

**THE GLASGOW ART CLUB
CONSTITUTION
REVISED 19 FEBRUARY 2020**

I Name

This association shall be called “The Glasgow Art Club” (“the Club”).

II Object

The purpose and objects of the Club shall be to advance, promote and encourage the Arts in all forms and in particular Art by Scottish Artists or by Artists resident in Scotland or by Artists with a connection with Scotland (in all cases whether professional or amateur) or any Art which has a particular connection with Scotland or any part thereof including by means of exhibitions of works of Art, life classes, the acquisition of publications on Art, lectures on Art subjects, demonstrations, performances and by such other means as the Council may decide from time to time.

In pursuance thereof the Club, for the public benefit, shall seek to:

- 1 provide facilities for the exhibition of artistic works and the promotion of the Arts including using the premises at 185 Bath Street, Glasgow (“the Clubhouse”) for that purpose;
- 2 promote, facilitate, fund, provide access to and encourage the Arts and the appreciation of the Arts in all of its forms;
- 3 liaise with, form connections with and enter into joint ventures with other artistic associations based either in Scotland or elsewhere which have objects similar to the Club or with such associations as the Council may from time to time determine would be beneficial for or promote directly or indirectly the objects of the Club;
- 4 provide a forum and an association for artists who work, are resident in Scotland or such class of artists or any single artist as the Council may from time to time determine through which information and ideas may be exchanged and which on their behalf would be empowered to make representations to and enter into arrangements and agreements with all appropriate authorities, institutions and private bodies interested in or involved in or which may find it desirable and advantageous to be involved in the promotion of the Arts;
- 5 do all such things as will assist in attaining the previously stated objects of the Club.

For the purpose of this Article II the words "Art" or "Arts" shall refer to painting, drawing, graphic and illustrative arts of all kinds, sculpture and three dimensional arts of all kinds; the writing and performance of poetry, prose and plays; the composing and performance of music; choreography and performance of dance; the staging and performance of exhibitions, displays etc. plays, operas and other performing arts; and all matters incidental thereto or relating thereto and the word "artist" shall be construed accordingly.

The objects set forth in each sub-clause of this Article II shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or from the name of the Club. None of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Club shall have as full a power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate Club.”

III Membership

The membership of the Club shall comprise the following:

- 1 Artist members
- 2 Young Artist members
- 3 Lay members
- 4 Young Lay members
- 5 Honorary members
- 6 Temporary members
- 7 Associate members
- 8 Corporate Lay members
- 9 Day members

Artist members and Lay members may be town or country members.

IV Artist members shall comprise persons practising in the fine and applied Arts and the other visual Arts, architects and designers, and persons engaged professionally in other creative and performance work, all without limit of numbers.

V Lay members shall be persons interested in or having a connection with the Arts.

VI Town members shall include all members resident for more than one month in each year or having a place of business within a radius of 40 miles of the Clubhouse, with the proviso that the classification of those Members who were Country Members prior to 18 October 2011 shall remain unaltered as a result of the extension of the Town Membership zone which came into effect on that date. Members not so resident or not having a place of business within said radius may elect to be country members. Young Artist members shall be Artist members, and Young Lay members shall be Lay members, who are on the date of

their election and who remain on the date of the commencement of each subscription year under the age of 35 years.

VII Honorary members, Temporary members, Associate members, Corporate Lay members and Day members are defined and may be elected as hereinafter provided.

VIII Council

The business and affairs of the Club shall be managed by a Council comprising Office-Bearers and ordinary members of the categories and numbers specified in Rule 18 and being elected in the manner hereinafter expressed.

IX Trustees

The whole property of the Club both heritable and moveable shall be vested in the present Trustees and their successors, being a body of members of the Club appointed as hereinafter provided.

