when they become payable.

4.2 The rights of all members shall include:

- (a) Free admission to all exhibitions organised by the Society
- (b) Raising matters for the agenda at General Meetings, having given the Secretary not less than 30 days notice
- (c) Access to any minutes of General Meetings and meetings of the Committee, by arrangement with the Secretary.

4.3 There shall be three categories of members:

4.3.1 CRAFT MEMBERS (*see section 4.4*)

- (a) Full Members
- (b) Associate Members

4.3.2 FRIENDS (*see section 4.5*)

4.3.3 SPECIAL MEMBERS (*see section 4.6*)

- (a) The Patron
- (b) Vice-Patrons
- (c) Honorary Members

4.4 Craft Membership

4.4.1 To be eligible for craft membership an applicant shall be permanently resident or working in Suffolk, or on its borders. The Committee may waive this condition if it considers that the applicant has had a long-term connection with Suffolk or the Society.

4.4.2 Applicants shall have a commitment to the objects of the Society and to participating in its activities.

4.4.3 Applicants shall be proposed and elected in the manner laid down in the Bye-Laws.

4.4.4 If a Craft Member subsequently leaves Suffolk they may remain a member of the Society.

- 4.4.5 Full Members shall have rights additional to those listed in (4.2) above, namely:
- (a) Voting at all meetings of the Society
 - (b) Standing for election to the Committee
 - (c) Having a brief description of their work and themselves included in any directory which the Society may produce
 - (d) Submitting work to be selected for display and sale in the Society's principal selling exhibitions
 - (e) Having work considered for other smaller exhibitions and displays.
- 4.4.6 Associate Members shall have rights additional to those listed in (4.2) above, namely:
- (a) Voting at General Meetings of the Society
 - (b) Having their names, addresses and crafts listed in any directory which the Society may produce
 - (c) Submitting work to be selected for sale in the shop area of the Society's principal selling exhibitions.

4.5 Friends Membership

Anyone wishing to support the objects of the Society may apply to become a Friend.

4.6 Special Membership

- 4.6.1 The Society may elect Special Members subject to the limitations set out below. All Special Members shall be elected by the Craft Members in General Meeting.
- 4.6.2 Special Members shall have neither duties nor votes.
- 4.6.3 At its discretion the Society may consider a couple as one Special Member.
- 4.6.4 A Patron shall be someone who shows a commitment to the objects of the Society. There shall be only one Patron at a time.
- 4.6.5 Vice-Patrons shall be those who show commitment to the objects of the Society, or who have notably supported the Society. There shall be not more than six Vice-Patrons at a time.
- 4.6.6 Honorary Members shall be those who give or have given notable support to the Society or to the crafts nationally, or who are outstanding craftworkers. There shall be not more than ten Honorary Members at a time

4.7 Resignation

Any member of the Society may give notice of their resignation by writing to the Secretary at any time. The resignation shall take effect from the end of the next Committee meeting.

4.8 Withdrawing Membership

- 4.8.1 The Committee may withdraw membership from any member who:
- (a) Fails to pay their subscription within 180 days of the due date.
 - (b) Fails to repay any other money due to the Society within 60 days of the date of the Society's invoice to them.
 - (c) Acts in a way which, in the opinion of the Society, is seriously derogatory to the Society.
- 4.8.2 Before anyone's membership is withdrawn, they shall be entitled to present their case to the Committee at its next meeting.
- 4.8.3 Withdrawal of membership shall take effect ten clear days after the Committee has sent written notification to the member.

4.9 Membership Registers

The Committee shall keep an up-to-date register of all the Craft and Special Members. The Friends Sub-Committee shall keep an up-to-date register of all the Friends.

How the Society Is Run

5 MEETINGS

The Society shall hold at least one General Meeting (the Annual General Meeting) and one Election Meeting in each calendar year. To be valid, a meeting shall require the relevant quorum of members, as laid down in the Bye-Laws.

5.2 Annual General Meeting

- 5.2.1 The business of the Annual General Meeting shall be to:
- (a) Receive the Chair's Report
 - (b) Receive the audited Annual Accounts and Treasurer's Report
 - (c) Appoint the auditors
 - (d) Have any new Chair or Treasurer take office
 - (e) Agree any changes to the annual subscription rates
 - (f) Elect the Committee and Exhibition Sub-committee of the Society
 - (g) Deal with the other business on the agenda
 - (h) Deal with any other business.
- 5.2.2 With the calling notice for the Annual General Meeting, Craft Members shall be sent copies of the Minutes of the preceding Annual General Meeting, the Chair's Report, the Treasurer's Report and Annual Accounts, the statement of anyone nominated as an officer and the relevant ballot paper, and any proposal for new subscription rates. At the meeting additional copies of all these shall be available for others at the meeting.

