



Constitution of the Association of Art Historians

1. **Name.**

The name of the Association is the Association of Art Historians (“the Charity”)

2. **Administration.**

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 7 of this constitution (“the Executive Committee”).

3. **Objects.**

The Charity’s objects (“the objects”) are to advance the education of the public by the study of art history and by publishing the results of this study.

4. **Powers.**

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers:

- 4.1. power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- 4.2. power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- 4.3. power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- 4.4. power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- 4.5. power to employ such staff and engage such consultants (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects including a Treasurer and Administrator of the Charity and to make reasonable provision for the payment of pensions and superannuation for staff;
- 4.6. power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- 4.7. power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- 4.8. power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- 4.9. power to provide educational conferences, seminars, workshops and like activities.
- 4.10. power to do all such other lawful things as are necessary for the achievement of the objects.

5. **Membership.**

- 5.1. Individual membership of the Charity shall be open to any person over the age of 18 years who is a professional art historian or researcher in the field and to all those involved in the study, teaching and propagation of art history and those with an active interest in and commitment to the subject provided such persons have paid the annual subscription laid down from time to time by the Executive Committee.
- 5.2. Every member (except Junior Student Members) shall be entitled to attend, speak and have one vote at General Meetings, and to stand for office in the Charity.
- 5.3. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made and shall have a right to appeal to the next Annual General Meeting.
- 5.4. Persons who were founder members when the Charity was formed in 1974 and who are so designated by the Executive Committee, and such other persons as shall be designated as such by the Executive Committee, shall be Founder Members. They shall pay such reduced subscription and have such other status as the Executive Committee shall from time to time determine.

- 5.5. Institutional Membership shall be open to all museums, universities, colleges of higher or further education and such other institutions as may be approved from time to time by the Executive Committee. Institutional Members shall pay annual subscriptions at the rate laid down by the Executive Committee from time to time for such members. Each Institutional Member shall be entitled to appoint up to three persons who shall be employed by such institution and who shall be actively engaged in the field of art history to represent such Institutional Member at meetings of the Charity. Each person so appointed shall be entitled to attend, speak and have one vote at General Meetings and to stand for office in the Charity.
 - 5.6. Student Membership of the Charity shall be open to any full or part-time student registered at a further or higher education institution who is over the age of 18 years. Student Members shall pay such reduced subscription and have such other status as the Executive Committee shall from time to time determine.
 - 5.7. Junior Student Membership of the Charity shall be open to any person who is a full or part-time student in a school or college or further or higher education institution who is under the age of 18 years. Junior Student Members shall pay such reduced subscription and have such other status as the Executive Committee shall from time to time determine. Junior Student Members shall not be entitled to speak or vote at general meetings or to stand for office of the Charity.
 - 5.8. The membership fee may be increased in January each year by an amount equal to the percentage increase in the Retail Price Index published in the month preceding the date on which subscriptions are increased (or such greater amount as shall be determined by the Annual General Meeting from time to time).
 - 5.9. All members shall receive a membership card and a copy of the Constitution.
 - 5.10. The Charity reserves the right to deny or withhold membership from anyone who, in the opinion of the Executive Committee, is likely to bring the Charity into disrepute. Any appeal against exclusion shall be made in writing to the next Annual General Meeting.
- 6. Honorary Officers**
- 6.1. From the date of taking office, the Chair shall hold office for a period of 3 years. After the expiry of that period he or she shall not be eligible for re-election for a further period of 3 years.
 - 6.2. A Chair Elect shall be elected at the Annual General Meeting one year prior to the expiry of the current Chair's term of office. The Chair Elect shall be a supernumerary member of the Executive Committee until he or she takes office as Chair.
 - 6.3. The Vice Chair shall be elected by the Executive Committee from its own members and the appointment shall take effect from the date of such election until the end of the Vice Chair's term as an elected member of the Executive Committee.
 - 6.4. In the event of the death of a Chair after a Chair Elect has been elected, then the Chair Elect shall take office as Chair immediately and his/her term of office shall expire on the date of the third Annual General Meeting after the date when he or she takes office.
 - 6.5. In the event of the death of a Chair during his or her term of office when no Chair Elect has been appointed as successor, then the Vice Chair shall immediately take office as acting Chair and agree with the Executive Committee a timetable for electing a new Chair.
 - 6.6. In the event that the Vice Chair takes office as acting Chair, then a postal ballot to elect a new Chair shall be conducted of the membership. Nominations in writing (duly seconded by two members and with the agreement of the nominee) shall be sent to the Honorary Secretary no later than two months after the date of the death of the Chair.
 - 6.7. The Honorary Secretary shall be elected at an Annual General Meeting for an initial term of 3 years and then may be re-elected for a further period of 1 year only. The intention shall be that the new Honorary Secretary and new Chair shall not commence their terms of office at the same time and the term of office of the Honorary Secretary shall be adjusted accordingly.
 - 6.8. The Honorary Treasurer shall be elected at an Annual General Meeting for an initial term of 3 years and then may be re-elected for a further period to be determined by the Chair and Honorary Secretary in consultation with the Hon. Treasurer.
- 7. Executive Committee.**
- 7.1. The Executive Committee shall consist of not less than 14 members nor more than 20 members being:
 - 7.1.1. the Chair, Honorary Secretary, Honorary Treasurer and Chair Elect specified in the