As at the date of this Constitution the Trustees are:

Mr Charles Anderson, 11 Kelvin Court, Great Western Road, Glasgow;

Mr Alan Horn, 38 Belmont Street, Glasgow;

Lord Macfarlane of Bearsden, Saxonholme, 50 Manse Road, Bearsden;

Dr James Macaulay, 11 Kirklee Circus, Glasgow; and

Mr David Newall, 67 Dowanside Road, Glasgow.

X Charitable Status

The income and property of the Club whensoever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members (of any category) of the Club.

PROVIDED that nothing herein shall prevent:

- 1 the gratuitous distribution among or a sale at less than cost to Office Bearers, members, or the public of any books, pamphlets or other publications of the Club relating to all or any of its objects or works of Art as defined in Article II hereof;
- 2 the payment in good faith of reasonable and proper remuneration to any Office Bearer agent or servant of the Club (temporary or permanent) or to any member of the Club in return for any services actually rendered to the Club, or outlays properly incurred on its behalf;

- 3 the payment in good faith by the Club of interest at a rate not exceeding the base rate for lending from time to time of a clearing bank to be selected by the Office Bearers on money lent to the Club or reasonable and proper rent for premises let to the Club by any member or Office Bearer of the Club; and
- 4 the payment in good faith to any Office-Bearer of out of pocket expenses incurred by him in or about the performance of his duties.
- XI For as long as the Club is recognised by the Office of the Scottish Charity Regulator (“OSCR”) as being charitable, no addition, alteration or amendment shall be made to or in this Constitution or the following Rules for the time being in force unless the same shall have been previously submitted to and approved by OSCR.
- XII If upon the winding up or dissolution of the Club 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 Club but shall be given or transferred to some other institution or institutions recognised as a charity in law and having objects similar to the objects of the Club and which shall prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Club under or by virtue of Article X hereof, (such charitable institution or institutions to be determined at or before the time of dissolution by the Office-Bearers of the Club whom failing the majority of the members of the Club) and in so far as effect cannot be given to such provision then to some other charitable object.

RULES**Section 1 - Members****1 Election of Members**

The election of members shall take place at such times as may be fixed by the Council.

- 2.1 Any member wishing to propose a candidate for membership must enter in a form prescribed for the purpose the candidate's name, designation, date of birth, business address, home address, and, in the case of a candidate for admission as an Artist member, the professional qualifications of the candidate. The prescribed form must be signed by the proposer and seconder and by the candidate and delivered to the Secretary of the Club.
- 2.2 The proposer and seconder must separately furnish in writing to the Council an account of their personal knowledge of the suitability and, in the case of a candidate for admission as an Artist member, the professional qualifications of the candidate.
- 2.3 The Council shall, as soon as practicable, cause to be posted on the Club Notice Board in a conspicuous place for a period of not less than ten days prior to any election of members a copy of the prescribed form and an interval of not less than two weeks shall elapse between the posting of the nomination and election of ordinary members.
- 2.4 It shall be open to any member to make representations in writing to the Council concerning any candidate.
- 2.5 No one under the age of 18 years may be elected a member of the Club.
- 2.6 Nominations for admission as a practising Artist Member may only be proposed and seconded by Members who are themselves practising Artist members.

3 Nomination of Candidates for Election as Artist Members

The procedure for nomination of candidates for election as Artist members practising in the fine or applied Arts or other visual Arts shall be as follows:

- 3.1 Such candidates shall be required to submit at least two specimens of original work to be sent to the Club Rooms on a date fixed by Council. These works shall be exhibited in the Club Rooms for inspection by members for seven days prior to the meeting referred to in Rule 3.2. Every reasonable care will be taken of these works while in the Club's premises, but the Club shall not be liable to their owners for any damage they may receive from any cause during that time, nor shall it be responsible for their loss by fire or theft.
- 3.2 A meeting of the Artist members practising in the fine and applied Arts and other visual Arts shall be convened by the Secretary on seven days' notice for the purpose of considering the nomination of such candidates for membership, at which meeting nine shall form a quorum. Any member who has seen all the candidates' works but

is unable to attend the meeting may vote by putting a cross opposite the names of the candidates he desires to vote for or against, and signing his voting paper. This paper must be left at the Club before the meeting, under cover, and addressed to the Secretary.