5.3 Extraordinary General Meeting

- 5.3.1 An Extraordinary General Meeting shall be called by the Committee or following a request in writing signed by at least 20 Full Members of the Society. The calling notice shall state the nature of the business to be discussed.
- 5.3.2 It shall be held at the earliest convenient date after 20 clear days from the date of the requisition, or of its calling by the Committee.

5.4 Election Meeting

- 5.4.1 The principal business of an Election Meeting shall be to elect Craft Members.
- 5.4.2 Attendance at this meeting shall be limited to Full Members and the Committee.

5.5 Voting

- 5.5.1 At General Meetings only Craft Members shall have a vote.
- 5.5.2 At Election Meetings only Full Members shall have a vote.
- 5.5.3 The chair of a meeting, whether a Craft Member or not, shall have a casting vote.
- 5.5.4 There shall be no proxy voting.
- 5.5.5 Voting except at an Election Meeting, or for the Chair and Treasurer, shall be by a show of hands unless the chair of the meeting declares otherwise.
- 5.5.6 Changes to the Constitution shall need a two-thirds majority of those voting at a General Meeting.
- 5.5.7 Craft Members shall be elected by ballot in the manner laid down in the Bye-Laws. To be elected, applicants shall need the votes of at least two-thirds of the Full Members present.
- 5.5.8 Changes to the Bye-Laws, committee elections, and other general matters, shall need a simple majority of those voting at a General Meeting.
- 5.5.9 The Chair and Treasurer shall be elected by ballot in the manner laid down in the Bye-Laws.

5.6 Chairing

All meetings shall be chaired by the Society's Chair, or in their absence by the Vice-Chair or, in the absence of both, by the Treasurer. If all three are absent the meeting shall appoint as chair another member of the Committee.

5.7 Recording

The Secretary shall be responsible for taking minutes of all General Meetings of the Society and of the Committee. The minutes shall be presented for approval at the next relevant meeting.

6 MANAGEMENT

6.1 The Committee

- 6.1.1 The business of the Society shall be managed by a committee (the 'Committee'), which shall not exceed 13 in number, including the Chair, Vice-Chair, Treasurer, Chair of the Friends and Events Organiser.
- 6.1.2 The ordinary members of the Committee and the Vice-Chair shall all be elected from Full Members, but the Chair, Treasurer, Chair of the Friends and Events Organiser need not be Full Members.
- 6.1.3 Members of the Committee shall normally be elected for a period of three years. At each Annual General Meeting one third of the ordinary members of the Committee shall retire by rotation, determined by who has been longest on the Committee since their last election. A retiring Committee member shall be eligible for re-election.
- 6.1.4 Candidates for election to the Committee shall be nominated either:
- (a) By the Committee, or
 - (b) In writing by two Full Members.
- 6.1.5 They shall be nominated not less than 30 clear days before the date appointed for the General Meeting at which the election is to be held.
- 6.1.6 All candidates must agree in writing to serve if elected.
- 6.1.7 The Committee may co-opt a Full Member who is willing to be a Committee member, either to fill a vacancy or as an additional Committee member, provided that the appointment does not cause the number of Committee members to exceed the number stated above. Anybody so appointed shall hold office until the next Annual General Meeting, when they shall retire but be eligible for re-election.
- 6.1.8 At Committee meetings all members of the Committee shall have a vote.
- 6.1.9 At its first meeting after the Annual General Meeting the Committee shall elect its Vice-Chair from amongst its Craft Members. They shall serve as Vice-Chair until the end of the next Annual General Meeting.
- 6.1.10 The Events Organiser shall be an ex-officio member of the Committee, with full voting rights. They need not be a Craft Member, but even if a Full Member shall be ineligible to be Vice-Chair.

6.2 The Friends' Sub-Committee

- 6.2.1 The purpose of the Friends' Sub-Committee ('FSC') shall be to represent the Friends and to coordinate their efforts on behalf of the Society, in particular by:
- (a) Managing the finances of the Friends
 - (b) Recruiting Friends to staff Society events
 - (c) Maintaining records of the Friends.
- 6.2.2 The FSC shall consist of not less than four nor more than eight Friends, at the invitation of the existing FSC. In addition the Committee may appoint one of its members to the FSC. Apart from that person, members of the FSC shall serve at its Chair's discretion.

6.2.3 The FSC shall appoint one of themselves as Chair, and may also appoint a Treasurer. The Friends' Chair shall be an ex-officio member of the Society's Committee, with full voting rights. The Friends' Treasurer may attend but not vote at Committee meetings, except as proxy for the Friends' Chair.

