

Constitution

Adopted on the 18th March 2009

PART 1

1. Adoption of the constitution

The constitution and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution

2. The name

The association's name is

The Bishop's Waltham Museum Trust

(and in this document is called the Charity).

3. The objects

The Charity's objects (the Objects) are:

- (1) To advance the education of the public by the establishment and maintenance of a Museum for the exhibition of items of historical and archeological interest relating to the Parish of Bishop's Waltham and the surrounding area
- (2) In furtherance of the said objects but not otherwise the Trust may:

- (a) Provide a Centre or Centres;
- (b) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas;
- (c) Acquire through gifts, purchases, donations, bequests or on loans items of historical and archeological interest relating to the Parish of Bishop's Waltham and the surrounding area;
- (d) Procure to be written and print, publish, issue and circulate gratuitously or otherwise such papers, books, preiodicals, pamphlets or other documents or films or recorded tapes or other recording media as shall further the said objects;
- (e) Purchase, take on lease or in exchange, hire or otherwise acquire or occupy any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings, or erections necessary for the work of the Trust;
- (f) Make regulations for any property which may be so required;

- (g) Sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Trust;
- (h) Accept gifts, grants, donations, bequests and borrow or raise money for the said objects on such terms and on such security as shall be thought fit;
- (i) Procure contributions to the Trust by personal or written appeals, public meetings or otherwise, provided that the Trust shall not undertake any permanent trading activities in raising funds for its charitable objects;
- (j) Soliciting individuals, local organisations and other appropriate bodies to become members of the Charity;
- (k) Invest the monies of the Trust not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law;
- (l) Do any such other lawful things as are necessary for the attainment of the said objects.

4. Application of the Income and Property

- (1). The income and the property of the Charity shall be applied solely towards the promotion of the Objects.
- (2). A Trustee may pay out of, or be reimbursed from, the property of the Charity reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (3). None of the income or property of the Charity may be paid or transferred directly by way of dividend bonus or otherwise by way of profit to any memembr of the Charity. This does not prevent:
 - (a). a member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Charity;
 - (b). a Trustee from:
 - (i). Buying goods or services from the Charity upon the same terms as other members or members of the public;
 - (ii). Receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided the the Trustees comply with the provisions of the sub-clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;

- (c). the purchase of the indemnity insurance for the trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding:
 - (i). fines;
 - (ii). costs of unsuccessfully criminal prosecutions for offences arising out of fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
 - (iii). liabilities to the Charity that results from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.

(4). No Trustee may be paid or receive any other benefit for being a Trustee.

(5). A Trustee may:

- (a). sell goods, services or any interest in land to the Charity;
 - (b). be employed by or receive any remuneration from the Charity;
 - (c). receive any other financial benefit from the Charity;
- if:
- (d). he or she is not prevented from so doing by sub-clause (4) of this clause; and
 - (e). The benefit is permitted by sub-clause (3) of this clause; or
 - (f). The benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.

(6).

- (a). If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
 - (i). declare his or her interest in the proposal;
 - (ii). be absent from that part of the meeting at which the proposal is discussed and take no part in any discussion of it;
 - (iii). not be counted in determining whether the meeting is quorate;

(iv). not vote on the proposal.

- (b). In case covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that the interests of the Charity to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest)
- (c). The Trustees may only authorise a transaction falling within paragraphs 5(a)-(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
- (d). If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

- (7). A trustee must absent himself or herself from any discussions of the Trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.
- (8). In this clause 4, "Trustee" shall include any person firm or company connected within the Trustee.

