

# FRIENDS OF SEDGWICK MUSEUM

## CONSTITUTION

### **Name of the Association**

1. The name of the charitable association shall be "The Friends of the Sedgwick Museum" (hereafter known as 'The Friends')

### **Objectives**

2. The object of The Friends shall be the education of the public by promotion, support, assistance and improvement of the Sedgwick Museum (hereinafter referred to as "the Museum") in co-operation with the management and staff.

3. In furtherance of this objective, but not otherwise, The Friends may:

(a) raise money and invite and receive contributions to be applied to the Sedgwick Museum's projects subject to Clause 4;

(b) generally, further the charitable purposes of the Museum and encourage the development of the facilities which it affords;

(c) appoint delegates and representatives and subscribe to any other bodies with whom the Friends may be concerned;

(d) engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the said objective;

(e) engage in any other lawful activities to promote the objective.

4. The Friends shall not engage in any substantial permanent trading activities in raising funds for its charitable objects and shall conform to any relevant requirements of the law.

### **Membership and Benefits**

5. Membership shall be open to any person or organisation wishing to support the objective of the Friends.

6. There will be four categories of membership:

(a) Individual

(b) Family

(c) Concessionary

(d) Honorary

7. Individual membership [a] shall be open to anyone who has attained the age of 18.

8. Family membership [b] shall be open to any family of one or two parents and any number of children under the age of 18 living at the same address. Where any of the following provisions of this Constitution refers to a member, in relation to family membership, the reference means each such parent(s).

9. Concessionary membership shall be open to those people in full time study, or over the age of 65, under the age of 18 or those who are receiving state benefits.

10. Honorary Members shall be appointed by the Executive Committee. They will pay no subscriptions nor will they have voting rights at the AGM.

11. All applications for membership shall be made to the Membership Secretary. The Executive Committee may at their discretion exclude or remove from membership any person who for any reason is considered by the Committee to be unsuitable to be a member of The Friends. Any person so removed from membership shall have the right to appeal to the Executive Committee against such removal and the Executive Committee may in their absolute discretion and without giving their reasons accept or reject such appeal.

### **Honorary Officers**

12. There shall be a President and Honorary Officers, who will be a Chair, Vice- Chair, Secretary, Treasurer, and Membership Secretary.

### **Executive Committee - Membership**

13. The Executive Committee shall consist of the Honorary Officers and up to 5 other members. All Honorary Officers are the Trustees of The Friends under Section 97(1) of the Charities Act 1993.

14. The Chair shall be responsible for ensuring that proper minutes of all the meetings are kept by the Secretary or any appropriate person.

15. Every member of the Committee and the aforementioned Officers shall be elected at the Annual General Meeting to serve for a period of one year. Any member of the Committee and the aforementioned Officers shall be eligible for re-election, except that the Chair shall not serve for more than 3 years. However, the Chair may be re-elected for a further 3 years after which there shall be an interval of 3 years before that person may hold the office of Chair again.

16. Every elected Member of the Executive Committee must be a member of The Friends who has attained the age of 18 and for whom the current subscription due has been paid.

17. The President and the Director of the Sedgwick Museum, shall be, ex-officio, voting Members of the Committee, without needing election under Clause 19.

18. All Members of the Executive Committee shall have one vote. In the event of a tied vote, the Chair shall have a second or casting vote.

### **Executive Committee - Powers and Duties**

19. The Executive Committee shall conduct the general management and direction of the funds and affairs of The Friends, and in particular (but without prejudice to the generality of the foregoing) may:

- (a) Subscribe to another organisation or body, and nominate any member of The Friends to serve as its representative on that organisation or body;
- (b) Pay the whole part or part of reasonable and proper expenses of any Member of the Executive Committee incurred during the execution of any function or duty on behalf of The Friends;
- (c) Make, and from time to time vary, rules for The Friends which are not inconsistent with this Constitution;
- (d) Fill casual vacancies in its membership by co-options, provide that co-opted members shall not exceed the elected members. Any person so co-opted shall retire at the next AGM but shall be eligible for election.
- (e) The Executive Committee may meet as often as necessary.

20. The Committee may suspend any Member who fails to attend 3 consecutive meetings of the Committee.

21. The Executive Committee may appoint one or more sub-committees consisting of 3 or more members of the Executive Committee for the purpose of making 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 shall be fully and promptly reported to the Executive Committee.

