

The Association of Friends of West Berkshire Museum

CONSTITUTION

NAME

1. The name of the Association shall be "The Friends of West Berkshire Museum" It is hereinafter referred to as "the Association".

OBJECTS AND POWERS

2. The object of the Association shall be the education of the public by promotion, support, assistance and improvement of West Berkshire Museum (hereinafter referred to as "the Museum") in co-operation with its management and staff.
3. In furtherance of this object, but not otherwise, the Association may:
 - a) Raise money and invite and receive contributions to be applied to the 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 Association may be concerned
 - d) Engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the said object
 - e) Engage in any other lawful activities to promote the said object.
4. The Association 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.
5. The day-to-day running of the Association shall be under the management of the Committee

MEMBERSHIP

6. There shall be five categories of membership:
 - a) Individual
 - b) Family
 - c) Youth
 - d) Institutional
 - e) Corporate.
7. Individual membership shall be open to anyone who has attained the age of 18.

8. Family membership shall be open to any family of one or two adults 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.
9. Youth membership shall be open to anyone under the age of 18 and students in full-time education up to the age of 25.
10. Institutional membership shall be open to any formally constituted association, society, school or college. Where any of the following provisions of this Constitution refers to a member, in relation to institutional membership the reference means a person or persons nominated by an institutional member to act on its behalf.
11. The Committee may admit to corporate membership any company or business. Where any of the following provisions of this Constitution refers to a member, in relation to corporate membership the reference means a person nominated by a corporate member to act on its behalf.
12. Any other class or classes of membership may be considered by the Committee and recommended to the Annual General Meeting (AGM) for approval.
13. All applications for membership shall be made to the Secretary or other appropriate Officer of the Association. The 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 Association. Any person so removed from membership shall have the right to appeal to an appeals group of not less than three people set up by the Committee against such removal and the Committee may, in their absolute discretion, accept or reject such appeal, giving their reasons.

COMMITTEE - MEMBERSHIP

14. The Committee shall consist of the following Honorary Officers and other Members:
 - a) A Chairperson, who shall be responsible for ensuring that proper minutes of all meetings are kept by the Secretary or any other appropriate person
 - b) A Vice-Chairperson
 - c) A Secretary
 - d) A Treasurer
 - e) Not more than six other Members
 - f) Not more than two Ex-Officio Members.
15. Every Member of the Committee and the aforementioned Officers shall be elected at the AGM to serve for a period of three years. Any Member of the Committee and the aforementioned Officers shall be eligible for re-election,

except that the Chairperson shall not serve continuously for more than six years and may not be re-elected as Chairperson until after an interval of three years.

16. Every elected Member of the Committee must be a member of the Association who has attained the age of 18 and for whom the current subscription due has been paid.
17. There shall be not more than two ex-officio voting members of the Committee, nominated by and from the management of the Museum, without needing election under Clause 15.
18. The Committee may co-opt not more than four additional persons as observer Members of the Committee who shall have no vote in the Committee.
19. Each Member of the Committee, except co-opted observer Members, shall have one vote. In the event of a tie, the Chairperson shall have a second or casting vote.

COMMITTEE- POWERS AND DUTIES

20. The Committee shall have the general management and direction of the funds and affairs of the Association, 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 Association to serve as its representative on that organisation or body
 - b) Pay the whole or part of reasonable and proper expenses of any Member of the Committee in or about the execution of any function or duty on behalf of the Association
 - c) Make, and from time to time vary, Rules for the Association which are not inconsistent with this Constitution
 - d) Fill casual vacancies in its membership by additional co-options. Any person so co-opted shall retire at the next AGM but shall be eligible for election. Each of these co-opted members shall be entitled to vote as if they had been elected Members of the Committee
 - e) Take out any necessary insurance to protect the Association and its members.
21. The Committee may suspend any Member who fails to attend four consecutive meetings of the Committee.
22. The Committee may at their discretion invite and appoint a Patron to be an advocate of the Association.
23. The Committee may at their discretion invite and appoint a President and up to three Vice Presidents to be public supporters of the Association.

- a) If appointed and present the President or in his/her absence a Vice President if present shall be invited to preside at the AGM or other General Meetings but shall have no vote.
- b) If appointed the President and Vice Presidents will hold office for a term of up to five years.

SUBSCRIPTIONS

24. The rates of annual subscriptions for the different categories of membership of the Association, including any applicable concessions, shall be such sums as may be set by vote at the AGM.
25. Annual subscriptions shall become due on the first day of April each year. Members whose subscriptions are three months in arrears shall be deemed to have given up their membership.

FINANCE

26. The financial year will run from 1st April to 31st March.
27. All funds and assets in the possession of the Association shall be held, paid out and applied as the Committee may direct in furtherance of the objects of the Association. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Association with such bankers as the Committee may from time to time direct.
28. All cheques drawn on such bankers shall be signed by any two of the Chairperson, Vice-Chairperson, Secretary or Treasurer. All documents requiring endorsement will be sufficiently endorsed if signed by any one of them.
29. The Committee may invest such funds as are not required to be immediately available for meeting the Association's 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.
30. An Independent Examiner, who need not be a member of the Association, shall be appointed at the AGM provided that the Independent Examiner shall not be a Member of the Committee.

MEETINGS

Annual General Meeting

31. The AGM of the Association, of which not less than 30 days' notice including the agenda shall be given to all members by the Secretary, shall be held during the month of September each year.

32. The business of the AGM shall be:

- a) To receive reports from the Chairperson and Officers
- b) To receive and approve the annual accounts and to appoint an Independent Examiner
- c) To set the levels of subscriptions for the following year
- d) To elect the Officers and other Members of Committee
- e) To consider any other business of which due notice has been given in writing to the Secretary not less than ten days before the date of the meeting.

Other General Meetings

33. The 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 specifying the reasons why a meeting is necessary, 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 of the Association.

Committee Meetings

34. Committee Meetings shall be held at least three times each year or more frequently if the Committee deem necessary.

Quorum

35. A quorum shall consist:

- a) At a General Meeting, of one tenth of the paid up members who have attained the age of 18
- b) At a Committee Meeting, of one third of the elected Members of the Committee.

36. In the event that the AGM does not attract a quorum, the Committee shall be empowered to approve any proposed changes that normally required the approval of the AGM, provided that:

- a) Notice of such proposed changes had been given to the membership in the calling notice of the aborted AGM
- b) The changes are ratified at a Special General Meeting to be called within four months of the aborted AGM.

Chairperson of Committee Meetings

37. In the absence of the Chairperson and the Vice Chairperson, those attending shall elect a Chairperson for the meeting from among their number.

Notice of Meetings

38. Notices to members shall be deemed sufficiently served if sent by email, ordinary post, or hand-delivered by an authorised member of the Association, to the address of the member registered in the records of the Association.

AMENDMENTS

39. 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 fourteen days before the minimum period of the notice of the meeting at which the resolution is to be brought forward. No alterations may be made to Clauses 2, 3, 4, 37, 38 or 39 without the prior consent in writing of the Charity Commission of England and Wales.

40. No alteration may be made to this Constitution which would cause the Association to cease to be a charity in law.

WINDING UP

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

Adopted at a General Meeting held on Thursday 28th June 2012 at West Berkshire Museum, Newbury.

Signed Chairperson