

# **Constitution of The Friends of the Ipswich Museums**

## **1. NAME**

The Association is an unincorporated charity and shall be called The Friends of the Ipswich Museums.

## **2. OBJECTS AND POWERS**

The Objects of the Association shall be to promote and encourage the following aims by charitable means:

- a) To support preservation, presentation and development of the collections of the Ipswich Museums and Galleries in co-operation with its management and staff.
- b) To promote awareness of and stimulate interest in the Ipswich Museums and Galleries within the community.

To achieve these objects the Association may by charitable means:

- c) Encourage, promote and assist in the development of a group of Friends of the Ipswich Museums
- d) Raise money and invite and receive contributions to be applied in accordance with the objects of the Association
- e) Engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the above object
- f) Organise and run meetings, lectures, guided tours, trips and other activities
- g) Generally further the purposes of the Museums and Galleries and encourage the development of their facilities
- h) Appoint delegates and representatives to any other bodies with whom the Friends of the Ipswich Museums may be concerned
- i) Take any other lawful action to achieve the objects of the Society

The Association shall not engage in any permanent trading activities in raising funds for its charitable objects.

## **3. THE FRIENDS OF THE IPSWICH MUSEUMS MEMBERSHIP**

- a) There shall be four classes of membership:
  - i) Individual
  - ii) Student - under 25 years
  - iii) Household
  - iv) Corporate
- b) Household membership shall be open to any household of one or two adults and any number of children under the age of 25. Where any of the following provision of this Constitution refers to a member, in relation to family membership, the reference means each such adult.
- c) Corporate membership shall be open to any business, organisation, society, school or college. 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.

#### **4. COMMITTEE - MEMBERSHIP**

##### President and Vice President

- a) There shall be a President of the Association who will hold office at the invitation of the Committee. There shall be no term placed on a President's period of office.
- b) The President shall take the chair at the Annual and any Special General Meetings.
- c) There shall be up to 3 Vice Presidents of the Association who will hold office for a term of five years. Each term will be initiated by recommendation of the Committee to be put to the agreement of the Membership at the AGM.
- d) The President and Vice Presidents may attend any meetings of the Committee at their discretion but only the Vice Presidents will have voting rights.

##### Committee membership

- e) The Committee shall consist of the following Officers and Members:-
  - i) A Chairman
  - ii) A Vice-Chairman
  - iii) A Secretary
  - iv) A Treasurer
  - v) A maximum of nine Ordinary members
- f) Every member of the Committee shall be elected annually at the Annual General Meeting. Any Member of the Committee shall be eligible for re-election except that a Chairman who has been Chairman continuously for five years shall not be re-elected as Chairman until after an interval of one year.
- g) Every member of the Committee must be a member of the Association of at least 18 years of age for whom the current subscription due is paid-up.
- h) The Head of Colchester and Ipswich Museums Service, or whatever his or her title, shall be an ex officio, voting member of the Committee. The Head of Service may, if prevented from attending any meeting, nominate a senior member of staff as an alternate and he/she shall have the right to vote.

#### **5. COMMITTEE - POWERS AND RESPONSIBILITIES**

The Committee shall perform the general management and direction of the funds and affairs of the Association. They have the following powers and responsibilities:

- a) They may subscribe to another organisation or body, and nominate any member of the Association, to serve as its representative on that organisation or body
- b) They may pay the whole or part of reasonable and proper expenses of any member of the Committee of the Association in or about the execution of any function or duties on behalf of the Association
- c) They may make, and from time to time vary, rules for the Association provided that any such rules are not inconsistent with this constitution
- d) They may fill vacancies in the committee's ordinary membership by additional co-options which may not extend beyond the next occurring General Meeting. Each of these co-opted ordinary members has voting rights.
- e) They may grant Honorary Membership to an individual as they see fit
- f) They may set up sub-committees for specific purposes should the need arise
- g) They may suspend any Officer or ordinary Member who fails to attend three consecutive meetings of the Committee.
- h) They may co-opt up to 4 additional persons as observer members of the Committee. These co-opted members shall have no vote in the Committee.
- i) All Officers and Members of the Committee shall have one vote, except co-opted observer members. In the event of a tie, the Chairman will have a second or casting vote.
- j) All committee members are trustees or have trustee responsibilities as defined by the Charities Commission.