- 3.3 Each candidate shall be voted upon separately, and every candidate receiving two-thirds majority of votes of those members present and those voting by proxy shall be declared duly nominated for election by the Council. Only Artist members practising in the fine and applied Arts and other visual Arts shall be entitled to vote at the meeting.

4 Election of Members

The procedure for election of Lay members, Artist members, Associate members and Corporate Lay members, except as otherwise provided, shall be as follows:

- 4.1 The election of these members shall be made by the Council at a meeting of the Council convened by notice in writing which shall have attached a copy of the prescribed form and supporting letters.
- 4.2 Any member of the Council unable to attend the meeting may vote for the candidate by putting a cross opposite the name of the candidate on a voting paper and signing the same. The voting paper must be left at the Club before the election, under cover, addressed to the Secretary.
- 4.3 Each candidate shall be voted on separately. A candidate receiving a two-thirds majority of the votes of the members of the Council voting in person or by voting paper shall be declared to be duly elected.

5 Election of Honorary Club Members

- 5.1 The Council, after posting on the Club notice board a notice intimating their intention to do so, may elect to Honorary membership any person whose office, or whose services to the arts or to the public or to the Club justify such distinction. Such notice shall be displayed for at least one calendar month prior to the election, and any member shall be entitled to make representations to the Council regarding any such proposed election. Honorary members shall be elected for such period as the Council shall determine, except in the case of an Honorary member ex officio who shall be elected for the duration of his or her period in office.
- 5.2 Honorary members shall not be required to pay entry money or subscriptions and they shall be free to attend the Club and avail themselves of its privileges. They shall not, however, have any voice in the management of the Club by vote or otherwise and shall not be eligible for election to any of its offices.

6 Election of Temporary Members

Artists and other persons interested in or having a connection with the arts, and having a temporary residence in Scotland shall be eligible for election by the Council as Temporary members for such periods, not exceeding twelve months at a time, as the Council shall

determine. All candidates for election as Temporary members shall be proposed, seconded and elected in accordance with the provisions of Rules 2 and 4. In the case of election of Temporary members for a period of not more than six weeks Rule 2.3 shall not apply, and the candidate may be elected by the Council at a meeting of the Council convened by twenty-four hours notice being given on the notice board of the Club, and at such meetings for this special purpose three members shall form a quorum, and a candidate receiving a simple majority of the votes of the members of the Council voting in person or by voting paper shall be declared to be duly elected as a Temporary member for such period not exceeding six weeks as the Council shall determine at that meeting. Temporary members shall not be required to pay entry money and shall pay in advance the annual subscription payable by Lay members or such proportion thereof as the Council shall in each case from time to time determine. Temporary members shall be entitled to all the privileges of membership, including the right to introduce guests, with the exception of voting rights. They shall not have any voice in the management of the Club or be eligible for election to any Office of the Club. The Council may renew the expiring membership of a Temporary member who has been elected for a period of more than six weeks for further periods not exceeding twelve months at a time.

7 Associate Members

The partner of any existing Artist member or Lay member shall be eligible for election as an Associate member. Such persons shall be elected in accordance with the provisions of Rule 2 and Rule 4, except that Rule 2.2 shall not apply. Associate membership shall continue notwithstanding the death of the said Artist member or Lay member. Associate members elected on or before 19 February 2020 shall be entitled to all the privileges of membership including the right to introduce guests. Associate members elected after 19 February 2020 shall be entitled to all the privileges of membership including the right to introduce guests, *with the exception of voting rights*, and shall not be eligible for election to any Office of the Club.

