

RULES OF THE BERMUDA ARTS CENTRE AT DOCKARD

- 1) **Name:** The name of the Association shall be "The Bermuda Arts Centre at Dockyard".
- 2) **Defined Terms:**
  - "BACD" Bermuda Arts Centre at Dockyard
  - "AGM" Annual General Meeting
  - "SGM" Special General Meeting
  - "MC" Management Committee
  - "BoD" Board of Directors of the Bermuda Arts Centre at Dockyard
- 3) **Objects:** The objects of the Association shall be to promote and maintain the highest standard of the arts in Bermuda and to foster an appreciation and understanding of such arts. The Association shall use any funds generated by its activities in furtherance of its objects.
- 4) **Membership:** Any Interested person may apply to become a member of the Association and the membership fees will be used to support the achievement of the objects of the Association. .  
Membership of the Association shall consist of the following categories:
  - i) **General Members** - Any individual over the age of 18 years shall be eligible for general membership.
  - ii) **Junior Member:** - Any individual under the age of 18 shall be eligible to be a junior member, and receive all of the benefits of general membership except the right to vote at AGMs and SGMS.
  - iii) **Student Member** - Any Student who is enrolled in a recognized arts program shall be eligible for membership. Such a student can apply to the Secretary for exemption of subscription fees and recognition as a Student Member and receive all of the benefits of general membership except the right to vote at AGMs and SGMS
  - iv) **Studio Member** - To qualify as a Studio Member the artist will be required to submit a portfolio of his or her recent work and a written application to the MC for review and election. The MC shall consider the Applicant's portfolio, the Applicant's calibre of work and suitability for the studio in conjunction with other studio artists and their work. A Studio Member is entitled to work in the studio at the BACD full time. Before final election as a Studio Member, the artist's application must be approved by the BoD. The Studio Member's work and performance at the BACD will be reviewed annually by the MC in consultation with the BoD to renew or terminate the studio membership. Studio Members will enter into a separate sublet agreement in regards to rental of the studio and financial commitment.
- 5) **Provision for other types of membership:** In addition, the BoD and MC may make provision for Life Members, Honorary Members, Temporary Members and Overseas Members on such terms and conditions as they shall from time to time see fit.
- 6) **Acceptance of Members** The provisions for acceptance of members shall be in accordance with such procedure as the MC shall from time to time direct.
- 7) **Subscription Fees:** Members shall pay an annual subscription fee in such amount as shall be determined from time to time by the MC.

- i) All annual subscriptions except for the first subscription of a new member shall be payable on or before the first day of the financial year.
  - ii) All subscription fees shall be paid to the Association.
  - iii) If any member shall fail to pay his or her annual subscription within one month of the date of such subscription being due notice shall be sent to such member calling his attention thereto and if he shall not pay the amount within a further period of 14 days from the posting of such notice he may forthwith be suspended as a member. If such subscription shall not be paid within a further period of one month following, the MC may without further notice resolve that the defaulter shall cease to be a member of the Association. Should however the member at any time give the MC a satisfactory explanation as to his default he or she may at the discretion of the MC and upon payment of all arrears be readmitted to membership without further penalty.
- 8) **Termination of Membership**: Any person may have his or her membership terminated or rejected for whatever grounds the MC see fit and based on a majority vote at any MC meeting and shall receive a refund for any expired portion of membership fees. If a member resigns part way through the year, they forfeit their right to the full fee for that year. Termination may also be by way of non-payment of dues as described in Section 7) iii).
- 9) **Effect of ceasing to be a member**: Any member shall upon ceasing to be a member of the Association forfeit all right to and claim upon the Association and its property and funds.
- 10) **Board of Directors**:
  - i) There shall be not less than three Directors of the Association.
  - ii) The Directors shall hold office until death or resignation or until removed from office by resolution of the majority of the Board of Directors.
  - iii) The property of the Association shall be vested in the Directors to be dealt with by the Directors as they shall from time to time direct by resolution of which an entry in the minute book shall be conclusive evidence.
  - iv) The Directors shall be indemnified against risk and expense out of the Association's property, and shall in turn indemnify with such property the individuals who have guaranteed the Association's bank debt to the extent of such debt.
  - v) In the event of a vacancy on the Board of Directors due to death, resignation or removal from office by resolution the BoD may by majority vote appoint such person to fill that vacancy such appointment to be formalised by deed.
- 11) **Management Committee**: The management of the Association except as otherwise provided by these rules shall be entrusted to the MC. The MC shall have a Chairman, Secretary and Treasurer as elected by the members of the MC. The MC may employ a Manager to oversee the day-to-day operation of the BACD; such employee shall serve as a member of the MC. A representative of the BoD shall serve on the MC. The MC shall have not less than five and not more than seven members.
- 12) **Appointment of Management Committee**:
  - i) Members of the Management Committee shall be nominated by the BoD prior to the AGM. Such nominations to be ratified by majority vote at the AGM.
  - ii) Candidates for nomination may be proposed to the BoD in writing not less than 14 days before such meeting signed by the proposer and two seconders being members of the Association.

