



Friends of York Art Gallery

CONSTITUTION

1 NAME

The name of the Society shall be The Friends of York Art Gallery.

2 OBJECTS

The aim of the Society is to link together all friends of the York Art Gallery and establish a circle of supporters who will aid in the further development of the collection of the York Art Gallery by subscription, gifts, bequests or donations, and to sponsor activities in furtherance of the appreciation of the Fine Arts in York and the surrounding area.

3 SUPPLEMENTAL TO THE OBJECTS

In pursuit of the Objects the Society ("the Society" or "the Friends") may:

3.1 Subscribe to another organisation or body operating in furtherance of the objects of the Friends or of similar charitable purposes and nominate any member of the Friends to serve as its representative on such organisation or body.

3.2 Make grants to York Museums and Gallery Trust and other bodies or organisations in furtherance of the objects of the Friends, subject to such terms and conditions as the Committee considers suitable.

4 MEMBERSHIP

4.1 The forms of membership available, the terms of membership, its duration and the amount and time of payment of subscriptions shall be determined by the Committee Provided that existing Life Members shall remain members for their lives but no new life membership will be offered.

4.2 At a General Meeting of the Friends every member shall have one vote.

4.3 References to a member in this constitution are to a member who has paid a subscription covering the current year.

5 OFFICERS

There shall be the following officers of the Friends:

5.1 A President who shall be a member nominated by the Committee and elected at the Annual General Meeting for a period of up to five years. At the end of the term a retiring President may be re-elected for a further term of up to five years.

5.2 A Secretary, a Treasurer and a Membership Secretary who shall each be a member elected at the Annual General Meeting for a term of three years. At the end of their respective terms they may be re-elected for one or more further terms of up to three years.

5.3 Vacancies through early retirement or otherwise may be filled by the Committee by co-option. Any person so co-opted shall retire at the next Annual General Meeting but shall be eligible for election under this clause.

5.4 The President, Vice-Presidents for Life and Vice-Presidents in office at the Annual General Meeting in 2012 shall be Life Vice-Presidents and remain in office until they die or resign or cease to be members. This sub-clause shall expire and be deleted on the death or resignation or ceasing membership of the last remaining Life Vice-President.

6 COMMITTEE

6.1 There shall be a Committee consisting of:

6.1.1 Not less than four nor more than twelve members ("Elected Members") elected on the following basis:

(a) Elected Members shall be elected at the Annual General Meeting for a term of three years

(b) a retiring Elected Member may be re-elected but may not serve for more than twelve years in total (which may be discontinuous) and for this purpose service as Secretary, Treasurer or Membership Secretary shall be treated as service as an Elected Member.

6.1.2 The Secretary the Treasurer and the Membership Secretary who shall be ex-officio (and voting) members of the Committee.

6.1.3 The President and the senior curator of the Art Gallery who shall not have a vote.

6.2 The Vice-Presidents for Life may attend meetings of the Committee but shall have no vote.

6.3 Vacancies through early retirement or otherwise may be filled by co-option by the Committee; any person co-opted shall retire at the next Annual General Meeting and shall be eligible for election under 6.1 above but may not be co-opted again unless there would otherwise be less than the minimum number of elected members.

6.4 No member of the Committee shall acquire any interest in property belonging to the Society or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

7 CHAIR OF THE COMMITTEE

A Chair (and if desired a Vice-Chair) shall be elected by the Committee from among the Elected Members at the first Committee Meeting after the Annual General Meeting following the retirement from office of the previous Chair or Vice-Chair and shall serve a single term of five years subject to a confirmation vote each year and continuing to be an Elected Member and if not re-elected or confirmed a new Chair (or Vice-Chair) shall be elected.

8 COMMITTEE MEETINGS

8.1 Committee Meetings shall be held at least four times each year and may be convened by the Chair and Secretary or by four voting members of the Committee; five days' notice of any meeting with agenda shall be given to all members of the Committee.

8.2 The quorum for Committee meetings shall be one-half of the voting members of the Committee.

8.3 Decisions of the Committee shall be by a simple majority; except in the event of a tie the Chair shall have no vote but in that case shall have the casting vote.

8.4 Committee meetings may be held in such manner as the Committee agree and may be held in person or electronically; decisions of the Committee may also be taken without meeting by circulation of a resolution in writing or electronically to all members of the Committee and agreement of at least 60% of those eligible to vote.

9 POWERS OF THE COMMITTEE

9.1 The Committee shall have the general management and direction of the funds and affairs of the Friends at its discretion in pursuit of the objects of the Friends

9.2 The Committee may appoint and constitute such sub-committees or advisory committees as it thinks fit and may delegate to such sub-committees or advisory committees such of its powers as it thinks fit. Such sub-committees or advisory committees may consist of or include people who are not members of the Committee and must report regularly to the Committee.

9.3 The Friends may pay the whole or part of reasonable and proper expenses of any member of the Committee in or about the execution of any function or duty on behalf of the Friends.

