

The 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 MEMBERSHIP

The membership of the Society shall be as follows:

- (a) There shall be a President who shall be elected annually at the Annual General Meeting.
- (b) There shall be a maximum of six Vice-Presidents who shall be elected annually at the Annual General Meeting.
- (c) Vice- Presidents for Life may from time to time be appointed by the Annual General Meeting.
- (d) There shall be the following forms of membership:

Life Members

Patrons

Full members

Student Members

Family Members

Business and Corporate Members

4 OFFICERS

There shall be the following officers of the Society:

- (a) An Honorary Secretary who shall be elected annually at the Annual General Meeting.

(b) An Honorary Treasurer who shall be elected annually at the Annual General Meeting.

5 EXECUTIVE COMMITTEE

(a) There shall be an Executive Committee consisting of:

(i) Eight members (Elected Members) who shall be elected annually and shall be eligible for re-election except that no such member shall serve continuously for more than three years and may not be re-elected until after an interval of one year.

(ii) The Honorary Secretary and the Honorary Treasurer who shall be ex-officio (and voting) members of the Executive Committee in addition to the Elected Members.

(iii) The President, the Vice-Presidents for Life, the Vice-Presidents, the Curator of Art for the York Museums Trust and a nominee of the City of York Council.

(iv) The Vice Presidents for Life, the Curator of Art for the York Museums Trust and the nominee of the City of York Council shall have no vote in the Executive Committee.

(v) The terms of office of the ex-officio members of the Executive Committee acting as Honorary Treasurer and Honorary Secretary shall not normally exceed a period of three years.

(b) Vacancies through early retirement during the year in progress may be filled by co-option. Any person so co-opted shall retire at the next Annual General Meeting but shall be eligible for election for a further period not exceeding two years. In addition the Executive Committee shall be empowered to co-opt members to fulfil a specific role. This co-option would carry no voting rights and would require ratification at each Annual General Meeting.

(c) The Executive Committee shall normally hold at least four ordinary meetings each year and notice of any such meeting with agenda shall be sent to all members of the Committee at least seven clear days in advance.

(d) The Executive Committee shall elect its own Chairman (and if so desired a Vice-Chairman) annually.

(e) The Chairman and Honorary Secretary shall be empowered to convene meetings of the Executive Committee.

(f) On the request by any four members of the Executive Committee, the Chairman shall convene a meeting.

(g) The Chairman of the Executive Committee shall have a casting vote as well as an ordinary vote.

(h) Five members of the Executive Committee who qualify as Elected Members under Clause 5(a)(i) or as Honorary Secretary or Honorary Treasurer shall form a quorum, except as set out in Clause 10.

(i) The Executive 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) may:

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

(ii) Pay the whole or part of reasonable and proper expenses of any member of the Executive Committee in or about the execution of any function or duty on behalf of the Society.

(iii) Appoint and constitute such advising committees as the Executive Committee may think fit.

(iv) Make grants to the City of York Council and other bodies or organisations in furtherance of the objects of the Society, subject to such terms and conditions as the Executive Committee considers suitable.

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

6 ANNUAL GENERAL MEETING

(a) The Annual General Meeting of the Society shall be held in York within three months of the end of the Society's financial year. Fourteen days' notice of such meetings shall be sent to each member of the Society.

(b) Twenty-five members of the Society shall form a quorum at the Annual General Meeting.

(c) Nominations in writing for the offices of President, Vice President, Honorary Secretary, Honorary Treasurer and members of the Executive Committee must be received by the Honorary 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.

(d) The business of the Annual General Meeting shall be:

(i) To receive the reports of the Chairman and Officers.

(ii) To receive and approve the Annual Accounts and appoint auditors or independent examiners of the statement of accounts of the Society.

(iii) To elect the President, the Vice Presidents, the Honorary Secretary, the Honorary Treasurer and the Elected Members of the Executive Committee.

(iv) To consider any other business; the Honorary Secretary must receive notice, in writing, of any matters to be discussed at least ten days prior to the meeting.

7 EXTRAORDINARY GENERAL MEETING

(a) The President and the Honorary Secretary may call an Extraordinary General Meeting as and when required.

(b) On request by any fifteen members of the Society, the President shall call an Extraordinary General Meeting.

