

DATED 6th APRIL 1995

THE SOCIETY OF THE FRIENDS
OF THE MANOR HOUSE
ART GALLERY AND MUSEUM

CONSTITUTION

Changes in red agreed by vote at AGM 4th April 2013 in accordance with clause 35.

THE MANOR HOUSE ART GALLERY AND MUSEUM
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THE SOCIETY OF THE FRIENDS OF THE MANOR HOUSE ART GALLERY AND MUSEUM

CONSTITUTION

Name

1. The name of the Society shall be THE FRIENDS OF THE MANOR HOUSE (hereinafter referred to as "The Society")

Objects and powers

2. The object of the Society shall be the education of the public by promotion support assistance maintenance and improvement of the Manor House Art Gallery and Museum of Castle Yard Ilkley West Yorkshire (hereinafter referred to as "the Manor House") through the activities of a group of Friends
3. In furtherance of such objects but not otherwise the Society shall have power to:
 - (a) encourage promote and assist the development of a group of Friends of the Manor House
 - (b) generally further the charitable purposes of the Manor House and encourage the development of the facilities which it affords
 - (c) arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars, concerts and training classes
 - (d) collect and disseminate information on all matters effecting such objects and exchange such information with other bodies having similar objects whether in this country or over seas
 - (e) procure to be written and print, publish, issue, circulate gratuitously or otherwise such papers, books, - periodicals, pamphlets or other documents or films or recorded tapes as shall further such objects

- (f) bring together in conference representatives of voluntary organisations, Government Departments, local authorities, statutory authorities and individuals
- (g) encourage advise and assist the work and activity of the relevant Sub-Committee of the City of Bradford Metropolitan Council or its successor in title provided that such encouragement advice and assistance shall be given only in connection with the work and activity of the said Sub-Committee insofar as such work and activity furthers the charitable purposes of the Manor House
- (h) undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Society
- (i) accept gifts and borrow or raise money for such objects on such terms and on such security as shall be thought fit
- j) procure contributions to the Society by personal or written appeals, public meetings or otherwise
- (k) invest the money of the Society not immediately required for such objects in or on 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 all such other lawful things as are necessary for the attainment of such objects

Membership

- 4. There shall be four classes of membership:
 - (a) Individual
 - (b) Junior
 - (c) Corporate
 - (d) Honorary

5. Individual membership shall be open to any person over the age of 18 years
6. Junior membership shall be open to any person under the age of 18 who is interested in furthering the work of the Society. Junior members shall not be entitled to vote
7. Corporate membership shall be open to any formally constituted organisation, society, school or college (whether or not a body corporate)
8. Each Corporate member shall appoint one individual person to represent it and vote on its behalf at general meetings of the Society. In the event of such individual person resigning or otherwise leaving such an organisation he or she shall immediately cease to be a representative of such organisation. Each member organisation may appoint a deputy to replace its appointed representative if he or she is unable to attend any particular meeting of the Society
9. Honorary members may be appointed at the discretion of the Committee of the Society (hereinafter referred to as "the Committee"). Honorary members shall not be entitled to vote
10. Membership shall be open to all suitable applicants

The Committee – Membership

11. The Committee shall consist of the following Officers and other Members:
 - (a) a Chairman
 - (b) a Vice-Chairman
 - (c) a Secretary
 - (d) a Treasurer
 - (e) a maximum of 12 other members

12. Every member of the Committee shall be elected annually at the Annual General Meeting mentioned below. Any member of the Committee shall be eligible for re-election
13. Every member of the Committee must be a member of the Society of at least 18 years of age for whom the current subscription due is paid-up
14. The Committee shall have the power to co-opt additional persons as observer members of the Committee
15. All members of the Committee shall have one vote. Co-opted members may be empowered to vote at the discretion of the Committee. In the event of a tie the Chairman will have a casting vote

Committee - Powers and Duties

16. The Committee shall have the general management and direction of the funds and affairs of the Society and in particular (but without prejudice to the generality of the foregoing):
 - (a) may nominate any member of the Society to serve as their representative on another body
 - (b) may pay the whole or part of reasonable and proper expenses of any member of the Committee of the Society in or about the execution of any function or duty on behalf of the Society
 - (c) may make and, from time to time, vary rules for the Society provided that any such rules are not inconsistent with this Constitution
 - (d) may fill casual vacancies in its membership by additional co-options which may not extend beyond the next occurring General Meeting
 - (e) may appoint such special or standing committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committee shall be reported

back to the Committee as soon as possible and all decisions of such special or standing committee shall be ratified by the Committee

