

# CONSTITUTION

## FRIENDS OF SWINDON MUSEUM & ART GALLERY

*Adopted at the Friends of Swindon Museum & Art Gallery Annual General Meeting, 26<sup>th</sup> November 2015*

### 1. NAME

- 1.1 The name of the charity is 'Friends of Swindon Museum & Art Gallery'. In the rest of this document it is referred to as the 'Friends'.
- 1.2 The name of the charity can be amended by a resolution, passed by a two-thirds majority of the voting members present, at a properly constituted Annual or Special General Meeting.

### 2. PURPOSE AND OBJECTIVES

- 2.1 The Friends are dedicated to supporting the maintenance and improvement of Swindon Museum & Art Gallery for public benefit.
- 2.2 Our aims are to:
  - fundraise, volunteer and advocate in support of the aims of Swindon Museum & Art Gallery
  - inspire the people of Swindon and its visitors through education, engagement and promotion of the arts and heritage in Swindon
  - be local champions, helping to engender pride in the work and collections of Swindon Museum & Art Gallery
  - raise awareness of their valuable collections
  - provide a community voice in their decision-making

### 3. POWERS

- 3.1 The Friends have the power to do anything which is lawful and necessary to achieve its purpose and objects. This includes the powers to:
  - undertake research, publication, promotion and advertising
  - co-operate with and support other charities
  - provide delegates or representatives to other bodies
  - agree partnerships or working arrangements with other bodies
  - maintain a paid membership
  - raise funds, seek and receive grants and donations
  - apply funds to carry out the work of the charity

### 4. CHARITY TRUSTEES

- 4.1 The Trustees of the Friends will be referred to as 'the Committee'.
- 4.2 In addition to specific powers set out elsewhere in this Constitution, the Committee:
  - will direct the management and administration of the Friends' affairs in accordance with its purpose and objects and with the Charities Act 2011 or subsequent charities legislation

- will manage and direct the funds of the Friends
- can nominate any member of the Friends to act as their representative on another body
- can pay the whole or part of reasonable expenses incurred by any member of the Friends for undertaking duties or actions on behalf of the Friends
- can make, as necessary, rules, policies and procedures for the Friends, provided that such rules do not conflict with this Constitution or the law

4.3 To be eligible to serve as a member of the Committee, a person must be at least 18 years old and a fully paid-up member of the Friends.

4.4 There must be at least four members of the Committee. If the Committee falls below this number the charity must be wound up.

4.5 The Committee must consist of at least the following Officers:

- Chair
- Vice-Chair
- Secretary
- Treasurer

Committee members can take on the post of more than one Officer at the same time, with the exception of the Chair. The Committee can designate and appoint other roles and posts (for example Membership Secretary or Fundraiser) as they think necessary.

4.6 An Officer's position comes to an end if:

- The Officer fails to fulfill the requirements for membership of the Committee
- The Officer sends notice of resignation of their post to the Committee
- The Committee decides that it is in the best interest of the Friends that the Officer in question be removed from their post and passes a resolution to that effect.
  - The Committee will inform the Officer of the reasons why it is proposed they are removed from their post. They will be given at least 21 days' notice in which to make representations why they should not be removed. The Officer will be allowed to make representations in writing, by email or in person to a properly constituted meeting of the Committee if they wish, where they may be accompanied by a companion. The Officer in question is not allowed a vote on this resolution. The Committee will give fair consideration to any such an appeal and will inform the Officer of their decision. Any decision by the Committee will be final.

4.7 If any one or more of the Officer posts are vacated, the Secretary should call a Special General Meeting as soon as is practicable to elect a replacement. Other members of the Committee can act as interim Officers but should not do so for any longer than necessary.

4.8 The Committee can also contain of as many Ordinary members as the Committee think is necessary to undertake their purpose and objects. The Committee can appoint sub-committees for specific purposes as they think necessary.

