

The British Association of Friends of Museums Constitution

Charitable Incorporated Organisation 1st February 2015

CIO No: 1159670

1. Name

The name of the Charitable Incorporated Organisation is the British Association of Friends of Museums hereinafter referred to as "BAfM".

"Museum" and "Museums" shall include art galleries, churches, theatres, art centres and all other buildings, sites, bodies and organisations (whether or not the word "Museum" forms part of their title), established and maintained with the status of a charity for the purposes deemed by law to be charitable and dedicated to the preservation, restoration, display and documentation for educational purposes of buildings or objects of art, science, learning or culture of any period of history and from any part of the world and the furtherance of knowledge of them.

2. National location of principal office

BAfM must have a principal office in England or Wales. The principal office of BAfM is 141a School Road, Brislington, Bristol, BS4 4LZ.

3. Objects

The objects of BAfM are as follows:

1. The education of the public by promotion, support, assistance and improvement of institutions through the activities of Friends groups.
2. The promotion of the effective use of resources for charitable purposes by charitable and non-charitable bodies for the benefit of the public.

In furtherance of these objects, but not otherwise, BAfM may:

- a) Encourage, promote and assist in the formation and development of Friends groups for the above purposes;
- b) Generally further the charitable purposes of institutions and their Friends, and encourage the development of the facilities they afford;
- c) Encourage and foster the interchange among Friends groups of information likely to enhance the educational usefulness and efficiency of their institutions;
- d) Appoint representatives and subscribe to any other bodies, local, national or international, with whom BAfM may be concerned;
- e) Engage in, support and co-ordinate research, publishing, training, education, advertising and other charitable work for the furtherance of the said object;
- f) Engage in any other lawful activities to promote the said objects.

BAfM shall not engage in any substantial permanent trading activities and shall conform to any relevant

requirements of the law.

Nothing in this constitution shall authorise an application of the property of BAfM for the purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and section 2 of the Charities Act (Northern Ireland) 2008.

4. Powers

BAfM has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, BAfM's powers include power to:

4. Powers continued

- (1) Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. BAfM must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- (2) Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) Sell, lease or otherwise dispose of all or any part of the property belonging to BAfM. In exercising this power, BAfM must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- (4) Employ and remunerate such staff as are necessary for carrying out the work of BAfM. BAfM may employ or remunerate a Council member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Council members and connected persons) and provided it complies with the conditions of those clauses;
- (5) Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of BAfM to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

5. Application of income and property

- (1) The income and property of BAfM must be applied solely towards the promotion of the objects.
 - (a) A Council member is entitled to be reimbursed from the property of BAfM or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of BAfM.
 - (b) A Council member may benefit from trustee indemnity insurance cover purchased at BAfM's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or property of BAfM may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of BAfM. This does not prevent a member who is not also a Council member receiving:
 - (a) A benefit from BAfM as a beneficiary of BAfM;
 - (b) Reasonable and proper remuneration for any goods or services supplied to BAfM.
- (3) Nothing in this clause shall prevent a Council member or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and payments to Council members and connected persons

(1) General provisions

No Council member or connected person may:

- (a) Buy or receive any goods or services from BAfM on terms preferential to those applicable to members of the public;
- (b) Sell goods, services, or any interest in land to BAfM;
- (c) Be employed by, or receive any remuneration from, BAfM;
- (d) Receive any other financial benefit from BAfM;

unless the payment or benefit is permitted by sub-clause (2) of this clause, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting Council members' or connected persons' benefits

- (a) A Council member or connected person may receive a benefit from BAfM as a beneficiary of BAfM provided that a majority of the trustees do not benefit in this way.
- (b) A Council member or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to BAfM where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

(2) Scope and powers permitting Council members' or connected persons' benefits continued

- (c) Subject to sub-clause (3) of this clause a Council member or connected person may provide BAfM with goods that are not supplied in connection with services provided to BAfM by the Council member or connected person.
- (d) A Council member or connected person may receive interest on money lent to BAfM at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Council member or connected person may receive rent for premises let by the trustee or connected person to BAfM. The amount of the rent and the other terms of the lease must be reasonable and proper. The Council member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Council member or connected person may take part in the normal trading and fundraising activities of BAfM on the same terms as members of the public.

