



EDINBURGH
DECORATIVE
& FINE ARTS
SOCIETY

President: The Countess of Rosebery

RULES

October 2025

***A Charity Registered in Scotland. Number SC039651
A Member of the
National Association of Decorative & Fine Arts Societies***

Rules – Edition No. 10 2025

Title

- 1 The Society is an unincorporated Association and shall be called "Edinburgh Decorative and Fine Arts Society" (hereinafter called "The Society").

Objects

- 2 The purpose of The Society shall be the promotion and advancement of education through the cultivation and study of the decorative and fine arts and as ancillary thereto the following subsidiary purposes:-
 - (a) To arrange lectures and discussions at monthly or other intervals.
 - (b) To arrange visits to Private Houses, Collections, Museums, Exhibitions and other places of relevant interest.
 - (c) To form small study groups meeting at regular intervals to cover a defined syllabus within the objects of The Society
 - (d) To undertake and publish the results of research into matters concerning the decorative and fine arts and their educational value.
 - (e) To promote or present Exhibitions or artistic performances of an educational character designed to further the chief objects.
 - (f) The arrangement of voluntary preservation and recording work by its members in relation to the decorative and fine arts.
 - (g) To do all such matters and things as may appear to The Society in general meeting to be incidental or conducive to the attainment of the above-mentioned objects or any of them.
- 3 The income and property of The Society shall be applied solely towards the promotion of its objects as set out in these Rules and no part of such income and property shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of The Society.
- 4 If upon the winding up or dissolution of The Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of The Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to The Society, such institution or institutions to be determined by the members of The Society at or before the time of the dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object. For the purposes of these Rules, the word "charitable" shall mean charitable for purposes common to the Taxes Acts and the Charities and Trustee Investment (Scotland) Act 2005 and any modification or re-enactment thereof.

Membership

- 5 The Society shall consist of Ordinary, Honorary and Corporate Members.

- (a) *Ordinary Members:* Membership shall be limited to such number as the Committee shall decide. The normal method of becoming a member is by lodging a completed application with and paying the annual subscription to the Lecture Secretary at a Society lecture, or by such other means as the Committee may decide.
- (b) *Honorary Members:* The Committee may elect up to 25 honorary members of The Society who are distinguished in the decorative and fine arts, or who have done valuable work for The Society. Additionally, Committee Members and their spouses are Honorary Members for as long as they remain on the Committee and for one year after they cease so to serve. The rights and privileges of Honorary Members shall be the same as for Ordinary Members.
- (c) *Corporate Members:* The Committee may admit to corporate membership such corporate bodies or firms or unincorporated associations as the Committee shall consider appropriate, and that on such terms and conditions as the Committee shall think fit, including (without prejudice to the foregoing generality) terms and conditions relating to subscriptions, attendance at lectures and study group meetings, and attendance and voting at General Meetings of The Society.

Subscriptions

- 6 The subscription for membership of The Society shall be such a sum or sums as may be determined from time to time by the Committee and may include a special rate of subscription applicable to couples. The first payment of subscription shall be due on election to membership, and subsequent subscriptions shall be due on the 1st July in every year or on such date as the Membership Secretaries shall specify in the Annual Subscription letter.

Failure to Pay Subscriptions

- 7 A member whose subscription is not paid in full by the date specified on the subscription notice shall thereupon automatically cease to be a member of The Society.

Expulsion from The Society

- 8 If the conduct or action of any member shall, in the opinion of the Committee, be injurious to or inconsistent with the character or interest of The Society the Committee may in its absolute discretion request such member to resign and if the member so requested does not resign within two weeks from the date of such request he shall be liable to expulsion by the Committee.

Officers

- 9 The officers of The Society shall include a President, and not more than five Vice-Presidents whom the Committee shall have power from time to time to appoint. The offices of President and Vice-President shall be honorary offices, tenable for life or until resignation and shall entitle the holders to all the privileges of ordinary members. The Chairman may invite the President or any Vice-President attending any General Meeting of The Society, to preside at such meeting.