6.2.4 The FSC shall maintain a separate bank account in the name of the Society. It shall prepare annual accounts in liaison with the Society's Treasurer, so that they may be incorporated in the Society's annual accounts.

6.2.5 If there is any major matter on which the FSC cannot reach agreement, either within itself, or between itself and the Committee of the Society, the Craft Members shall resolve it in general meeting.

6.3 Secretary of the Society

6.3.1 The Committee may appoint a Secretary on such terms and remuneration as it may decide. In the absence of the Secretary it shall appoint one of its members to deputise.

6.3.2 The Secretary shall attend and minute all meetings of the Society and its Committee, but shall not have a vote.

6.4 Consultants

6.4.1 The Committee may appoint consultants (*such as an Events Organiser*) to carry out work for the Society on such terms and remuneration as it may decide.

6.4.2 The Committee may invite them to participate in meetings of the Committee and the Society, but they shall not have a vote.

7 ASSETS & FINANCE

7.1 Application of Assets

7.1.1 All the income, funds and property of the Society shall be applied solely towards achieving the Society's objects.

7.1.2 The Society may pay any officer, servant or member of the Society for services rendered or facilities provided to the Society, or to reimburse expenses properly incurred on behalf of the Society.

7.1.3 Except for the above, no part of the Society's assets except the Friends' funds shall be paid or transferred, directly or indirectly, for the benefit of any member.

7.2 Accounts

7.2.1 The Treasurer shall maintain true accounts of all the income and expenditure of the Society.

7.2.2 The Treasurer shall draw up an annual income and expenditure account and balance sheet and present these with a financial report to the membership at the Annual General Meeting. At other times the accounts shall be available for inspection by any officer or Full Member, on giving the Treasurer reasonable notice.

- 7.2.3 A professional examiner shall review the annual accounts and balance sheet and shall report on them to the Annual General Meeting.⁹

7.3 Stewardship of Assets

- 7.3.1 All bank accounts shall be in the name of the Society. The Committee shall formally approve all signature mandates for the accounts' operation.
- 7.3.2 The Treasurer shall ensure that an up-to-date record of all the Society's tangible assets is maintained.

7.4 Subscriptions

- 7.4.1 Craft Members and Friends shall pay annual subscriptions.
- 7.4.2 The Committee shall propose the levels of subscription and circulate these in writing to the relevant classes of member for approval at the Annual General Meeting.
- 7.4.3 The Committee shall have the power to waive a member's subscription in cases of extreme hardship or where in its view a member has given long and valuable service in support of the Society.
- 7.4.4 No part of any unexpired subscription shall be refunded to a member who resigns or has their membership withdrawn.

7.5 Sale Commissions

- 7.5.1 Craft Members shall pay the Society a commission on sales of the members' work at or arranged at exhibitions organised by the Society.
- 7.5.2 At least 30 clear days prior to participants submitting work for an exhibition organised by the Society, the Committee shall propose any new levels of commission and circulate these in writing to the Craft Members. Unless within 20 clear days the Secretary receives a written request, signed by not less than 20 of the relevant class of member, for the matter to be raised in a General Meeting, then the new levels of commission shall take effect.
- 7.5.3 All sale proceeds shall be taken by the Society on behalf of the Craft Member concerned, and the commission shall be deducted before paying the net proceeds to them.

7.6 Other Charges

The Committee, having given reasonable notice, shall be entitled to set and collect charges for other items, activities and services provided by the Society either to its members or to the public.

Making Changes

8 CONSTITUTIONAL AMENDMENTS

- 8.1 Amendments to the Constitution of the Society may be initiated either by the Committee, or by not less than 10 Full Members putting forward a written proposal to the Committee.
- 8.2 The Committee shall circulate the proposed amendment to the membership and it shall then be discussed and voted on in General Meeting under the Society's voting procedure.

9 BYE-LAWS

- 9.1 The Committee, or the Society in General Meeting, shall have power to propose such Bye-Laws or their changes as it may consider necessary or convenient for the proper conduct and management of the Society.
- 9.2 No Bye-Law shall be inconsistent with, affect, or repeal anything contained in the Constitution of the Society.
- 9.3 The introduction, amendment or repeal of any Bye-Law shall be approved by a vote in General Meeting.
- 9.4 The Committee shall adopt such means as it considers sufficient to make all members aware of the current Constitution and Bye-Laws.