(3) Payment for supply of goods only – controls

BAfM and its Council members may only rely upon the authority provided by sub-clause (2)(c) of this clause if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between BAfM and the Council member or connected person supplying the goods ("the supplier").
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other Council members are satisfied that it is in the best interests of BAfM to contract with the supplier rather than with someone who is not a Council member or connected person. In reaching that decision the Council members must balance the advantage of contracting with a Council member or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to BAfM.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Council members is present at the meeting.
- (f) The reason for their decision is recorded by the Council members in the minute book.
- (g) A majority of the Council members then in office are not in receipt of remuneration or payments authorised by clause 6.

(4) In sub-clauses (2) and (3) of this clause:

- (a) "BAfM" includes any company in which BAfM:
 - (i) Holds more than 50% of the shares; or
 - (ii) Controls more than 50% of the voting rights attached to the shares; or
 - (iii) Has the right to appoint one or more directors to the board of the company;
- (b) "Connected person" includes any person within the definition set out in clause [30] (Interpretation);

7. Conflicts of interest and conflicts of loyalty

A Council member must:

(1) Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with BAfM or in any transaction or arrangement entered into by BAfM which has not previously been declared; and

(2) Absent himself or herself from any discussions of the Council members in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of BAfM and any personal interest (including but not limited to any financial interest).

Any Council member absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Council members on the matter.

8. Liability of members to contribute to the assets of BAfM if it is wound up

If BAfM is wound up, the members of BAfM have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of BAfM

(1) There shall be five categories of membership:

- a. Full membership – open to all Friends Groups in the British Isles. Each such group shall have, one vote at General Meetings of BAfM.
- b. Intuitional membership – open to any formally constituted association or society (not being a Friends group), school or college. Anyone nominated by an institutional member to act on its behalf may speak at General Meetings of BAfM, but not vote.
- c. Corporate membership. The Council may admit any company or business to corporate membership. General Meetings of BAfM, but not vote.
- d. Individual membership – open to any person who wishes to support BAfM. Individual members may speak at General Meetings of BAfM, but not vote.
- e. Young membership – open to any person under the age set by Council from time to time who wishes to support BAfM. Young members may speak at General Meetings of BAfM, but not vote.

(2) Admission procedure

The Council :

- (i) May require applications for membership to be made in any reasonable way that they decide;
- (ii) May refuse an application for membership if they believe that it is in the best interests of BAfM for them to do so;
- (iii) Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (iv) Shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) Transfer of membership

Membership of BAfM cannot be transferred to anyone else, except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until BAfM has received written notification of the transfer.

(4) Duty of members

It is the duty of each member of BAfM to exercise his or her powers as a member of BAfM in the way he or she decides in good faith would be most likely to further the purposes of BAfM.

(5) Termination of membership

a. Membership of BAfM comes to an end if:

- (i) The member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
- (ii) The member sends a notice of resignation to the Council members; or
- (iii) Any sum of money owed by the member to BAfM is not paid in full within six months of its falling due; or
- (iv) The Council members decide that it is in the best interests of BAfM that the member in question should be removed from membership, and pass a resolution to that effect.

b. Before the Council members take any decision to remove someone from membership of BAfM they must :

- (i) Inform the member of the reasons why it is proposed to remove him, her or it from membership;
- (ii) Give the member at least 21 clear days notice in which to make representations to the Council members as to why he, she or it should not be removed from membership;
- (iii) At a duly constituted meeting of the Council members, consider whether or not the member should be removed from membership;
- (iv) Consider at that meeting any representations which the member makes as to why the member should not be removed; and

- (v) Allow the member, or the member's representative, to make those representations.

6) Membership fees

(i) BAfM may require members to pay reasonable membership fees to BAfM.

The rates of annual subscriptions for the different categories of membership shall be such sums as may from time to time be set by a vote at an AGM.

(ii) Annual subscriptions shall become due on the first day of February each year. Members joining after the first day of October in any year may not be required to pay a subscription for that year.

(iii) Members whose subscriptions are not paid by the start of a meeting of members shall forfeit their right to vote.

10. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of BAfM may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of BAfM may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(3) Taking ordinary decisions by written resolution without a general meeting

- (a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
- (i) A copy of the proposed resolution has been sent to all the members eligible to vote; and
 - (ii) A simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as BAfM has specified.
- (b) The resolution in writing may comprise several copies to which one or more members has signified their agreement.
- (c) Eligibility to vote on the resolution is limited to members who are members of BAfM on the date when the proposal is first circulated in accordance with paragraph (a) above.
- (d) Not less than 10% of the members of BAfM may request the Council members to make a proposal for decision by the members.
- (e) The Council members must within 21 days of receiving such a request comply with it if :
- (i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
 - (ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
 - (iii) Effect can lawfully be given to the proposal if it is so agreed.
- (f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

(4) Decisions that must be taken in a particular way

- (a) Any decision to remove a Council member must be taken in accordance with clause [1(2)].
- (b) Any decision to amend this constitution must be taken in accordance with clause [28] of this constitution (Amendment of Constitution).
- (c) Any decision to wind up or dissolve BAfM must be taken in accordance with clause [29] of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of BAfM to one or more other BAFMs must be taken in accordance with the provisions of the Charities Act 2011.

11. General meetings of members

(1) Types of general meeting

There must be an annual general meeting (AGM) of the members of BAfM. The first AGM must be held within 18 months of the registration of BAfM, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause [13].

Other general meetings of the members of BAfM may be held at any time.

All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

(a) The Council members :

(i) Must call the annual general meeting of the members of BAfM in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

(ii) May call any other general meeting of the members at any time.

(b) The Council members must, within 21 days, call a general meeting of the members of BAfM if :

(i) They receive a request to do so from at least 10% of the members of BAfM; and

(ii) The request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

(c) If, at the time of any such request, there has not been any general meeting of the members of BAfM for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

(d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

(e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

(f) Any general meeting called by the Council members at the request of the members of BAfM must be held within 28 days from the date on which it is called.

(g) If the Council members fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

(h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

(i) BAfM must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Council members to duly call the meeting, but BAfM shall be entitled to be indemnified by the Council members who were responsible for such failure.

(3) Notice of general meetings

(a) The Council members, or, as the case may be, the relevant members of BAfM, must give at least 14 clear days notice of any general meeting to all of the members, and to any Council member of BAfM who is not a member.

(b) If it is agreed by not less than 90% of all members of BAfM, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3)(a) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.

(c) The notice of any general meeting must :

(i) State the time and date of the meeting;

(ii) Give the address at which the meeting is to take place;

(iii) Give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and

(iv) If a proposal to alter the constitution of BAfM is to be considered at the meeting, include the text of the proposed alteration;

(v) Include, with the notice for the AGM, the annual statement of accounts and trustees'

annual report, details of persons standing for election or re-election as trustee, or where allowed under clause [22] (Use of electronic communication), details of where the information may be found on BAFM's website.

- (d) It shall be the responsibility of the member at all times to provide BAFM with the address of the member to be used for notices under this constitution.
- (e) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- (f) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by BAFM.

(4) Chairing of general meetings

The person nominated as chair by the Council members under clause [19](2) (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of BAFM who are present at a general meeting shall elect a chair to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of BAFM unless a quorum is present when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the greater of 5% or ten members. An organisation represented by a person present at the meeting in accordance with sub-clause (7) of this clause, is counted as being present in person.
- (c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- (d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to BAFM's members at least seven clear days before the date on which it will resume.
- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause [10(4)] (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by the chair or by at least 10% of the members present in person or by proxy at the meeting.
- (c) A poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the poll must be taken, and the result of the poll announced, within 30 days of the demand for the poll.
- (d) A poll may be taken :
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or
 - (iii) through the use of postal or electronic communications.
- (e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.

- (f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

(7) Representation of organisations and corporate members

An organisation or a corporate body that is a member of BAfM may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of BAfM.

The representative is entitled to exercise the same powers on behalf of the organisation or corporate body as the organisation or corporate body could exercise as an individual member of BAfM.

(8) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Council Members

(1) Functions and duties of Council members

The Council members shall manage the affairs of BAfM and may for that purpose exercise all the powers of BAfM. It is the duty of each Council member :

- (a) To exercise his or her powers and to perform his or her functions as a Council member of BAfM in the way he or she decides in good faith would be most likely to further the purposes of BAfM; and
- (b) To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
- (i) Any special knowledge or experience that he or she has or holds himself or herself out as having; and
- (ii) if he or she acts as a Council member of BAfM in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

(2) Eligibility for Council membership

- (a) Every Council member must be a natural person.
- (b) No one may be appointed as a Council member:
- if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause [15(1)(f)].
- (c) No one is entitled to act as a Council member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Council member decide, his or her acceptance of the office of Council member.
- (d) At least one of the Council members of BAfM must be 18 years of age or over. If there is no Council member aged at least 18 years, the remaining Council member or Council members may act only to call a meeting of the Council members, or appoint a new Council member.