- 4.9 Membership of the Committee is by election at a properly constituted Annual General Meeting or Special General meeting. Every Officer of the Committee, listed in clause 4.5, will be elected for a two year term of office. Any Officer is eligible for re-election, with the exception that the Chair can serve no more than three consecutive terms and can only thereafter stand for re-election as Chair after an interval of at least two years. Ordinary members of the Committee, including those undertaking other roles or posts on the Committee, will be elected annually for a term of one year. Any Ordinary member is eligible for re-election. The candidate will not have a vote in their own election, but all other voting members of the Friends (including the Committee) will. Election is by a simple majority of the voting members present.
- 4.10 Once elected, Committee members, whether new or returning, must sign the Minute Book, including a declaration that:
- they comply with all the requirements for membership of the Committee
  - that they will act in the way they decide in good faith would be most likely to further the Friends' purpose and objects, in accordance with this Constitution and other policies, procedures and resolutions of the Friends.
- 4.11 Membership of the Committee comes to an end if:
- a member fails to fulfill the requirements set out above
  - a member is disqualified under any section of the Charities Act 2011 or subsequent charities legislation
  - the Committee decides that it is in the best interests of the Friends that the member in question be removed from the Committee and passes a resolution to that effect.
    - The Committee will inform the member of the reasons why it is proposed they are removed from the Committee. They will be given at least 21 days' notice in which to make representations why they should not be removed. The member will be allowed to make representations in writing, by email or in person to a properly constituted meeting of the Committee if they wish, where they may be accompanied by a companion. The member in question is not allowed a vote on this resolution. The Committee will give fair consideration to any such an appeal and will inform the member of their decision. Any decision by the Committee will be final.
  - the member sends a notice of resignation to the Committee. The Committee are not obliged to accept this resignation if less than four members of the Committee remain in office when the notice is to take effect.
  - is absent from all Committee meetings held in a period of six months. In this event, continued membership of the Committee is at the discretion of the Chair.
- 4.12 A member of staff of Swindon Museum & Art Gallery, or their nominee, will be invited to attend and participate in all or part of Committee meetings. They do not need to be paid-up members of the Friends but do not have a vote on Committee matters.
- 4.13 On occasion, the Committee can invite observers who can be asked to join Committee meetings. This will be agreed in advance of the relevant meeting at the discretion of the Chair. Observers do not need to be paid-up members of the Friends, but do not have a vote on Committee matters.

## **5. TRUSTEE MEETINGS AND VOTING**

- 5.1 The Committee will hold at least four meetings each year.
- 5.2 Additional meetings can be called at any time by the Chair or by any two members of the Committee; every reasonable attempt will be made to give at least seven days' notice by post, in person or by email, as appropriate, to all other members of the Committee.
- 5.3 A properly constituted meeting (or 'quorum') must consist of no less than four Committee members, or one third of the Committee (whichever is greater).
- 5.4 All Committee meetings will be chaired by the Chair of the Friends. In the absence of the Chair at a meeting, the Vice Chair will chair the meeting. In the absence of both the Chair and Vice Chair, those attending will elect a temporary Chair from among the attendees.
- 5.5 On behalf of the Committee the Secretary will maintain a Minute Book, in appropriate format, recording the decisions and resolutions of the Committee. The minutes of each Committee meeting must be proposed and seconded by different voting members of the Committee as a fair and full record of proceedings, before being entered into the Minute Book. In the absence of the Secretary at a meeting, those attending will elect a temporary Secretary from among the attendees.
- 5.6 All formal resolutions must be proposed and seconded by different voting members of the Committee before voting can take place. If Committee members have a conflict of interest they must declare it and leave the meeting while this matter is being discussed or decided.
- 5.7 Officers and Ordinary members of the Committee each have one vote on Committee matters. In the event of a tie, the Chair has a second, casting vote. Unless otherwise stated in this Constitution, all decisions and resolutions of the Committee will be by a simple majority of the voting Committee members present.

## **6. MEMBERSHIP**

- 6.1 The Friends will have a membership. Membership of the Friends is open to anyone who is interested in supporting and furthering its purpose and objects.
- 6.2 It is the duty of each member of the Friends to act in the way they decide in good faith would be most likely to further its purpose and objects, in accordance with this Constitution and other policies, procedures and resolutions of the Friends.
- 6.3 Prospective members can apply to join the Friends at any time during the year.
- 6.4 The Committee:
  - will make this Constitution available for all members to view
  - can require applications for membership to be made in any reasonable way that they decide
  - will keep an up-to-date membership list, complying with current Data Protection legislation as necessary
  - can set different classes of membership as necessary, including reasonable conditions such as age restrictions, renewal times and terms. Conditions of

membership should be clearly set out by the Committee and available for prospective members to view. Classes and conditions of membership can be changed at any time by resolution of a properly constituted meeting of the Committee

- can require members to pay reasonable membership fees. Fees for each class of membership will be set by the Committee and can be changed at any time by resolution of a properly constituted meeting of the Committee
- may refuse an application for membership if they believe that it is in the best interests of the Friends for them to do so and passes a resolution to that effect.
  - The Committee will inform the applicant within 21 days of the decision being taken, and inform them of their reasons for doing so. The applicant will be given the opportunity to appeal against the decision. This appeal is to be made in writing or by email to the Secretary of the Committee. The Committee will give fair consideration to any such appeal and will inform the applicant of their decision. Any decision by the Committee will be final.

6.5 Membership of the Friends cannot be transferred to anyone else, unless explicitly stated in the conditions of membership (for example for corporate membership).

6.6 Every member over the age of 18 has one vote at the Annual General Meeting (AGM) and any Special General Meetings (SGMs). Members whose subscriptions are not paid at the start of the AGM or SGM will forfeit their right to vote.