8 Corporate Lay Membership

The Council at its discretion may grant the right to any company, firm or other organisation of good repute ("the corporation") to nominate not less than two of its directors, partners, office-bearers or other senior persons for election by the Council as Lay members of the Club in accordance with the provisions of Rule 2 and Rule 4, subject to the following qualifications: the form prescribed in Rule 2.1 shall be submitted by the corporation and shall specify the nominees' names, designations, home addresses, and dates of birth, together with an account of the suitability of the nominee for membership of the Club. In the event of resignation of a Corporate Lay member the corporation will be entitled to nominate another person in his or her stead. Notice of subscription shall be addressed to the corporation who shall be liable for payment. Corporate Lay members shall be entitled to all the privileges of the Club including the right to introduce guests, but they shall not be eligible for election to any Office of the Club.

Each company, firm or other organisation elected on or before 19 February 2020 and nominating Corporate Lay members as defined in Rule 8 shall be entitled to one vote per nominee at the Annual Business Meeting and any Special Meeting as defined in Rule 27 irrespective of the date of nomination of each of its nominees.

Each company, firm or other organisation elected after 19 February 2020 and nominating Corporate Lay members as defined in Rule 8 shall be entitled to one vote at the Annual

Business Meeting and any Special Meeting as defined in Rule 27. This vote will be exercised by the nominated First Member listed on the Corporate application form. Organisations in Corporate membership may nominate one or more additional Corporate Lay members entitled to exercise a vote in their own right on payment of an Annual Subscription equal to the rate payable by the First Member in respect of each additional member so nominated.

The total number of nominations made by each organisation in Corporate membership, irrespective of the date of that organisation's election to membership, may be limited by the Council.

9 Day Membership

The Council at its discretion may grant Day Membership to any appropriate person in connection with his or her participation in any function taking place in the Club or any artistic activity taking place in the City of Glasgow. Day members shall not be required to pay entry money and shall pay in advance such proportion of the Annual Subscription as the Council shall from time to time determine. Day members shall be entitled to all the privileges of membership, with the exception of the right to introduce guests, but they shall not have any voice in the management of the Club or be eligible for election to any Office of the Club.

10 Entry Money

Unless otherwise resolved by the members in General meeting, each new member shall pay on election an entrance fee of such sum as the Council may determine, except new Artist members under 35 years of age on election, who shall not be required to pay any entrance fee.

11 Subscriptions

- 11.1 Each class of member (other than Honorary Members and Day Members) shall pay an annual subscription which the Council shall from time to time determine. Any increase proposed by the Council in excess of a percentage equal to the average percentage increase in the Retail Price Index published by the UK Government for the most recent twelve month period for which figures are available at the time of the Resolution by the Council shall require the approval of those members of the Club who are liable for payment of a subscription at a General meeting of the Club called for that purpose.
- 11.2 In the year of election subscriptions shall be apportioned on a month to month basis from the date of election to the 31 October following.
- 11.3 The Council shall have power to modify or even waive the subscription payable by any member whom they consider to be in necessitous circumstances, or who resides furth of Scotland for a period of one year, or in other special circumstances.
- 11.4 Subscriptions shall not be payable by the President during his term of office.
- 11.5 No person elected a member of the Club shall have the right to use the Club until the entrance fee and subscription have been paid.
- 11.6 Annual subscriptions shall be payable in advance by 1 November or by instalments as hereinafter provided.
- 11.7 Any member who has not paid his subscription or who has not made arrangements for payment by instalments shall not be entitled to vote at the Annual Business Meeting.

11.8 Members may exercise the option to pay the annual subscription in ten equal instalments by signing a Bankers Order in favour of The Glasgow Art Club, which must be lodged with their bank on or before 1 November in the previous subscription year. This option can only be exercised after payment in full of the first year's subscription and entrance fee. In the event of a member cancelling his Bankers Order, the balance of any subscription still outstanding at the date of cancellation shall fall due for immediate payment.

12 Unpaid Subscriptions

Any member who, without having given any satisfactory reason to the Council, fails to pay the subscription or make arrangements to pay instalments at the expiry of two months after it becomes due, shall cease at the option of the Council to be a member without further action on the part of the Club being required; and he/she shall forfeit all claim on the Club's property, funds and effects. The Club may thereafter take legal measures for the recovery of arrears.

