



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) The following forms of membership shall be available:

- Patrons
- Full members
- Student Members
- Family Members
- Business and Corporate Members

(b) Existing Life members shall remain members for their lives but no new life membership will be offered

4 OFFICERS

There shall be the following officers of the Society:

(a) There shall be a President (and if so desired) a Vice-President who shall be members nominated by the Committee and elected at the Annual General Meeting for a period not exceeding five years. At the end of the term the President or Vice-President will not be eligible for re-election but a Vice-President will be eligible for election as President.

(b) A Secretary who shall be a member elected at the Annual General Meeting for a term of three years. A retiring Secretary may be re-elected for a further term not exceeding three years but may not serve more than six years in total.

(c) A Treasurer who shall be a member elected at the Annual General Meeting for a term of three years. A retiring Treasurer may be re-elected for a further term not exceeding three years but may not serve more than six years in total

(d) 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. For the purposes of the limits of service a period of less than six months as a co-opted officer shall be disregarded.

(e) The Vice-Presidents for Life and Vice-Presidents in office at the Annual General Meeting in 2012 shall remain or become Life Vice-Presidents and remain in office until they die or resign or cease to be

members. In addition the President in office at the Annual General Meeting in 2012 shall on ceasing to be President become a Life Vice-President and remain in office until she dies or resigns or ceases to be a member. This sub-clause shall expire and be deleted on the death or resignation or ceasing membership of the last remaining Life Vice-President.

5 COMMITTEE

(a) There shall be a Committee consisting of:

(i) Not less than eight nor more than ten members (Elected Members) who shall be elected at the Annual General Meeting for a term of three years and shall be eligible for re-election for a further term not exceeding three years (which need not be immediately consecutive to the initial term) except that no such member may serve more than six years in total. Service as Secretary or Treasurer shall count towards the limit of six years

Provided that at the Annual General Meeting in 2012 the Elected Members may:

(aa) if they have served one year be elected for a term of two years

(bb) if they have served two years be elected for a term of one year

(cc) if they have served three years or more but less than six years be elected for a term not exceeding the term which would take their total term in office to six years.

(dd) if they have served six years or more be elected for a term not exceeding the term which would take their total term in office to nine years.

and this provision shall apply mutatis mutandis to the election of the Secretary and Treasurer. This proviso shall expire and be deleted following the conclusion of the Annual General Meeting in 2012.

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

(iii) The President, the Vice-President and the Curator of Art for the York Museums Trust none of whom shall have a vote.

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

(c) Vacancies through early retirement or otherwise 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 under sub-clause (a). For the purposes of the limit of six years service a period of less than six months as a co-opted member shall be disregarded.

(d) The 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.

(e) The Committee shall elect its own Chairman (and if so desired a Vice-Chairman) annually from the Elected Members.

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

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

(h) All decisions of the Committee shall be by a simple majority on a vote. In the event of a tie the Chairman of the Committee shall have a casting vote.

(i) The quorum for meetings of the Committee shall be six who are Elected Members, the Secretary or the Treasurer.

(j) 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) 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 Committee in or about the execution of any function or duty on behalf of the Society.

(iii) Appoint and constitute such sub-committees or advisory committees as the Committee may think fit whose members may include people who are not members of the Committee.

(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 Committee considers suitable.

(k) 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.

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 (and if so desired Vice-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 for the election of Elected Members may be made by any two members of the Society 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.

(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-President, the Secretary, the Treasurer and the Elected Members of the Committee. If there are more nominees than vacancies the Secretary shall arrange for a ballot to take place at the Annual General Meeting of the members of the Society present..

(iv) To consider any other business; the 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 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 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 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 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 Secretary, the Treasurer or an Elected Member.

(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 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) 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 not less than seven clear days before the meeting.

(c) Where an officer of the Society 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 then the Secretary may call a special meeting of the 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 Committee by e-mail or first class post or other suitable means.

(d) 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 Committee.

(e) 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 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.

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

12 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.

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 Treasurer and the 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.