**6. COMMITTEE - ELECTIONS**

- a) Any paid up member of the Association may propose the election of any other member to one of the offices, or to a place on the Committee. Such proposals shall be in writing and be accompanied by a signed statement from the individual proposed for election, to confirm that he or she is willing to accept nomination. The proposal may either be signed by a seconder, being also a member, or a seconder may be called for at the meeting. Any proposals must be addressed to the Friends of the Ipswich Museums Secretary (whose address is published in the Friends Newsletter) so as to arrive not later than 14 days before the AGM.
- b) Only if sufficient names to fill existing vacancies have not been received by the due date, the President (advised by the Officers) may invite further proposals at the AGM. Such proposals must be seconded and may only be of members present at that AGM and who, on being proposed, signify their willingness to accept nomination.

**7. SUBSCRIPTIONS**

- a) The rates of annual subscriptions for the different classes of membership of the Association shall be such sums as may be set by vote at the Annual General Meeting.
- b) Annual subscription shall become due on the first day of January each year. Members whose subscriptions are not paid by the start of the Annual General Meeting shall forfeit their right to vote. Members whose subscriptions are six months in arrears shall be automatically removed from the membership list but will be entitled to rejoin on payment of the outstanding subscription.

**8. FINANCE**

- a) 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.
- b) All cheques drawn on such bankers shall be signed by any two of the Chairman, Vice-Chairman, Secretary or Treasurer. However, the Treasurer will be empowered to sign cheques under Five Hundred Pounds without a second signatory except for his or her own expenses.
- c) All documents requiring endorsement shall be sufficiently endorsed if signed by anyone of them.
- d) The Committee shall have power to invest such funds as are not required to be immediately available for meeting the Association's liabilities. Such investments may be on deposit with a bank or building society or in gilt-edged securities.
- e) An Independent Examiner, who need not be a member of the Association, shall be elected at the Annual General Meeting, to report on the financial statements of the Association.

## **9. MEETINGS**

### Annual General Meeting

- a) The AGM of the Association, of which not less than 21 days notice shall be given to all members, by the Secretary, shall be held, if possible, during the month of April each year.
- b) The business of the AGM shall be:
  - i) To receive reports from the Chairman and Officers
  - ii) To receive and approve the annual accounts and to elect an Independent Examiner.
  - iii) To elect the Officers and Ordinary Members of the Committee
  - iv) To consider any matter or proposal of which due notice has been given in writing to the Chairman or Secretary, not less than ten days before the date of the meeting.

### Other General Meetings

- c) The Committee may, at any time, and shall within 28 days of receiving a request in writing of any ten Members of at least 18 years of age, convene a Special General Meeting. Not less than 14 days' notice shall be given by the Secretary to all Members, specifying the business to be transacted.

### Committee Meetings

- d) Committee meetings shall be held not less frequently than once in each quarter.

### Quorum

- e) A quorum shall consist:
  - i) At a General Meeting of either 2 or 10% of the Members of at least 18 years of age, whichever is the greater.
  - ii) At a Committee Meeting of either 2 or 50% of the voting Members of the Committee, whichever is the greater.

### Chairmanship of Meetings

- f) In the absence of the Chairman and Vice-Chairman, those attending shall elect a Chairman for the meeting from among their number.

### Notice of Meetings

- g) Notice to members shall be deemed sufficiently served if sent by ordinary pre-paid post or hand-delivered by an authorized Member of the Association, to the address of the Member registered in the records of the Association.

## **10. WINDING UP**

On the winding up of the Friends of the Ipswich Museums, the Committee shall pay the surplus funds of the Association to such other charitable institution or institutions as the Committee shall, with the approval of the Charity Commission for England and Wales, determine. The Association may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting held in accordance with the above provisions of this Constitution.

## **11. AMENDMENTS**

- a) No alterations may be made to this Constitution except by, and with the authority of a resolution of the Members of at least 18 years of age, in General Meeting. Any proposal for an amendment must be made in writing to the Secretary in sufficient time to allow details of the proposal to be circulated to the Members with the notice of the meeting, and must be so circulated.
- b) No alteration shall be made to this Constitution which would cause the Association to cease to be a charity at law.