13 Reciprocal Arrangements

Without prejudice to the provisions of Rule 6 (Election of Temporary members), members of clubs providing reciprocal arrangements shall be admitted as Temporary members without charge, and shall be entitled to enjoy all the facilities of the Club including the power to introduce guests, but they shall not be entitled to attend meetings or to vote.

14 Admission of Former Country Members as Town Members

Country members who may cease to be such shall be entitled to admission or to re-admission as Town members immediately and shall from the date of such admission or re-admission be liable for the rate of subscription applicable to Town members apportioned on a monthly basis.

15 Resignation of Members

A member desiring to resign shall give written notice of resignation to the Secretary to be received by him not later than 31 October in any year. Failing this they shall be liable for the annual subscription for another year.

16 Death of Members

On the death of any member their heirs and representatives shall have no claim whatever on the Club's property, funds and effects, nor shall they be liable for any of its obligations.

17 Expulsion of Members

The Council shall consider, in camera, the case of any member whose conduct is called in question and, after hearing any answer or explanation, may, if they consider it necessary, either caution the member or call upon the member to resign on or before a specified date. If the resignation be not received on or before that date the Council shall have power to expel the member forthwith. The Secretary shall give the member immediate notice in writing of his expulsion, together with a notice of his right of appeal. The Council's

decision to expel the member shall be intimated to the general body of members by notice on the notice board. Any appeal must be made in writing to the Secretary to be received by him within fourteen days of the notice of expulsion. On an appeal being intimated the Council shall convene a Special Meeting of members within fourteen days. Pending the determination of the appeal the member shall be suspended. It shall require a majority of the votes of those present and voting at the Special Meeting to consider the case to recall the expulsion. If expelled, the member shall forfeit all claim on the Club's property, funds and effects.

Section 2 - Council

18 Office-Bearers

The business and affairs of the Club shall be managed by a Council composed of five Office-Bearers and not less than six nor more than twelve ordinary members of Council, together with the immediate past-President ex officio who shall have equal voting rights. The Office-Bearers shall consist of a President, two Vice Presidents, an Honorary Treasurer and an Honorary Secretary.

19 Members of Council

The ordinary members of Council shall be composed, in so far as this is practicable, of an equal number of Artist members and Lay members.

20 Nomination of Candidates for Offices and Council

20.1 Prior to 30 November in each year the Secretary shall issue a circular to the members intimating the names of the Office-Bearers and ordinary members of Council who fall to retire at the next Annual Business Meeting, and stating that nominations in writing must be lodged with him not later than 31 December thereafter. The circular shall also contain the intimation required in terms of Rule 26.

20.2 Members who desire to nominate a candidate or candidates for election shall deliver in writing to the Secretary not later than 31 December in each year a notice stating the name or names of those whom they nominate. The notice must, before delivery, be signed by the proposer and seconder for each candidate nominated, together with the signature of the nominee as evidence of his or her consent to be nominated.

20.3 With the notice calling the Annual Business Meeting there shall be sent to each member the following particulars, along with a voting paper if a vote requires to be taken:

20.3.1 the number of vacancies to be filled and the names of the retiring members of Council;

20.3.2 the names (in alphabetical order) and addresses of the persons nominated for each vacancy and the names of their respective nominators;

20.3.3 a notice (if a vote requires to be taken) that the voter must place a cross (thus - X) opposite the names of the candidates being voted for, and that if

a voting paper be returned with more names crossed than there are vacancies to be filled it will be treated as void.

20.4 Every voting paper shall be delivered to the Secretary or his representative by the voter in person at the Meeting.

21 Election of Office-Bearers and Ordinary Members of Council

21.1 The Office-Bearers shall be elected at the Annual Business Meeting. They shall hold office until the next Annual Business Meeting and shall be eligible for re-election, but shall not be entitled to hold the same office for more than three years.