(3) Number of Council members

The Council shall consist of the following Members:

Chairman;
Treasurer;
Secretary;
an Area Co-ordinators' Co-ordinator;
an Area Co-ordinator for each BAfM region;
not more than five other elected members.

- (4)** The Council may from time to time create temporary or permanent roles from its membership (e.g. Vice Chairman, International Representative or any other role defined by the Council).

- (5)** An unfilled vacancy in any post included in a) to f) of this clause shall not invalidate the acts of the Council undertaken in accordance with this constitution. A Council member may perform the functions of an unfilled vacancy in any post in a) to f) of clause 12(3).

- (6) The Council may co-opt members to sit with the Council. Co-opted members may not form part of a quorum. Co-opted members may speak at Council meetings but may not vote.
- (7) First Council members:

The first Council members of BAfM are –

Bernard Rostron, 23 Newhouse Crescent, Rochdale, Lancashire, OL11 5RW
Jill Bell, 121 Ashford Close, North Croesyceiliog, Cwmbran, Gwent
Anthony Philip Colton, 5 Edgehill Drive, Newark, Nottinghamshire
Susan Felicity Hall, 7 Northbrook House, Free Street, Bishop's Waltham
Jean Carole Knight, 83 Grosvenor Avenue, Carshalton Beeches, Surrey
Kathleen Kuhn, 56 Lee Park, London
Anne Stobo, 21 Albany Hill, Tunbridge Wells, Kent
David Martin Waterhouse, Courtyard Cottage, Council House Court, Castle Street, Shrewsbury
Joyce Irene Williams, 69 Partickhill Road, Glasgow

13. Appointment of Council members

- (1) At the first annual general meeting of the members of BAfM all the Council members shall retire from office;
- (2) At every subsequent annual general meeting of the members of BAfM, one-third of the Council members shall retire from office. If the number of Council members is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one Council member, he or she shall retire;
- (3) The Council members to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any members were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- (4) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause;
- (5) The members or the Council members may at any time decide to appoint a new Council member, whether in place of a Council member who has retired or been removed in accordance with clause [15] (Retirement and removal of Council members), or as an additional Council member, provided that the limit specified in clause [12(3)] on the number of Council members would not as a result be exceeded;
- (6) A person so appointed by the members of BAfM shall retire in accordance with the provisions of sub-clauses (2) and (3) of this clause. A person so appointed by the Council members shall retire at the conclusion of the next annual general meeting after the date of his or her appointment, and shall not be counted for the purpose of determining which of the Council members is to retire by rotation at that meeting;
- (7) Every Council member shall be a member of a Friends group in membership of BAfM;
- (8) Council members shall not serve for more than six years in the same office or position and shall not be re-elected to the same office or position until after an interval of one year. This limitation shall not apply to Council members in position as Area Co-ordinators.

14. Information for new Council members

The Council members will make available to each new Council member, on or before his or her first appointment:

- (a) A copy of this constitution and any amendments made to it; and
- (b) a copy of BAfM's latest annual report and statement of accounts.

15. Retirement and removal of Council members

- (1) A Council member ceases to hold office if he or she :
- (a) retires by notifying BAfM in writing (but only if enough Council members will remain in office when the notice of resignation takes effect to form a quorum for meetings);
- (b) is absent without the permission of the Council members from all their meetings held within a

period of twelve months and the Council members resolve that his or her office be vacated;

- (c) dies;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) is removed by the members of BAfM in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a Council member by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2)** A Council member shall be removed from office if a resolution to remove that Council member is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause [11], and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3)** A resolution to remove a Council member in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of BAfM.
- (4)** If a Council member tenders his or her resignation in circumstances that would reduce the number of Council members to fewer than those required to form a quorum the Council shall call an extraordinary general meeting within 21 days of receipt of the resignation. The purpose of the meeting shall be to appoint sufficient members of the Council such that a quorum shall be restored following the resignation of the member. If insufficient Council members are elected the Council shall forthwith commence proceedings to wind up and dissolve the CIO.

16. Reappointment of Council members

Any person who retires as a Council member by rotation or by giving notice to BAfM is eligible for reappointment.

17. Taking of decisions by Council members

Any decision may be taken either:

- (a) at a meeting of the Council members; or
- (b) by resolution in writing or electronic form agreed by all of the Council members, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Council members has signified their agreement.