5. Dissolution

- (1). The Charity may be dissolved by a resolution passed by two-thirds majority of those present and voting at an extra-ordinary general meeting convened for the purpose of which twenty-one days notice shall be given to members.
- (2). If the members resolve to dissolve the Charity the Trustees will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity in accordance with this clause.
- (3). The trustees must collect in all the assets of the Charity and must pay or make provision for all the liabilities of the Charity.
- (4). The Trustees must apply any remaining property or money:
 - (a). Directly for the Objects;
 - (b). By transfer to any Charity or Charities for purposes the same as or similar to the charity;

- (c). In such other manner as the Charity Commission for England and Wales (“the Commission”) may approve in writing in advance.
- (5). The members may pass a resolution before or at the same time as the resolution to dissolve the Charity specifying the manner in which the Trustees are to apply the remaining property or the assets of the charity and the Trustees must comply with the resolution if it is consistent with paragraphs (a)-(c) inclusive in sub-clause (4).
- (6). In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity).
- (7). The Trustees must notify the Commission promptly that the Charity has been dissolved. If the Trustees are obliged to send the Charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Charity’s final accounts.

6. Amendments

- (1). The Charity may amend any provision contained in Part 1 of this Constitution provided that:
 - (a). no amendment may be made that would have the effect of making the Charity cease to be a Charity by law;
 - (b). no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors of the Charity;
 - (c). any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.
- (2). Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a single majority of the members present and voting at a general meeting.
- (3). A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

Part 2

7. Membership

- (1). Membership is open to individuals over eighteen or organisations who are approved by the Trustees and contributing an annual sum of not less than £1 or such other reasonable annual sums as the Charity shall from time to time determine. Subscriptions shall be due on the 31st March.

- (2).
 - (a). The Trustees may only refuse an application for the membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
 - (b). The Trustees must inform the applicant in writing of the reasons for the refusal within twenty one days of the decision.
 - (c). The trustees must consider any written representations the applicant may make about the decision. The Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (3). Membership is not transferable to anyone else.
- (4). The Trustees must keep a register of names and addresses of the members which must be available to any member upon request.

8. Termination of Membership

Membership is terminated if:

- (1). The member dies or, if it is an organisation, ceases to exist;
- (2). The member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3). Any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4). The member is removed from the membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a). The member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b). The member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

9. General meetings

- (1). The financial year of the Charity shall end on the 31st december each year and the general meeting of members shall be convened by the Honorary Secretary as soon thereafter as possible and in any case within four months for the

purpose of receiving the annual report and financial statements, electing members of the committee for the ensuing year, appointing an examiner and to consider any other business as may be necessary.

- (2). An annual general meeting must be held in each year and not more than fifteen months may elapse between successive annual general meetings.
- (3). All general meetings other than annual general meetings shall be called special general meetings.
- (4). The Trustees may call a special general meetin at any time.
- (5). The Trustees must call a special general annual meeting if requested to do so in writing by at least ten members or one tenth of the membership, which ever is greater. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty one days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

10. Notice

- (1). The minimum period of notice required to hold any general meeting of the Charity is fourteen clear days from the date on which the notice is deemed to have been given.
- (2). A general meeting may be called by shorter notice, if it is so agreed by all members entitled to attend and vote.
- (3). The notice must specify the date and palce of the meeting and the general nature of the business to be transacted. If the meetings is to be an annual general meeting, the notice must say so.
- (4). The notice must be given to all the members and to the Trustees.

11. Quorum

- (1). No business shall be transacted at any general meeting unless a quorum is present.
- (2). A quorum is;
Ten members entitled to vote upon the business to be conducted at the meeting;
or
One tenth of the total membership at the time,

Whichever is greater

- (3). The authorised representative of a member organisation shall be counted in the quorum.
- (4). If:

- (a). A quorum is not present within half an hour from the time appointed for the meeting; or
- (b). During a meeting a quorum ceases to be present,

The meeting shall be adjourned to such time and place as the Trustees shall determine.

- (5). The Trustees must not re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.
- (6). If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

12. Chair

- (1). General meetings shall be chaired by the person who has been elected as Chair.
- (2). If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (3). If there is only one Trustee present and willing to act, he or she shall chair the meeting.
- (4). If no Trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