21.2 The ordinary members of Council shall also be elected at the Annual Business Meeting. They shall hold office for three years and shall not be eligible for re-election until the Annual Business Meeting in the following year, although they shall be eligible for election as Office-Bearers.

21.3 No member shall be eligible for election as an Office Bearer unless at the date of nomination that person shall have been a member of the Club for three complete financial years of the Club. No member shall be eligible for election as an ordinary member of Council unless at the date of nomination that person shall have been a member of the Club for one complete financial year of the Club.

22 Voting for Council

The Office-Bearers and ordinary members of Council, both Artist and Lay, shall be elected by the votes of the general body of Club members both Artist and Lay.

23 Vacancies

The Council shall have the power to co-opt a member to fill any vacancy occurring in the Office-Bearers or ordinary members of Council occasioned by reason of the failure of the general membership to elect an Office Bearer or elect the necessary number of ordinary members of Council at the Annual Business Meeting, or by reason of the death, resignation or expulsion of an Office Bearer or ordinary member of Council. The person so co-opted shall serve until the next Annual Business Meeting. A person co-opted as an ordinary member of Council shall not thereafter be eligible for re-election if he/she has served as an ordinary member of Council for three consecutive years including the year of co-option.

24 Powers of Council

The Council shall have all powers necessary for the full and efficient conduct of the affairs of the Club, including power to appoint committees or sub-committees for special purposes (of which the President shall be a member *ex officio*), to delegate to such committees or sub-committees the functions and powers of the Council relating thereto; to make, for the proper regulation of the Club in all its departments, bye-laws which shall be exhibited in the Club for the information of members; and to appoint and dismiss all employees of the Club.

Section 3 - Meetings

25 Annual Meeting

An Annual Business Meeting of the Club shall be held not later than 28 February in each year at which the Council's Report shall be submitted to the Meeting together with a duly audited Statement of Accounts for the immediately preceding financial year, and any proposals for subscription rates as required in terms of Rule 11.1.

26 Resolution at Annual Meeting

No resolution, unless it relates to the business introduced by the Council, shall be moved at an Annual Business Meeting unless a notice, signed by the members who propose to move and second it, and stating its terms, has been lodged with the Secretary not later than 31 December in the previous year. The circular referred to in Rule 20.1 shall contain an intimation advising members of the import of this Rule, and inviting any such notice by the specified date.

27 Special Meetings

27.1 A Special Meeting of the Club shall be called on a requisition being presented to the Secretary stating the matter to be discussed, signed by at least 15 voting members. Such Meeting shall be called within one month of the date of the requisition.

27.2 Special meetings of the Club may be convened by the Council.

28 Quorum and Adjournment of Meetings

For Meetings of the Club convened by the Council the presence of fifteen members shall be necessary to form a quorum; and for Special Meetings called by requisition, thirty shall be required. Should the Annual Business Meeting or Special Meeting not be quorate the Council shall in the case of the Annual Business Meeting, and may in the case of a Special Meeting, fix such other date as they consider appropriate for such meeting, and the Secretary shall circularise the members accordingly in terms of Rule 29. For meetings of the Council for any purpose six shall form a quorum, except as otherwise herein provided with regard to the election of Temporary members under Rule 6 and with regard to privileges for Artists and distinguished visitors from a distance under Rule 39. The Annual Business Meeting and any Special Meeting may be adjourned by a majority vote of those present and entitled to vote to such date and time and for such purposes as the members so voting consider appropriate. The Secretary shall post a notice on the Club notice board advising members of the date, time, place and purpose of such adjourned meeting and, where practicable, issue a circular to those members entitled to attend such meeting with said details.

29 Notice of Meetings

When a General or Special Meeting is called by the Council or by requisition members shall receive notice by circular, to be issued at least twenty one days prior to the date of such Meeting, and this circular shall explain the purpose for which the Meeting is called.

30 Council Meetings

The Council shall meet at least once in each calendar month except June, July and August, unless business requires to be conducted in these months. The President or one of the Vice-Presidents may convene a meeting of Council at any time.