### **Executive Committee Members not to be personally interested**

22. No member of the Executive Committee shall acquire any interest in property belonging to the charity (other than as a Trustee for the charity) or receive remuneration or be interested (other than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## **Subscriptions**

23. The rates of annual subscriptions for the different categories of membership of The Friends shall be such sums as may be set by a majority vote of the Executive Committee. Notice shall be given to members no less than three months prior to April 1<sup>st</sup> in any year.

24. Annual subscriptions shall become due on the first day of April each year. Members who join The Friends after the last day of December in a year shall have the last quarter's subscription rolled into the following year. Members whose subscriptions are not paid by the start of the AGM shall forfeit their right to vote. Members whose subscriptions are twelve months in arrears shall be automatically excluded from Membership, but may re-apply.

25. The benefits that fully paid-up members may enjoy will include, inter alia, copies of a newsletter, a programme of lectures to be held during the year, an annual dinner, field and other special events, and any other benefits decided by the Executive Committee, but some such events and services will be subject to a fee.

## **Finance**

26. All funds and assets in the possession of The Friends shall be held, paid out and applied as the Executive Committee may direct in furtherance of the objectives of The Friends. Pending such direction, all funds shall be held in a separate bank account or accounts in the name of The Friends with such bankers as the Committee may from time to time direct.

27. All cheques drawn on such bankers shall be signed by any two of the five Honorary Officers of the Executive Committee. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.

28. The Executive Committee may invest such funds as are not required to be immediately available for meeting The Friends' liabilities. Such investment may be in gilt-edged securities or on deposit with a bank or building society, or in such other investments authorised by law for charities as the Committee may decide after taking appropriate professional advice.

29. An auditor, who need not be a member of The Friends, shall be appointed prior to the AGM and the audited accounts be presented to the members at such a meeting [AGM].

## **Meetings**

### **Annual General Meeting**

30. The AGM of The Friends, of which not less than 30 days' notice shall be given to all members by the Secretary, shall be held during the month of June each year.

35. The business of the AGM shall be:

- (a) to receive reports from the Chair and Officers;
- (b) to receive and approve the annual accounts and to appoint Auditors;
- (c) to elect the Officers and other Members of the Executive Committee;
- (d) to approve the level of subscriptions.
- (e) to consider any other business of which due notice has been given in writing to the Secretary not less than 10 days before the date of the meeting.

### **Other General Meetings**

31. The Executive Committee may at any time, and shall within 28 days of receiving a request in writing from any twenty members who have attained the age of 18, convene a Special General Meeting. Not less than 14 days' notice, specifying the business to be transacted, shall be given by the Secretary to each member.

#### Committee Meetings

32. Executive Committee meetings shall be held at least three times each year or more frequently if the Executive Committee deem it necessary.

#### Quorum

33. A quorum shall consist of:-

(a) at a General Meeting, one tenth of the members who have attained the age of 18;

(b) at a Committee meeting, one third of the elected Members of the Committee.

#### Chair

34. In the absence of the **Chair** and the Vice **Chair**, those attending shall elect a **Chair** for the meeting from among their number.

#### Notice of Meeting

35. Notices to members shall be deemed sufficiently served if sent electronically, e.g. by email or digital delivery, telephone, ordinary post, or hand-delivered by an authorised member of The Friends, to the address of the member registered in the records of The Friends.

#### Personal Data

36. Membership of The Friends and acceptance of this Constitution by the Members through the payment of the due subscription will be deemed to constitute consent to the holding of relevant personal data, in compliance with General Data Protections Regulations 2018 and in accordance with the UK Data Protection Act 2018.

#### Amendments

37. No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members who have attained the age of 18, present and voting at a General Meeting. Any proposal for amendment shall be made in writing and be in the hands of the Secretary not less than 14 days before the minimum period of notice of the meeting at which the resolution is to be brought forward. No alterations may be made to Clauses 1, 2, 4, 30, 42,43, and 44 without the prior consent in writing of the Charity Commission.

38. No alteration may be made to this Constitution which would cause The Friends to cease to be a charity in law.

#### Winding Up

39. The Friends may be dissolved by resolution passed by a two-thirds majority of those present and voting at a Special General Meeting held in accordance with the provisions of this Constitution. Thereafter the Executive Committee shall pay the surplus funds of The Friends to such other charitable institution or institutions as the Executive Committee shall determine after consultation with the Sedgwick Museum and with the approval of the Charity Commission.

January 2002

Revised March 2021

