

# **PITSTONE & IVINGHOE MUSEUM SOCIETY**

## **CONSTITUTION**

### **1. NAME**

The name of the Society shall be the Pitstone & Ivinghoe Museum Society.

### **2. OBJECTS**

To advance the education of the public in all aspects of the history of Pitstone, Ivinghoe and the surrounding area by the investigation, recording, preservation and acquisition of objects and property of historical interest and by means of public meetings, exhibitions, lectures and other forms of instruction and publicity and by any other means exclusively charitable according to the law of England and Wales.

### **3. MEMBERSHIP**

Membership shall be open to all who support the objects of the Society and shall consist of the following categories:-

- (a) Ordinary members.
- (b) Student members. (16-19 years of age)
- (c) Corporate members.
- (d) Honorary members (such persons as shall be elected by the Society from time to time).

If any member's subscription be in arrear for any one year such member shall cease to be a member.

Ordinary members, student members and corporate members shall pay such rates of annual subscription as may be determined from time to time by the Society at properly convened Annual or General Meetings.

### **4. GOVERNMENT OF THE SOCIETY**

- a) The Society shall have the following officers:-

Chairman, Vice Chairman, Treasurer, Secretary

All the above shall relinquish office every year and shall be eligible for re-election at the A.G.M.

The election of officers shall be completed at the A.G.M. before the election of members of the Executive Committee.

- b) President

The A.G.M. may invite a person considered worthy of the post to be President for a period of 3 years.

- c) Executive Committee

The Executive Committee (hereafter referred to as the Committee) shall consist of the four Officers and up to eight members elected by the A.G.M. and eligible for re-election at the A.G.M. All members of the Committee shall be individual members of the Society. The Committee shall have power to co-opt to fill vacancies arising during the year. Committee members may be elected to specific posts as designated by the outgoing Committee, or at the A.G.M. and advertised in the notice convening the A.G.M.

d) Elections

Should more than one candidate be nominated for any post of the Society, an election shall be held. Nominations for officers shall be made at or before the A.G.M. in writing, supported by seconder, the consent of the nominee having first been obtained.

e) Functions of Committee

The Committee shall meet at least quarterly. Meetings shall be called by the Secretary on instructions from the Committee or at the request to the Secretary of not less than three members of the Committee. At least one week's notice of meetings shall be given. A quorum of the Committee shall be five at least two of which shall be officers and three non officers and no business may be transacted with a lesser number. Minutes to be kept. The Committee may appoint sub-committees to report as it feels necessary.

The Committee shall conduct the management of the Society and shall be empowered to act on behalf of the Society. The Committee shall report to the Society at General Meetings and shall be responsible to the Society.

The Committee shall have power to commit such expenditure during the society's financial year as will leave in the Society's funds a balance of not less than 60% of the total funds as shown in the Society's final accounts of the previous financial year. Should the need arise to exceed the limitation, the committee shall seek the approval of the Trustees, which shall not be unreasonably withheld.

The Committee may delegate some or all of its financial power to specific officers, committee positions or sub-committees, who shall be responsible for the proper management of such funds with the limitations set out in the previous clause.

The Committee may acquire, dispose or reallocate resources i.e. the collections as stated within the Society's Acquisition and Disposal Policies and the guidelines set out by Resource: The Council for Museums, Archives and Libraries. The Society may acquire, dispose and allocate other non-monetary assets in keeping with its charitable status.

f) Voting

At all meetings of the Society and its Committee and any sub-committee thereof, when a vote is taken each individual member shall be entitled to cast one vote and the representative of a corporate member shall be entitled to cast one vote: any person attending both as an individual member and as the representative of a corporate member shall be entitled to cast two votes. In the event of a tie the Chairman shall have a casting vote.

g) Trustees

There shall be not more than four Trustees of the Society. The first Trustees shall be appointed by the Executive Committee and any freehold or leasehold property which may from time to time be owned by the Society shall be vested in them to be dealt with by them as the Committee shall direct by resolution (of which an entry in the Society's minutes shall be conclusive evidence). The Trustees shall be indemnified against risk and expense by the Society, in such manner as the Society shall decide. The Trustees shall hold office until death or resignation or until removed from office for any reason which may seem sufficient to a two thirds majority of members present at a General Meeting of the Society.