31 Chairman's Casting Vote

At all meetings of the Club or Council or any of its Committees the Chairman shall have, in the case of an equality of votes, a second or casting vote.

Section 4 - Finance**32 Finance Committee**

The Council shall, immediately after the Annual Business Meeting, appoint a Finance Committee, consisting of the Honorary Treasurer, Honorary Secretary and at least one other member of the Council. No draft shall be made on the Club's Bank account except by cheque or order signed by the Secretary and one of the Office-Bearers or by any two of the Office-Bearers.

33 Financial Year

The Club's financial year shall extend from 1 November to 31 October.

34 Borrowing by the Club etc

34.1 The Council shall have power to borrow money in the name of and for the purposes of the club up to a limit of £100,000 plus interest and charges in any manner the Council shall deem proper. Any sum in excess of £100,000 shall require the approval of the Club by a resolution at the Annual Business Meeting or any Special Meeting called for the purpose passed by a majority of the members present and voting authorising the Council to borrow money either at one time or from time to time and at such rate of interest or free of interest and in such a form and manner and upon such security or without security as shall be specified in such resolution. In the cases of all such borrowings authorised as aforesaid that are made without security over the Club property, a receipt or acknowledgment or other document of debt for the same shall be sufficiently executed and binding on the Club when signed by one member of the Finance Committee and the Secretary. In the case of all such borrowings authorised as aforesaid that are made on the security of Club property, the Trustees of the Club shall at the direction of the Council make all such dispositions of the Club property or any part thereof and enter into such agreements in relation thereto as the Council may deem proper for giving security of such loans and the interest thereof. All members of the Club whether voting on such resolution or not and all persons becoming members of the Club after the passing of such resolution shall be deemed to have assented to the same as if they had voted in favour of such resolution.

34.2 Any recommendation by the Council for the raising of a levy shall require the approval of the general body of members by a resolution at the Annual Business

Meeting or any Special Meeting called for the purpose passed by a majority of the members present and voting authorising the Council to require payment of a specified sum from all members of the Club other than Honorary Members and Temporary Members or otherwise as may be determined by the said resolution.

35 Auditor and Independent Examiner

Correct accounts and books shall be kept showing the financial affairs and intromissions of the Club for the current financial year. Any surplus income accruing from such intromissions shall be used solely for the benefit of the Club. The accounts of the Club shall be audited or subject to an independent examination before being submitted to the Annual Business Meeting by an auditor or independent examiner appointed by the Council, who may be a member but not an Office-Bearer of the Club.

36 Duties of Secretary

The Council shall appoint a Secretary, whose duties shall be to keep the necessary books and generally to transact the business of the Club. If the Secretary is not a member the Council shall have power to appoint him or her an Honorary member ex officio in terms of Rule 5.

Section 5 - Hours

37 Hours of Opening and Closing

The Club Rooms shall be open every week-day at 10.00 am and shall be closed at 10.30pm, or at such other time as the Council shall fix from time to time. The Council shall nevertheless have power to open the Club Rooms on Sundays or on any particular Sunday and power to extend the hour for closing on any day on occasions rendering such opening or extension desirable; and they shall also have the power to close the Clubhouse temporarily, in whole or in part for special purposes or any public holidays. The hours for the sale of excisable liquor shall be those permitted by the liquor licensing legislation in force from time to time.

Section 6 - Visitors

38 Admission of Visitors

38.1 Except on occasions reserved by the Council and subject to Rule 38.2, members may introduce visitors. A visitor shall not be supplied with excisable liquor in the Club premises unless by the invitation and in the company of a member, and any member introducing a visitor shall, upon the admission of such visitor to the Club premises, enter their own name and the name and address of the visitor in a book which shall be kept for the purpose and which shows the date of each visit.