6.7 Membership comes to an end if:

- any sum of money owed by the member to the Friends, including membership subscriptions, is not paid in full within three months of falling due
- the member dies, or in the case of corporate membership, the organisation ceases to exist. The Committee does not have to provide a refund for outstanding periods of membership remaining, but can do so at its discretion.
- the member sends a notice of resignation to the Committee, in writing or by email. The Committee does not have to provide a refund for outstanding periods of membership remaining, but can do so at its discretion.
- the Committee decides that it is in the best interests of the Friends that the member in question be removed from membership and passes a resolution to that effect.
  - The Committee will inform the member of the reasons why it is proposed to remove them from membership. They will be given at least 21 days' notice in which to make representations why they should not be removed. The member will be allowed to make representations in writing, by email or in person to a properly constituted meeting of the Committee if they wish, where they may be accompanied by a companion. The Committee will give fair consideration to any such appeal and will inform the member of their decision. Any decision by the Committee will be final.

## **7. MEMBERSHIP MEETINGS**

7.1 The Annual General Meeting (AGM) of the Friends will be held in September each year, or as soon after as practicable.

- 7.2 The Secretary will give at least 30 days' notice of the AGM to all members. Notice can be given by post, in person or by email, as appropriate, in line with contact details in the records of the Friends.
- 7.3 The business of the AGM will include:
- to receive an annual report from the Chair and other Officers and Ordinary members as appropriate
  - to receive and approve the annual accounts
  - to appoint auditors and examiners
  - to elect the Officers and Ordinary members of the Committee
  - to consider any proposal put forward by the Committee
- 7.4 In addition, members of the Friends can put forward reasonable proposals to be considered at the AGM. Such proposals must be submitted, in writing or by email, to the Secretary not less than 14 days before the date of the meeting.
- 7.5 The Friends can at any time convene a Special General Meeting (SGM). Such a meeting can be called by a resolution of the Committee itself, or at the request of any group of 10 paid-up voting members. Such a request must be made for good reason and must be submitted, in writing, to the Secretary not less than 40 days in advance of the proposed date of the meeting, specifying the reason for the request. The Secretary will give at least 30 days notice to all members of any such Special General Meeting. Notice can be given by post, in person or by email, as appropriate, in line with contact details in the records of the Friends. Members of the Friends can put forward reasonable proposals to be considered at the SGM. Such proposals must be submitted, in writing or by email, to the Secretary not less than 14 days before the date of the meeting.
- 7.6 A properly constituted AGM or SGM (or 'quorum') must consist of 10 or one tenth of members, whichever is greater, including the Committee.
- 7.7 The Secretary will record the minutes of the AGM and SGM.

## **8. FINANCE AND ACCOUNTS**

- 8.1 The funds of the Friends will be applied at the discretion of the Committee, and only in support of the Friends' purpose and objects.
- 8.2 All funds will be held in a separate bank account (or accounts) in the name of the Friends as directed by the Committee. Funds will be managed by the Treasurer. Funds can be invested as deemed appropriate by resolution of the Committee, with all proceeds from investment being for the sole use of the Friends in support of their purpose and objects.
- 8.3 All cheques must be signed by two Officers of the Committee, with the exception of electronic transfer, which will be approved by the Treasurer. Such electronic transfers will be reported to the Committee at the next possible opportunity and signed into the minutes by the Treasurer.
- 8.4 The Committee can agree, and pass a resolution to that effect, to set limits on the amount which can be approved for electronic transfer without prior approval.

- 8.5 The Friends will comply with their obligations under the Charities Act 2011 (or subsequent charities legislation) with regard to the preparation and submission to the Charity Commission of documentation including accounts, annual report and annual return. This will include the appointment of auditors and/or examiners as required. The most recent accounts can be seen by anybody by written request.

## **9. TRUSTEE BENEFIT**

- 9.1 Members of the Committee will not receive financial benefit from the charity, except to refund reasonable expenses.

## **10. AMENDMENTS TO THE CONSTITUTION**

- 10.1 Amendments to this Constitution can only be made by a resolution, passed by a two-thirds majority of the voting members present, at a properly constituted Annual or Special General Meeting. Any reasonable proposal for amendment must be submitted, in writing, to the Secretary not less than 20 days in advance of the proposed date of the AGM or SGM. Proposed amendments will then be circulated for review by members in advance of the AGM.
- 10.2 No alteration will be made to this Constitution which would cause the Friends to cease to be a charity in law.

## **11. DISSOLUTION**

- 11.1 The Friends will be dissolved if:
- there are fewer than four members of the Committee and no additional members can be found from within the Friends' membership, or
  - Swindon Museum & Art Gallery ceases to exist, or
  - a resolution is passed to this effect by a two-thirds majority of the voting members present at a properly constituted Annual or Special General Meeting
- 11.2 The Committee does not have to provide refunds to members for outstanding periods of membership remaining at the time of winding up, but can do so at its discretion.
- 11.3 Upon winding up, the Committee will pay any surplus funds to the Swindon Museum & Art Gallery. If Swindon Museum & Art Gallery does not exist at the time of winding up, the Committee may pay any surplus funds to any heritage or charitable organisation or organisations, as agreed by resolution.
- 11.4 In the event of winding up, the Committee will comply with their obligations under the Charities Act 2011 or subsequent charities legislation.