

CONSTITUTION

(Adopted at the Annual General Meeting held on 17 November 1998 and amended 20 November 2012)

OF

FRIENDS OF BUSHEY MUSEUM

(An unincorporated voluntary association registered with the Charity Commission (no. 1039713))

NAME

1. The name of the Association is FRIENDS OF BUSHEY MUSEUM. It is herein referred to as 'the Association'.

OBJECTS

2. The object of the Association is the education of the public by promotion, support, assistance and improvement of the Bushey Museum Trust through the activity of a group of Friends.

The Association shall have power to:

- (a) encourage, promote and assist in the formation of a group of Friends of Bushey Museum;
- (b) generally further the charitable purposes of the Bushey Museum Trust and encourage the development of the facilities afforded by it;
- (c) appoint representatives and delegates to any other bodies with whom the Friends of Bushey Museum may be concerned;
- (d) engage in, support and co-ordinate research, publishing, education, advertising and other work for the furtherance of the above object, providing that no activities of a permanent trading nature shall be undertaken by the Association;
- (e) take any other lawful action to promote the said object.

MEMBERSHIP

3. Membership of the Association shall be open to all who support the object of the Friends of Bushey Museum. Members shall be of three classes: individual, life and corporate.

COMMITTEE

4. (1) The membership of the Committee shall consist of the following:

- (a) a Chairman, a Vice-Chairman, a Secretary, a Treasurer and nine Ordinary Members;
- (b) a Trustee of Bushey Museum Trust (ex-officio).

(2) The Officers and Ordinary Members of the Committee shall be elected at the Annual General Meeting in accordance with the following provisions:

(a) The Chairman shall be elected for a period of two years and shall hold office until the conclusion of the second Annual General Meeting following his or her election, and can be eligible for re-election along with any other candidates.

(b) The Vice-Chairman shall be elected for a period of two years and shall hold office until the conclusion of the second Annual General Meeting following his or her election, and can be eligible for re-election along with any other candidates.

(c) The Secretary shall be elected for a period of three years and shall be eligible for re-election.

(d) The Treasurer shall be elected for a period of three years and shall be eligible for re-election.

(e) One third of the Ordinary Members of the Committee shall be elected in rotation at each Annual General Meeting and shall hold office for a period of three years and shall be eligible for re-election.

(3) All Officers and Ordinary Members of the Committee must be Members of the Friends of Bushey Museum

(4) Upon election or appointment as foe case may be, a member of foe Committee (including Officers) shall automatically become a charity trustee within foe meaning of the Charities Act 1993.

NOMINATIONS TO THE COMMITTEE

5. Nominations for Officers and Ordinary Members of the Committee must be made by at least two members of the Association in writing and must be received by the Secretary at least 14 days before foe Annual General Meeting. Should nominations exceed vacancies, election shall be by show of hands and the decision of the chairman of the meeting as to the result of foe show of hands shall be binding and conclusive.

POWERS OF THE COMMITTEE

6. 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 foe foregoing):

(a) may nominate members to serve as its delegates on another body;

(b) may pay foe whole or any part of foe expenses of any member in or about foe execution of any of his or her functions and duties on behalf of the Association;

(c) may make, and from time to time vary, rules not inconsistent with this constitution;

(d) may fill casual vacancies from time to time in its membership;

(e) may co-opt further members to serve for such periods as foe Committee may specify up to foe conclusion of the next Annual General Meeting following individual co-option;

(f) may invite a suitable person (being a member of the Association) to be President of the Association for a term of one year after which he or she shall be eligible for re-appointment for a further term of one year at a time. In foe event of a retiring President not being re-appointed, he or she shall automatically become a Past President of the Association and entitled to hold such office for life. A President shall be entitled to receive notice of and attend meetings of foe Committee but shall not be entitled to vote thereat and shall not be taken into account as a member of the Committee for the purposes of Clause 4(1);

(g) may appoint honorary members of the Association at their discretion. Honorary members shall not be entitled to vote at general meetings of foe Association.