The other officers of The Society shall be the Chairman, the Vice-Chairman, the Treasurer, the Secretary, and such other officers as the Committee shall deem necessary for the effective running of The Society. All such officers shall be nominated annually by the Committee for election at the Annual General Meeting, together with any other members seeking election to the Committee in accordance with Rule 10, or seeking re-election.

Committee

- 10 The Committee shall for practical purposes normally comprise around 10 or more members, but subject always to a minimum number of five. The Committee shall include the Chairman, the Vice-Chairman, the Treasurer, the Secretary, and such other officers as are nominated by the Committee elected at the Annual General Meeting in accordance with Rule 9. Any member of The Society may propose or second members whose consent to act shall first have been obtained for election to the Committee. Any such nomination must be notified to the Secretary at least 28 days prior to the holding of the Annual General Meeting. Committee members will be eligible for reappointment at each Annual General Meeting subsequent to their first election, and will usually be expected to serve for between three and eight years from their first election.

The general administration, control and direction of The Society shall, subject to these rules, be vested in the Committee and for that purpose the Committee shall:

- (a) Receive all monies contributed to the funds of The Society and all other income from whatsoever source accruing.
- (b) Pay and apply all monies so received after meeting the costs and expenses of, and incidental to, the administration of The Society for and towards the objects mentioned in Rule 2 hereof.
- (c) Appoint, employ, define the duties of, pay and dismiss such officers or servants of The Society upon such terms and subject to such conditions as the Committee may from time to time deem necessary or expedient.
- (d) Keep, or cause to be kept, minutes of all Meetings of the Committee and of General Meetings of The Society, which shall be recorded in a book or books for that purpose, and at each subsequent Meeting of the Committee or General Meeting the minutes of the previous meeting shall be read at the meeting and signed by the Chairman of the Meeting.
- (e) Keep, or cause to be kept, proper books of account of all receipts and payments made by or on behalf of The Society, and prepare and present at the Annual General Meeting of The Society in each year a statement of the income and expenditure of any and all assets and liabilities of The Society certified by an Auditor or independent examiner, as appropriate (appointed as hereinafter mentioned) to be correct, and for that purpose the Auditor or independent examiner for the time being shall have access to all books, accounts, documents, vouchers and papers of The Society or any officer or servant thereof, and the Committee and all officers and servants of The Society shall furnish the Auditor or independent examiner with such information as he may desire for the purpose of his audit.
- (f) Have power to appoint such Sub-Committee as the Committee may deem necessary or expedient or define and limit the powers and duties of such Sub-Committee.
- (g) Have power to co-opt onto the Committee any member of The Society who shall retire at the Annual General Meeting but shall be eligible for re-election. Such Co-

opted members of the Committee shall be eligible for election to the offices of The Society if the same shall fall vacant during the course of the year.

Annual General Meeting

- 11 The Annual General Meeting shall be held at such time and place as shall be determined by the Committee. The business of the Annual General Meeting shall be:

- (a) To receive the Chairman's report on the activities of the past year;
- (b) To receive and pass the audited or independently examined accounts of The Society.
- (c) To elect Officers and Committee of The Society.
- (d) To consider any Resolutions duly proposed and seconded.
- (e) Any other business with the permission of the Chairman.

At least 14 days before each Annual General Meeting notice of the meeting and the list of Officers for the ensuing year nominated by the Committee, and a list of candidates to fill the vacancies on the Committee who have been duly proposed and seconded, shall be circulated among the members, together with details of any special resolutions to be proposed thereat.

The election of Officers and of members of the Committee to fill the said vacancies shall be by a show of hands, unless in the case of candidates for election as members there are more nominated than there are vacancies to be filled, in which case the election of such members shall be by ballot.

A quorum at Annual General Meetings shall be seven members present, of whom at least three shall be Committee members. Annual General Meetings may be held in person, online, or as hybrid meetings which are partially in person and partially online.