- iii) If more than five nominations are received an election shall be held. The nominees with the five highest number of votes shall be duly appointed
  - iv) Each member of the Management Committee shall serve for a term of two years
  - v) A member of the Management Committee may serve consecutive terms if nominated for re-appointment.
- 13) **Vacancies on the MC:** The MC in consultation with the BoD shall have power to appoint a member to fulfil any vacancy on the MC.
- 14) **Meetings of the MC:**
- i) The MC shall meet as often as they deem necessary or expedient for the due performance of their functions, but not less than once per quarter.
  - ii) A majority of members of the MC shall form a quorum.
  - iii) Minutes shall be taken of all proceedings of the MC.
  - iv) The MC shall have power to appoint, pay and dismiss such employees as they may deem necessary.
  - v) The MC may create and appoint sub-committees to further the causes of the Association.
- 15) **Bye-Laws:** The BoD after consultation with the MC may from time to time make, repeal and amend all such Bye-Laws and regulations (not to be inconsistent with these Rules) that they shall think fit and expedient for the management and well-being of the Association. All Bye- Laws and regulations made by the BoD shall be binding upon the members subject to ratification by a majority of members at the following AGM or an SGM if convened for that purpose.
- 16) **Annual General Meeting:** The AGM of the Association shall be held within 6 months of the Association's year-end upon a date and at a time to be fixed by the MC for the following purposes:
- i) To receive from the MC a Report and a Balance Sheet and a Statement of Account for the preceding financial year.
  - ii) To decide any resolution proposed by the MC and included in the Notice of Meeting.
  - iii) To decide any resolution that may be duly submitted by a member as hereinafter provided.
  - iv) Any member desirous of moving any resolution at the AGM shall give notice thereof to the Secretary in writing signed by the proposer and two seconders being members in good standing of the Association not less than 14 days before such meeting.
- 17) **Special General Meeting:**
- i) The MC shall as soon as practical upon the request in writing signed by not less than ten per cent of the total membership call a SGM, , stating the purpose for which the meeting is required.
  - ii) The MC may at any time call a SGM, stating the purpose for which the meeting is required
- 18) **Notice of Meeting:** At least 21 days before the AGM, or 5 days in the case of any SGM, notice of such meeting and of the business to be transacted thereof shall be posted at the BACD and a copy thereof shall be sent to every member.
- 19) **Proceedings at General Meetings:** At all General Meetings of the Association the Chairman of the BoD or in his absence another Director or the Chairman of the MC shall take the Chair.
- 20) **Quorum:** At all General Meetings the Quorum shall be 20, except for a Special Resolution for Dissolution of the Association which shall require as a quorum a majority of the voting members in good standing

- 21) **Financial Year**: The financial Year End of the Association shall be the 30<sup>th</sup> June in each year.
- 22) **Review of Accounts**: The Accounts shall as soon as practical after the financial year be audited by a qualified firm of Accountants who shall be appointed by the BoD
- 23) **Opening hours of the Bermuda Arts Centre**: The BACD shall be open to members daily between such hours as the MC shall from time to time determine but the MC may close the BACD for such times as they may deem necessary for cleaning, repairs or holidays.
- 24) **Visitors**: Visitors shall be allowed admission to the BACD on such terms and conditions or payment of such fees as the MC shall from time to time determine.
- 25) **Members Addresses**: Every member of the Association shall be obligated to communicate to the Secretary his address, either physical or electronic, and all notices posted to such address shall be considered as duly given on the date following the date of postage, or in the case of electronic mail, the date the notice was sent.
- 26) **Interpretation of Rules**: The BoD in consultation with the MC shall be the sole authority for the interpretation of these Rules and for the Bye-Laws and regulations made from time to time by the BoD and the decision of the BoD upon any question of interpretation or upon any matter affecting the Association not provided by these Rules or by the Regulations shall be final and binding upon the members.
- 27) **Amendment to Rules**: These Rules may be added to repealed or amended at any time by the BoD subject to ratification by a majority of members at the following AGM or an SGM if convened for that purpose.
- 28) **Special Resolution for Dissolution of the Association**: If at any General Meeting a resolution for the dissolution of the Association shall be passed by a majority of the members present a SGM shall be held not less than 4 weeks thereafter of which not less than 2 weeks written notice shall have been given to each member and that resolution shall be confirmed by a resolution passed by a majority of the members voting thereon. The BoD shall thereupon or at such future date as shall be specified by such resolution proceed to realize the property of the Association and after the discharge of all liabilities shall, at the discretion of the BoD, distribute the same to another charitable organization having objectives similar to those of the Association.