SUBSCRIPTION

7. The annual subscription of the Association shall be such a sum or sums (to the extent that there may be different rates of subscription) as may be fixed in General Meeting. Members whose subscriptions are more than three months in arrears shall be excluded from membership.

MEETINGS

8. The following provisions shall apply:

(A) General Meetings

(i) The Annual General Meeting of the Association, of which at least twenty-eight days notice shall be given to all members by the Secretary, shall be held during the month of November in each year.

(ii) The business of the Annual General Meeting shall be to receive a report from the Committee; to receive the annual accounts and to appoint an independent examiner pursuant to Clause 10 (3), and to consider any proposal of which due notice has been given. The business shall also include the election of the Officers and the Ordinary Members of the Committee as provided in Clause 4(2).

(iii) The Committee may at any time, and shall within fourteen days after receiving a request in writing signed by any ten members, summon a Special General Meeting of which not less than fourteen days' notice shall be given by the Secretary to each member, specifying the business to be transacted.

(iv) Thirty members personally present shall constitute a quorum for the conduct of business at general meetings of the Association.

(v) If within half an hour from the time appointed for the holding of any general meeting a quorum is not present, the meeting, if convened at the request of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Committee shall decide, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the Members present shall be a quorum.

(vi) Questions arising and put to the vote at any general meeting shall be decided by a show of hands. The decision of the chairman of the meeting at which the vote takes place shall be binding and conclusive. In the event of an equality of votes, the chairman of the meeting shall have a second or casting vote.

(vii) The Chairman of the Association or in his or her absence the Vice-Chairman shall preside as chairman of a General Meeting or Committee Meeting, but if neither the Chairman nor Vice-Chairman be present within fifteen minutes after the time appointed for holding the meeting, the Officers and Ordinary Members of the Committee present shall elect one of their number to be chairman of the meeting.

(B) Committee Meetings

Committee Meetings shall be held not less than twice in every year. Four members shall constitute a quorum. In the absence of the Chairman and Vice-Chairman those present may elect a chairman for the meeting from among their number. In the event of an equality of votes on any resolution, the chairman of the meeting shall have a second or casting vote.

ACCOUNTS

9. (1) The Treasurer shall keep proper books of account as will enable him or her to present at every Annual General Meeting of the Association, or at any other time if required (on reasonable notice) by the Committee, an accurate report and statement of the financial position of the Association, including separate statements with regard to the income and expenditure of the general fund and of the acquisitions fund for the preceding year, or for the current year as the case may be, and shall present such report and statements accordingly.

(2) All funds and assets in the possession of the Association shall be held, paid and applied as the Committee may direct within the Objects of the Association, and pending such direction all funds shall be held in one or more bank accounts in the name of the Association with such Bankers as the Committee may from time to time direct. All cheques drawn on, or authorities for withdrawal issued to such Bankers shall be signed by any two of the Chairman, Vice-Chairman, Secretary or Treasurer. All documents requiring endorsement shall be sufficiently endorsed and authorities for transfers between

accounts in the name of the Association shall be sufficiently authorised if signed by any one of them.

10. Once at least in every year the financial report and statements of the Association shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by an independent examiner qualified in accordance with the Charities Act 1993.

ALTERATIONS

11. Alteration to this Constitution shall require the assent of two-thirds of the members present and voting at an Annual or Special General Meeting. A resolution for the alteration of the constitution must be received by the Secretary of the Association at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice must be given by the Secretary to the membership and must include a notice of the alteration proposed: Provided that no alteration to Clause 2 (objects), Clause 13 (dissolution) or this Clause, shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained, and no alteration shall be made which would have the effect of causing the Association to cease to be a charity in law.

NOTICES

12. Notices to members shall be deemed sufficiently served if delivered or sent by ordinary prepaid post to the last known address of the member.

DISSOLUTION

13. The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at an Annual General Meeting or at a Special General Meeting convened for the purpose for which 21 days' notice shall have been given to the members. Such resolution may give instructions for the disposal of any assets, held by or in the name of the Association, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid or distributed among the members of the Association but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Association may determine and if and insofar as effect cannot be given to this provision then to some other charitable purp^{ose}.