10 ANNUAL GENERAL MEETING

10.1 The Annual General Meeting of the Friends shall if reasonably practicable be held in York within four months of the end of the Friends' financial year. Fourteen days' notice of the meeting with the Agenda shall be sent to each member of the Friends. Copies of any other documents to be considered at the meeting may be sent by post or by email or other electronic communication or may be posted on the Friends' website at the discretion of the Committee. If it is impossible or not reasonably practicable to hold an in person meeting the Annual General Meeting may take place online or in such other manner as the Committee decides.

10.2 Twenty members of the Friends (either present in person or taking part online) shall form a quorum at the Annual General Meeting.

10.3 Nominations in writing for the office of President shall be made by the Committee at its ordinary meeting next before the Annual General Meeting. Nominations in writing for the offices of Secretary, Treasurer and Membership Secretary and for the election of Elected Members may be made by any two members of the Friends and must be received by the Secretary at least seven clear days before the date of the Annual General Meeting. The willingness of the nominee to serve must be obtained prior to nomination.

10.4 The business of the Annual General Meeting shall be:

10.4.1 To receive the reports of the Chair and Officers.

10.4.2 To receive and approve the Annual Accounts and appoint an independent examiner of the Friends' accounts.

10.4.3 To elect the President, the Secretary, the Treasurer and the Membership Secretary and the Elected Members of the Committee. If there are more nominees than vacancies the Secretary shall arrange for a ballot to take place, in the case of an in person meeting, at the

Annual General Meeting and in the case of an online meeting, online or by email as the Committee approves.

10.4.4 To consider any other business specified in the notice of meeting.

10.4.5 To consider any other business of which the Secretary has received notice in writing at least ten days prior to the meeting.

11 EXTRAORDINARY GENERAL MEETING

11.1 An Extraordinary General Meeting is to be called:

(a) by the President and the Secretary as and when required.

(b) by the President on request by any fifteen members of the Friends specifying the reason for requesting the meeting and the business proposed to be transacted. In such a case the President has a discretion to require the requesters to indemnify the Friends against the cost of holding the meeting unless the meeting determines otherwise.

11.2 The provisions for notice of and holding the annual general meeting shall apply to an extraordinary general meeting which may transact any business which could be transacted at an Annual General Meeting.

12 FINANCE

12.1 All funds and assets in the possession of the Friends shall be held, paid out and applied as the Committee may approve in furtherance of the objects of the Friends and pending such approval shall be held in a separate bank account (or accounts) in the name of the Friends with such bankers as the Committee may from time to time approve.

12.2 All bank mandates shall provide for signature by two authorised signatories approved by the Committee and in respect of online banking this requirement shall be reflected insofar as practicable.

12.3 Funds not required to be immediately available for meeting the Friends' liabilities may be invested in such bank deposits or investments of whatever kind as the Committee may approve.

13 EXAMINATION OF ACCOUNTS

The Annual Accounts of the Friends shall be independently examined under the requirements of the Charities Act 2011 (or any statutory modification of that Act) by an independent examiner appointed at the Annual General Meeting, who need not be a member of the Friends but must not be a member of the Committee, and shall be presented at the Annual General Meeting.

14 PROCEDURE AND PROVISIONS APPLYING TO ALL GRANT APPLICATIONS

14.1 An application for a Grant for consideration at a meeting of the Committee shall be included as an item on the Agenda for the meeting and the Secretary shall circulate a copy of the application to all members of the Committee.

14.2 Where an officer of the Friends and one or more elected member of the Committee are together of the opinion that an urgent decision on an application for a Grant would be appropriate and the circumstances do not allow for a meeting to be convened the Secretary may circulate the application together with a resolution as specified in Article 8.4 to the Committee for approval.

14.3 The decision on any application for a Grant, the votes cast and any conditions attached to the grant shall be recorded in the minutes of the Committee Provided that no Grant shall be made unless the necessary sum is available from monies standing to the credit of the Friends at the time.

15 NOTICES

Any notice or document required under this constitution to be given or sent may be given in writing sent by post or by email or other electronic means of communication or may be posted on the Friends' website at the discretion of the Committee.

16 ALTERATION TO THE CONSTITUTION

16.1 Subject to the following provisions of this article, the Constitution of the Society 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 alterations proposed.

16.2 Without prior consent in writing of the Charity Commissioners, no amendment may be made to the clauses governing:

- (i) The name of the charity.
- (ii) The objectives.
- (iii) The personal interests of Committee Members.
- (iv) Dissolution.
- (v) This clause.

16.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

16.4 The Committee shall promptly send to the Charity Commissioners a copy of any amendment made under this clause.

17 DISSOLUTION

If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all the members of the Society, of which not less than twenty-one days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Committee shall have the power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts or account and statement for the financial accounting period of the Society must be sent to the Charity Commissioners.