- preceding clause;
- 7.1.2. six elected members who shall each hold office for a period of three years from the date of the Annual General Meeting at which they were elected (“Elected Members”);
 - 7.1.3. up to three co-opted members appointed by the Executive Committee.
 - 7.1.4. members who shall be the chairs of the members’ groups representing special interests (for example schools and colleges; students; museums and art galleries). These members will be elected by each special interest group of members as the chair of that group and will then be ex officio members of the Executive Committee. The formation of members’ groups and their procedure for appointing a chair shall be approved by the Executive Committee from time to time.
 - 7.1.5. The chair for the time being of the British National Committee of the Comité International d’Histoire de l’Art
- 7.2. Each appointment of a co-opted member shall be made at a meeting of the Executive Committee and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. The term of appointment of a co-opted member shall be two years after which such person may not be reappointed but shall be eligible for election at an Annual General Meeting under clause 7.1.2. A co-opted member may at any time be removed by a meeting of the Executive Committee.
 - 7.3. An Elected Member of the Executive Committee shall retire from office at the end of the Annual General Meeting three years after the date on which such Elected Member came into office but may be re-elected or re-appointed for periods up to a maximum of a total of six years continuously after which a year must elapse before he or she is eligible for further re-election.
 - 7.4. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
 - 7.5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who if appointed would be disqualified under the provisions of the following clause.
 - 7.6. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.
- 8. Determination of Membership of Executive Committee.**
- A member of the Executive Committee shall cease to hold office if he or she:
- 8.1. is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 8.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 8.3. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
 - 8.4. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).
- 9. Executive Committee Members not to be personally interested.**
- 9.1. No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.
- 10. Meetings and proceedings of the Executive Committee.**
- 10.1. The Executive Committee shall hold at least four ordinary meetings each year. Meetings shall be called by the Honorary Secretary on the direction of the Chair or by any three members of the Executive Committee upon not less than 4 days’ notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days’ notice must be given.
 - 10.2. The Chair shall act as chair at meetings of the Executive Committee. If the Chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be

chair of the meeting before any other business is transacted.

- 10.3. There shall be a quorum when at least seven members of the Executive Committee are present at a meeting.
- 10.4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question. All persons specified in clause 7.1.1 - 7.1.5 shall have one vote each. In the case of equality of votes the Chair of the meeting shall have a second or casting vote.
- 10.5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
- 10.6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this Constitution.
- 10.7. The Executive Committee may appoint one or more sub-committees and working parties consisting of three or more members of the Executive Committee and such other persons as the Executive Committee shall deem it appropriate to appoint for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee : provided that all acts and proceedings of any such sub-committee and working party shall be fully and promptly reported to the Executive Committee. Each sub-committee and working party may have a chair who shall be appointed by the Executive Committee.
- 10.8. The Editors of *Art History*, the *Art Book*, and the *Bulletin* shall report to meetings of the Executive Committee. For the avoidance of doubt such persons shall not be members of the Executive Committee.
- 10.9. All members of the Executive Committee shall declare all interests and the Honorary Secretary shall maintain a register of interests.
- 10.10. Other persons associated with the work of the Charity may be invited to attend meetings of the Executive Committee without voting rights.