(c) At any such meeting, forty members shall form a quorum.

(d) Notices of such meetings, specifying the business to be transacted shall be dispatched by the Honorary Secretary to each member at least fourteen days before such meetings.

8 FINANCE

(a) All funds and assets in the possession of the Society shall be held, paid out and applied as the Executive Committee may direct in furtherance of the objects of the Society. Pending such direction, all funds shall be held in a separate bank account (or accounts) in the name of the Society with such bankers as the Executive Committee may from time to time direct.

(b) All cheques drawn on such bankers and all documents requiring endorsement shall be signed by any two of the Chairman, the Honorary Secretary, the Honorary Treasurer, a Vice-President or an elected member of the Executive Committee.

(c) The Committee may invest such funds as are not required to be immediately available for meeting the Society's liabilities. Such investments may be in gilt-edged securities or on deposit with a bank or building society, or in such other investments

authorised by law for charities as the Committee may decide after taking appropriate professional advice.

(d) An independent examiner of the statement of accounts of the Society, who need not be a member of the Society, shall be appointed at the Annual General Meeting provided that such an examiner shall not be a member of the Executive Committee.

(e) The Accounts of the Society shall be open to inspection by any member of the Society at all reasonable times.

9 EXAMINATION OF ACCOUNTS

The Annual Accounts of the Society shall be independently examined under the requirements of the Charities Act 1993 (or any statutory modification of that Act) and presented at the Annual General Meeting.

10 PROCEDURE AND PROVISIONS APPLYING TO ALL GRANTS

(a) All Grants and all applications for a Grant shall be subject to the procedure and provisions set down in this Clause 10.

(b) Grants shall be made at a meeting of the Executive Committee by a majority decision of such of the following being present, the Elected Members referred to in Clause 5(a)(i), the Honorary Secretary and the Honorary Treasurer, the President and those Vice- Presidents elected annually.

(c) For a Grant of less than £1,000 there must be a quorum present at the meeting considering the Grant of five of the following persons being the Elected Members referred to in Clause 5(a)(i), the Honorary Secretary and the Honorary Treasurer but where the expenditure by the Society would amount to £1,000 or more there must be a quorum present in the meeting of not less than two-thirds of such persons.

(d) An application for a Grant for consideration at a meeting of the Executive Committee shall be included as an item on the Agenda for the meeting and the Honorary Secretary shall circulate a copy of the application to all members of the Executive Committee not less than seven clear days before the meeting.

(e) Where an officer of the Society and one or more elected member of the Executive Committee are together of the opinion that an urgent decision on an application for a Grant would be appropriate then the Honorary Secretary may call a special meeting of the Executive Committee for the purpose of considering the application provided that not less than five clear days previous written notice of the proposed special meeting with details of the application are given to all members of the Executive Committee by first class post or other suitable means.

(f) The decision on any application for a Grant, the votes thereon and any conditions attached to the grant shall be recorded in the minutes of the Executive Committee.

(g) Provided that no Grant shall be made unless the necessary sum is available from monies standing to the credit of the Society at the time.

11 ALTERATION TO THE CONSTITUTION

(a) Subject to the following provisions of this clause, the Constitution of the Society may be altered by a resolution passed by not less 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.

(b) 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.

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

(d) The Executive Committee should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

12 DISSOLUTION

If the Executive 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 Executive 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 other 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.

13 RIGHT OF VOTING

- (a) Each member of the Society who has attained the age of 18 years shall have the right of voting at a General Meeting.
- (b) Business and Corporate Members shall have the right to nominate two representatives to exercise voting rights.

14 SUBSCRIPTIONS

- (a) The rates of annual subscriptions for the different categories of membership of the Society shall be such sums as may be set by vote of the members at the Annual General Meeting based on the recommendations of the Honorary Treasurer and the Executive Committee.
- (b) Annual subscriptions shall become due on the first day of January each year.
- (c) Members whose subscriptions are not paid by the start of the Annual General Meeting shall forfeit their right to vote.
- (d) Members whose subscriptions have not been paid by 30 June shall be automatically excluded from membership.
- (e) Subscriptions of new members joining the Society after 1 October in any year shall cover the ensuing year.