17. The Committee shall have the power to suspend any Officer or other Member who fails to attend three consecutive meetings of the Committee without good cause
18. Any member of the Committee shall be entitled to terminate his or her membership of the Committee by giving written notice to the Secretary of the Committee

Subscriptions

19. The rates of annual or any other type of subscription for the different classes of membership of the Society shall be such sums as may be set by vote at the Annual General Meeting
20. Annual subscriptions shall become due on the first day of April each year. Members whose subscriptions are twelve months in arrears shall be deemed to have resigned from the Society

Finance

21. All funds and assets in the possession of the Society shall be held, paid out and applied as the Committee may direct in furtherance of the objects of the Society. Pending such direction all funds shall be held in a separate bank or building society account (or accounts) in the name of the Society with such bankers as the Committee may from time to time direct
22. All cheques drawn on such accounts shall be signed by any two of the Chairman, Vice-Chairman, Treasurer or Secretary. All documents requiring endorsement shall be sufficiently endorsed if signed by anyone of them
23. The Committee shall have power to invest such funds as are not required to be immediately available for meeting the Society's liabilities. Such investment may be on deposit with a bank or building society or in gilt edged securities

24. The Treasurer shall keep proper accounts of the finances of the Society
25. Two auditors, who need not be members of the Society, shall be elected at the Annual General Meeting

Annual General Meeting

26. (a) The Annual General Meeting of the Society, of which not less than 14 days notice shall be given to all members of the Society by the Secretary, shall be held during the month of April or May each year
- (b) The business of the Annual General Meeting shall be:
 - (i) to receive reports from the Chairman and Officers
 - (ii) to receive and approve the annual accounts and to appoint auditors
 - (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 Secretary, not less than seven days before the date of the meeting, such notice being signed by at least seven members

Other General Meetings

27. The Committee may, at any time, and shall within twenty-eight days of receiving a request in writing giving reasons for the request signed by at least 7 members of at least 18 years of age convene a Special General Meeting. Not less than fourteen days notice shall be given by the Secretary to each member specifying the business to be transacted

Committee Meetings

28. Committee meetings shall be held not less frequently than four per annum and such meetings shall be convened by the Secretary

Quorum

29. A quorum shall consist unless otherwise stated:
- (a) at a General meeting of twenty per cent Members
 - (b) at a Committee meeting of at least 6 members of the Committee whether Officers or other members of the Committee
 - (c) at a meeting of the Sub-Committee of at least fifty per cent of the members of the Sub-Committee

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

30. Notices to members shall be deemed sufficiently served if sent by ordinary pre-paid post or hand-delivered by an authorised member of the Society to the address of the member registered in the records of the Society **or emailed except where they have indicated a preference for post**

Minutes

31. Minutes shall be kept by the Committee and all other Committees and the appropriate Secretary shall enter in the minutes record of all proceedings and resolutions

Voting

32. Save as otherwise provided all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Committee provided that no such arrangements shall be made with regard to clauses 33 and 34. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent 2 or more interests but in case of an equality of votes the Chairman of the meeting shall have a second or casting vote

Trust property

33. The title to all real or personal property which may be acquired by or on behalf of the Society shall be vested in a corporation lawfully entitled to act as custodian trustee or in not less than two or more than three individual persons (not being members of the Committee)

Winding Up

34. On the winding up of the Society the Committee shall pay the surplus funds of the Society to such other charitable institution or institutions having objects similar to the objects of the Society as the Committee may determine. The Society may be dissolved by a resolution passed by a two-thirds majority of those present and voting at the Annual General Meeting or a Special General Meeting held in accordance with the above provisions of this Constitution

Amendments

35. No alteration 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 passed by a two-thirds majority of those present and acting there being a quorum of not less than 20 members of at least 18 years of age. 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
36. No alteration shall be made to this Constitution which would cause the Society to cease to be a charity in law