Extraordinary General Meetings

- 12 All General Meetings of The Society other than the Annual General Meeting shall be Extraordinary General Meetings, and such meeting either:-

- (a) May be summoned by the Committee at any time or
- (b) Shall be summoned within 28 days by the Secretary upon written request signed by not less than 20 members.

Provided that the Secretary shall in both cases give not less than 14 days' notice in writing to all members of such meeting with details of the business to be transacted thereat. The cost and expenses of calling such meeting shall be borne and paid by the Committee out of funds of The Society.

A quorum at Extraordinary General Meetings shall be seven members present, of whom at least three shall be Committee members. Extraordinary General Meetings may be held in person, online, or as hybrid meetings which are partially in person and partially on line.

Resolution

- 13 Any members desirous of bringing forward any resolution shall give notice in writing thereof to the Secretary at least 28 days prior to the holding of the Annual General

Meeting. Any such resolution shall require to be duly seconded and shall be set forth in the agenda with the names of the proposer and seconder.

Save with the consent of the Chairman, no resolution that does not comply with the foregoing requirements shall be discussed at the Annual General Meeting.

Committee Meetings

- 14 The Committee shall meet at least six times a year, and on such occasions as circumstances shall require, and five members shall form a quorum.

Chairman

- 15 The Chairman, if present, shall preside at all General and Committee Meetings or, if unable to preside, the Chairman may ask another member of the Committee to preside, failing which the members present shall appoint a Chairman to preside at the meeting.

In General Meeting the decision of the Chairman upon a question of order, voting, adjournment of the meeting and interpretation of the Rules of this Society, shall be final. Upon any other question, in the event of an equality of votes, the Chairman shall have a casting vote.

Financial Year and Auditor

- 16 The Society's financial year shall end on the 30th June. A person shall be appointed at the Annual General Meeting to fulfil the role of Auditor or independent examiner, and a duly audited or independently examined Balance Sheet with an account of the income and expenditure for the preceding year shall be submitted to each Annual General Meeting.

Group Funds

- 17 All money belonging to The Society and not invested shall be paid in by the Treasurer to a separate account in the name of The Society at a Bank to be named by the Committee.

Changes in Address

- 18 Members shall notify any changes in their address to the Membership Secretary.

Any information supplied by members will be held by The Society and used only for the purposes of The Society under the terms of the relevant data protection rules in force from time to time and shall not be divulged to any third party.

Amendment of Rules

- 19 Any members desirous of proposing any alteration in, addition to or revision of the Rules of The Society at a General Meeting shall give notice in writing together with particulars of the proposed alteration, addition or revision to the Secretary at least 28 days prior to the holding of such meeting.

No alteration in, addition to or revision of these Rules shall be made unless the same be specified in the notice of the meeting as aforesaid and be carried by at least two-thirds of the Members present and voting at the meeting considering the same or any adjournment thereof.

Nothing in these Rules shall permit (i) any departure from or modification of the objects of The Society which would cause the objects as modified to cease to be regarded as exclusively charitable in law or (ii) the application of any part of The Society's funds or the income thereof for any purpose which is not an exclusively charitable purpose.

- 20 Every Member of the Committee, its Officers and servants, shall be indemnified by The Society against, and it shall be the duty of the Committee out of the funds of The Society to pay, all costs, losses and expenses which any member of the Committee, Officer and servant may incur or become liable to by reason of any act or thing done by him in good faith in the discharge of his duties.
- 21 All acts done in good faith by the Committee or any Committee thereof at any Meeting shall, notwithstanding that it shall afterwards be discovered that there was a defect in the appointment of any members of the Committee, or that any one or more of the members of any Committee thereof were disqualified, be as valid as if every member of the Committee had been duly appointed and every member of a Committee thereof was duly qualified to be a member of such Committee. Subject to Rule 15 hereof, the Committee shall be the sole authority for the interpretation of these Rules and of any Rule made by the Committee, and the decision of the Committee upon any question or interpretation or upon any matter affecting The Society and not provided for by these Rules and any Rule made thereunder shall be final and binding.