11. Receipts and expenditure.

- 11.1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee. This shall be held in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account and other written instructions to the bank must be signed by at least one member of the Executive Committee as a Trustee. Electronic transfers, on-line banking and credit card transactions subject to secure procedures, may be made by the Association's administrator up to a sum to be agreed annually by the Executive Committee. All electronic transfers, on-line banking instructions, and credit card transactions above the agreed limit must, in addition, be authorised by a member of the Executive Committee as a Trustee. The names of Trustees and others who may authorize bank instructions shall be agreed by the Executive Committee at least once a year. The funds belonging to the Charity shall be applied only in furthering the objects.

12. Property.

- 12.1. Subject to the provisions of sub-clause (2) of this clause, the Executive Committee shall cause the title to:
 - 12.1.1. all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - 12.1.2. all investments held by or on behalf of the Charity; to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by the Executive Committee as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for their acts and defaults.
- 12.2. If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such

stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

13. Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 13.1. the keeping of accounting records for the Charity;
- 13.2. the preparation of annual statements of account for the Charity;
- 13.3. the auditing or independent examination of the statements of account of the Charity; and
- 13.4. the transmission of the statements of account of the Charity to the Commission.

14. Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

15. Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

16. Annual General Meeting.

16.1. There shall be an Annual General Meeting of the Charity which shall be held in the month of March or April in each year or as soon as practicable thereafter.

16.2. Every Annual General Meeting shall be called by the Executive Committee. The Honorary Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All the members of the Charity shall be entitled to attend and vote at the meeting.

16.3. The Executive Committee shall present to each Annual General Meeting the report and accounts of the Charity and of any wholly-owned subsidiary company for the preceding year.

16.4. Nominations for election to the Executive Committee (including for the positions of Chair Elect and Honorary Secretary (duly seconded and with the candidate's consent and a brief statement of his or her background and interests) must be made by members of the Charity in writing and must be in the hands of the Honorary Secretary at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

16.5. Motions affecting the management and Constitution of the Charity must be sent in writing to the Honorary Secretary at least 14 days before the notice of Annual General Meeting has to be sent out.

16.6. Matters which do not affect the Constitution may be raised at the Annual General Meeting itself with the prior consent of the Chair.

16.7. The Honorary Secretary shall send out a proxy form with all notices convening General Meetings. A proxy must be a member of the Charity.

17. Special General Meetings

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least twenty-four members request such a meeting in writing stating the business to be considered the Honorary Secretary shall call such a meeting to take place within 8 weeks of the receipt of such request by the Honorary Secretary. At least 21 days' notice must be given. The notice must state the business to be discussed.

18. Procedure at General Meetings.

18.1. The Honorary Secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Charity.

18.2. There shall be a quorum when at least forty members of the Charity are present in person or by proxy at any General Meeting.

18.3. In the event of a tie, the Chair shall have a casting vote in all matters at General Meetings. The decision of the Chair on any motion or the announcement of the result of any vote shall be final and binding on the meeting.

19. Notices.

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the Honorary Secretary or the Executive Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address, and any letter so sent shall be deemed to have been received within 2 days of posting.

20. Use of Funds

The Charity shall not distribute any profits or excess of income that it makes to its members. It shall apply any profits or excesses of income to the continuance or improvement of its stated objectives including the provision of educational conferences, seminars, workshops and like activities.

21. Alterations to the Constitution.

21.1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

21.2. No amendment may be made to clause 1 (the name of charity clause), clause 3(the objects clause), clause 9 (Executive Committee members not to be personally interested clause), clause 22 (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

21.3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

21.4. No amendment to the Constitution may be proposed at General Meeting unless it shall previously have been published in the Bulletin.

21.5. The Executive Committee shall promptly send to the Commission a copy of any amendment made under this clause.

22. Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all the members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.

This Constitution was adopted at the meeting of members of the Charity held on 3 April 2009.