10 WINDING UP

- 10.1 If the Committee considers it necessary to wind up the Society, it shall call a General Meeting and put the matter to a vote.
- 10.2 If the Society is wound up, any assets which remain after discharging all debts and liabilities shall be given to an organisation with similar objects to the Society's and previously nominated by the Society in General Meeting. If, in the event of winding up, that organisation or its relevant objects no longer exist, then the Society in General Meeting shall select a similar organisation to receive the assets and, in case such an organisation cannot be found, a charitable organisation of its choice.
- 10.3 If the Society shall become bankrupt, then the Full Members shall be jointly liable for any debts the Society may have, in equal shares.

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BYE-LAWS

Practical Arrangements

B1 ELECTION OF CRAFT MEMBERS

B1.1 Applicants shall apply in the manner laid down by the Committee, and state whether they are applying for Full or Associate membership. They shall be proposed in writing by at least one Full Member with knowledge of the candidate and understanding of their work.

B1.2 There will normally be one election meeting each year, at which applicants shall display examples of their work. At least one of each applicant's proposers shall be present to speak on their behalf. Applicants shall not be present during the meeting, unless they already are Full Members. In that case, they shall withdraw from the meeting while their application is being considered.

B2 ELECTION OF CHAIR AND TREASURER

B2.1 Candidates for Chair or Treasurer may be nominated in writing by any two Full Members.

B2.2 Candidates accepting nomination shall produce a brief written statement of their suitability and aims for the post, and shall be interviewed by the Committee.

B2.3 The written statement shall be circulated to all Craft Members together with a ballot paper, not less than 20 clear days before the Annual General Meeting.

B2.4 Ballot papers must be received by the Secretary not less than five clear days before the Annual General Meeting.

B2.5 Candidates shall be elected by a simple majority.

B2.6 The elected officers shall serve until the third Annual General Meeting following their election. They shall be eligible for re-election.

B2.7 Re-election shall follow the same procedure, except that there need be neither a written statement, nor interview by the Committee.

B2.8 If not already members of the Society, the Chair and Treasurer shall become Friends.

B3 CONDUCT OF MEETINGS

B3.1 Notice

B3.1.1 The Secretary shall give all those entitled to attend a General or Election Meeting 20 clear days' notice of the meeting, stating its time and place, and the business to be transacted.

B3.1.2 The Secretary shall give all those entitled to attend a Committee Meeting ten clear days' notice of the meeting, stating its time and place, and the business to be transacted.

B3.2 Quorum

B3.2.1 The quorum for all meetings of the Society shall be 20 Full Members, or one quarter of the Full Members if this proportion be less than 20. The quorum for all meetings of the Committee shall be five.

B3.2.2 If a quorum is not present within half an hour from the time appointed for a meeting it shall be adjourned to such other time and place as the Committee may decide. If at the adjourned meeting a quorum is not present within half an hour from the appointed time the adjourned meeting may be abandoned at its Chair's discretion.

B4 FINANCIAL ARRANGEMENTS

B4.1 The Society's financial year end shall be 31 December.

B4.2 Anyone who becomes a member less than six months before the end of the current subscription year shall only pay half the relevant annual subscription for the remainder of that period.

B5 EXHIBITIONS AND EVENTS

B5.1 There shall be an Exhibitions Sub-Committee ('ExSC') established by the Annual General Meeting.

B5.2 The ExSC shall be responsible for selecting items for the Society's exhibitions and displays.

B5.3 The ExSC shall consist of not more than:

- a) Four Full Members, elected at the Annual General Meeting.
- b) Three members of the Committee, nominated by it.
- c) One Events Organiser
- d) One Exhibition Designer.

B5.4 The Full Members on the ExSC shall normally be elected for a period of two years. Members of the Committee are ineligible. At each Annual General Meeting one half of them shall retire by rotation, determined by who has been longest on the ExSC since their last election. A retiring ExSC member shall not be eligible for re-election for two years.

B5.5 The Committee members appointed to the ExSC shall not serve of more than two years at a time, and shall not be eligible for reappointment for the next two years.

B5.6 The ExSC shall have the power to coopt to fill any vacancy. Those coopted shall serve until the end of the term of the person they replace.

B5.7 All the ExSC's members shall have a vote. A quorum shall be five voting members.

B5.8 The Society's Secretary shall act as secretary to the ExSC, but shall not have a vote.

B5.9 At its first meeting each year the ExSC shall elect its chair from amongst its Full Members.

B5.10 Selection of Work

B5.10.1 All work for selection for an exhibition or other event, including that of any guest exhibitor, must be submitted to the ExSC on the appointed day, except in special circumstances.

B5.10.2 For special exhibitions (which may have an invited external selector) the ExSC shall determine any necessary variations to its normal procedures.

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