38.2 In furtherance of the objects of the Club as set out in its Constitution, the Council and the members generally shall use all reasonable endeavours to facilitate access to the premises and facilities of the Club at reasonable times and subject, where considered appropriate, to payment of reasonable entrance fees, by members of the public. The Council shall ensure that in the context of any such access

(whether for the purposes of viewing exhibitions of works of Art or otherwise), any entrance fees levied are at a level so as to ensure that as broad a range of members of the public as is reasonably practicable can afford such entrance fees (which shall be proportionate to the costs and outlays of the exhibition or event to which the members of the public have been invited to attend). Where an event is deemed open to the public, members of the public attending shall not be deemed to be visitors and therefore shall not require to be introduced and/or signed in by a member.

39 Artists or Distinguished Visitors

39.1 Artists or distinguished visitors from a distance may be allowed the privileges of the Club for a period of not more than two weeks if proposed and seconded in writing by two members of the Club, admitted by the Council and their names entered in a book to be kept in the Club for that purpose, but this privilege shall not be granted to the same visitor oftener than once in six months and such Artists and visitors shall not be entitled to introduce guests. For the purpose of this Rule, meetings of the Council may be called on twenty-four hours notice given on the Notice Board, and for such meetings three members form a quorum and a majority of the votes of those present and voting shall be required to secure admission.

39.2 In exceptional cases, the period of two weeks, during the privileges and the Club are allowed to Artists or distinguished visitors from a distance under this Rule, may be extended for a further period of not more than two weeks, provided that in such case the sanction of a quorum of three members of Council is given in writing.

Section 7 - Miscellaneous

40 Excisable Liquor

40.1 No member of Council and no employee of the Club shall have any personal interest in the sale of excisable liquors therein, or in the profits arising from such sale.

40.2 No excisable liquors shall be sold for consumption outside the premises of the Club. No alcoholic liquor shall be sold or supplied within the Clubhouse to any person under the age of 18 years.

41 Curator and Librarian

In addition to the general powers conferred in terms of Rule 23 the Council shall have power to appoint members of the Club to act as a Curator and as a Librarian. The Curator shall have charge of the Club's pictures, sculptures and other works of art. The Librarian shall have charge of the Club's books, photographs, pamphlets and other such written material, including archival records. They shall prepare such catalogues, and they shall make such recommendations to the Council as they see fit, for the safekeeping, the display and the valuation of the several articles entrusted to their care.

42 Alteration of Constitution and Rules

No alteration or addition to the Constitution or Rules of the Club shall be made except at a Special Meeting called in terms of the Rules, and it shall require the separate sanction at such meeting of two-thirds of the members present and voting. Only such alterations shall be competent as:

42.1 shall be permitted pursuant to Article XI of the Constitution of the Club; and

42.2 shall ensure that the Rules are in conformity with all statutory and legal requirements in force from time to time including relevant liquor licensing laws.

43 The Trustees

The Trustees shall be a body of members, not exceeding eight in number, appointed by the Club in General Meeting and the survivors and survivor of them and their successors in office. Three shall be a quorum while more than that number of trustees are acting. The Trustees shall hold office until otherwise decided by the members in General Meeting or until they shall resign office by notice in writing to the Council, or until they cease to be members of the Club. The Trustees are authorised to accept, grant and enter into all such conveyances, transfers, securities and other deeds of or affecting any heritable or moveable property of the Club as the Council shall lawfully require the Trustees to do, and that without the Trustees incurring any personal liability by so doing. The Trustees shall ex officio be the directors and members of The GAC Property Company (being the company limited by guarantee which shall own the premises at 185 Bath Street, Glasgow used by the Club) as detailed in its Memorandum and Articles of Association from time to time.

44 Winding up of the Club

At any time it shall be competent for three-fourths of the Artist membership, together with three-fourths of the Lay membership, to resolve to wind up the affairs of the Club. In that event they shall have power to realise the whole property, funds and effects of the Club; and thereafter they shall pay its debts and meet its obligations therefrom. Should any surplus remain it shall be dealt with in accordance with Article XII of the Constitution.

