

RULES OF HARROGATE AND NIDDERDALE ART CLUB (“the Club”)

Private company limited by guarantee

The constitution of the Club is set out in its articles of association (the “articles”) and these Rules. The terms defined in the articles bear the same meaning in these Rules. In the event of any conflict between these Rules and the articles, the articles will prevail.

1. Membership and Subscriptions

- 1.1. The directors will set out the form of application for membership of the Club from time to time. The form will include an undertaking by the applicant to guarantee the obligations of the Club to the extent of £1 in accordance with the articles.
- 1.2. The directors will elect new members at their discretion in accordance with Clause 8 of the articles.
- 1.3. The directors will propose to the annual general meeting the amount of subscription payable in respect of the then current Club year. The subscription is payable immediately after its approval at general meeting.
- 1.4. Any member failing to pay his or her subscription on or before 31st October shall be deemed to have resigned his or her membership. Application for readmission may be made by submitting a fresh application form to the directors.
- 1.5. Only paid up members will be eligible to exhibit at any Club exhibition.

2. Financial year

The first accounting period of the Club shall be from 1st September 2010 to 30th June 2011. Thereafter it will be from 1st July in each year to the following 30th June.

3. Annual General Meeting

- 3.1. The annual general meeting will be held on a date to be determined by the directors but will normally be held during the period 1st September to 31st October and the members will be given at least 14 days' notice of the meeting.
- 3.2. The annual general meeting shall be held for the following purposes:
 - To receive from the Chairman, Exhibition Co-ordinator and Treasurer reports of the activities of the Club since the previous annual general meeting;
 - To receive and, if appropriate, to approve the Club's accounts;
 - To consider approval of the committee's proposal concerning subscription for the coming year;
 - To carry out the election of directors and officers;
 - If appropriate, to carry out the election of Patron;
 - To elect an auditor for the coming year; and
 - To transact such other business as may be brought before it.
- 3.3. Any member may nominate another member to be a director and/or an officer. Each person becoming a director must have been a member during the immediately previous financial year. Each person nominated to be an officer of the Club must have been a member for at least one year.

However, in the event either that at an annual general meeting no election is made to one or more of the positions of officer or if an officer resigns other than at an annual general meeting, the directors in each case may appoint one of their number to fill that role.

3.4. All nominations and proposals for discussion at the meeting must be in writing to the directors to be received no later than seven days before the annual general meeting.

4. Extraordinary General Meeting

An extraordinary meeting may be called at any time by written request to the Chairman signed by at least ten members. The Directors will then determine the date of the meeting giving at least 14 days' written notice to the membership.

5. Directors' meetings

The quorum for directors' meetings shall be five including two officers.

6. Dissolution of the Club

In the event of a winding up or dissolution of the Club the assets of the Club shall be dealt with as set out in Clause 44 of the articles.

7. Patron

The patron of the Club is Sir Thomas Ingilby.

Rules adopted at the annual general meeting held on 16 September 2010