Where by reasons of any such death, resignation or removal it shall appear necessary to the Society that a new Trustee or Trustees shall be appointed or if the Society shall deem it expedient to appoint an additional Trustee or additional Trustees the Society shall by resolution nominate the person or persons to be appointed the new Trustee or Trustees.

For the purpose of giving effect to such nomination the Chairman for the time being is hereby nominated as the person to appoint new Trustees of the Society within the meaning of Section 36 of the Trustees Act 1925 and he shall by deed duly appoint the person or persons

so nominated by the Committee as the new Trustee or Trustees of the Society and the provisions of the Trustee Act 1925 shall apply to any such appointment.

The Trustees of the Society shall have the following powers:-

- a) To undertake and execute any trusts which may lawfully be undertaken by the Society and may be necessary for its objects.
- b) To dispose of or turn to account any freehold or leasehold property which may from time to time be owned by the Society as may be necessary for the promotion of its objects. To be dealt with by them, as the Committee shall direct by resolution (of which an entry in the Society's minutes shall be conclusive evidence).
- c) To support or aid any charitable associations or societies and to subscribe or guarantee money for charitable purposes in any way connected with the purpose of the Society or calculated to further its objects.

## **5. MEETINGS**

### **a) Annual General Meeting**

An Annual General Meeting of the Society shall be held once in each calendar year but not more than 15 months shall elapse between such meetings. At least three weeks notice of this meeting shall be given to all members of the Society. The A.G.M. shall transact the following business:-

- (i) Minutes of the previous A.G.M.
- (ii) Election of Officers and Committee for the following year.
- (iii) Receipt of independently examined accounts for previous year and appointment of Independent Examiners for the following year.
- (iv) Receipt of reports by the Committee and Officers for previous year.

### **b) General Meetings**

In addition to the A.G.M. General Meetings of the Society shall be held as necessary when the Executive Committee of the Society sees fit. At least three weeks notice of all such meetings shall be given to all members of the Society. The Secretary shall call a General Meeting if any 10 members (individual or corporate) request the Secretary to do so.

### **c) Venue for Meetings**

The A.G.M. and all general meetings of the Society shall be held in a place convenient to as many members of the Society as possible.

### **d) Quorum**

The quorum for a meeting of the Society shall be 10 members or 10% of the total membership, whichever shall be the **greater** (including representatives of corporate members).

## **6. APPEALS**

The Committee shall have power to make appeals, solicit donations and canvass monies for carrying out the objects of the Society.

## **7. EXPENSES OF ADMINISTRATION**

The Committee shall out of the monies received by the Society pay all proper expenses of administration and management of the Society and shall use the residue of such monies as it thinks fit for or towards the objects of the Society.

## **8. INVESTMENT**

All monies at any time belonging to the Society and not required for immediate application for its objects shall be invested by the Committee upon such investments, securities or property as it may think fit.

## **9. BORROWING**

The Committee may borrow for the objects of the Society such monies at such rate of interest and in such a manner as it may think fit.

## **10. DIVIDENDS OR BONUS**

The Society shall not make any dividend, division or bonus in money to or between any of its members.

## **11. AMENDMENTS**

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
- (2) No amendment may be made to clause 1 (the name of charity clause), clause (the objects clause), the new personal interest clause as shown above, clause (the dissolution clause) or this clause without the prior consent in writing to the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

## **12. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.**

Except with the prior written approval of the Charity Commission, no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.

## **13. WINDING UP**

In the event of the winding-up of the Society, the available funds of the Society shall be transferred to such one or more charitable bodies having objects similar or reasonably similar to those herein before declared as may be chosen by the Committee and approved by The Charity Commissioners for England and Wales.

The foregoing Constitution was formally adopted at the Annual General Meeting of the Society held on 20 November 2003.

Signed K E Kite

Signed B J Grace

**CHAIRMAN**

**HON. SECRETARY**