18. Delegation by Council members

- (1) The Council members may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Council members may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is subject to the following requirements -
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Council member;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Council members as a whole as soon as is reasonably practicable; and
 - (c) the Council members shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of Council members

(1) Calling meetings

- (a) Any three Council members may call a meeting of the Council members.
- (b) Subject to that, the Council members shall decide how their meetings are to be called, and what notice is required.

(2) Chairing of meetings

The Council members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the Council members present may appoint one of their number to chair that meeting.

(3) Procedure at meetings

- (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is five Council members, or the number nearest to one third of the total number of Council members, whichever is greater, or such larger number as the Council members may decide from time to time. A Council member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

(4) Participation in meetings by electronic means

- (a) A meeting may be held by suitable electronic means agreed by the Council members in which each participant may communicate with all the other participants.
- (b) Any Council member participating at a meeting by suitable electronic means agreed by the Council members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- (c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving provisions

- (1)** Subject to sub-clause (2) of this clause, all decisions of the Council members, or of a committee of Council members, shall be valid notwithstanding the participation in any vote of a Council member:

- (a) Who was disqualified from holding office;
- (b) Who had previously retired or who had been obliged by the constitution to vacate office;
- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that Council members and that Council member being counted in the quorum, the decision has been made by a majority of the Council members at a quorate meeting.

- (2)** Sub-clause (1) of this clause does not permit a Council member to keep any benefit that may be conferred upon him or her by a resolution of the Council members or of a committee of Council members if, but for clause (1), the resolution would have been void, or if the Council member has not complied with clause 7 (Conflicts of interest).

21. Execution of documents

- (1)** BAfM shall execute documents by signature.
- (2)** A document is validly executed by signature if it is signed by at least two of the Council members.

22. Use of electronic communications

- (1) General

BAfM will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) Any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

BAfM must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Council members.

24. Minutes

The Council members must keep minutes of all:

- (1)** Appointments of officers made by the Council members;
- (2)** Proceedings at general meetings of BAfM;
- (3)** Meetings of the Council members and committees of Council members including:
The names of the trustees present at the meeting; the decisions made at the meetings; and where appropriate the reasons for the decisions;
- (4)** Decisions made by the Council members otherwise than in meetings.

25. Accounting records, accounts, annual reports and returns, register maintenance

- (1)** The Council members must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of BAfM, within 10 months of the financial year end.
- (2)** The Council members must comply with their obligation to inform the Commission within 28 days of any change in the particulars of BAfM entered on the Central Register of Charities.

26. Rules

The Council members may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of BAfM, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of BAfM on request.

27. Disputes

If a dispute arises between members of BAfM about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1)** This constitution can only be amended:
 - (a)** by resolution agreed in writing by all members of BAfM; or
 - (b)** by a resolution passed by a 75% majority of votes cast at a general meeting of the members of BAfM.
- (2)** Any alteration of clause 3 (Objects), clause [29] (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Council members or members of BAfM or persons connected with them, requires the prior written consent of the Charity Commission.
- (3)** No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- (4)** A copy of any resolution altering the constitution, together with a copy of BAfM's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary winding up or dissolution

- (1)** As provided by the Dissolution Regulations, BAfM may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve BAfM can only be made:
 - (a)** at a general meeting of the members of BAfM called in accordance with clause [11] (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:

- (i) By a resolution passed by a 75% majority of those voting, or
 - (ii) By a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (b) by a resolution agreed in writing by all members of BAfM.
- (2)** Subject to the payment of all BAfM's debts:
- (a) Any resolution for the winding up of BAfM, or for the dissolution of BAfM without winding up, may contain a provision directing how any remaining assets of BAfM shall be applied.
 - (b) If the resolution does not contain such a provision, the Council members must decide how any remaining assets of BAfM shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of BAfM.
- (3)** BAfM must observe the requirements of the Dissolution Regulations in applying to the Commission for BAfM to be removed from the Register of Charities, and in particular:
- (a) the Council members must send with their application to the Commission:
 - (i) A copy of the resolution passed by the members of BAfM;
 - (ii) A declaration by the Council members that any debts and other liabilities of BAfM have been settled or otherwise provided for in full; and
 - (iii) A statement by the Council members setting out the way in which any property of BAfM has been or is to be applied prior to its dissolution in accordance with this constitution;
 - (b) The Council members must ensure that a copy of the application is sent within seven days to every member and employee of BAfM, and to any Council member of BAfM who was not privy to the application.
- (4)** If BAfM is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

"connected person" means:

- (a) A child, parent, grandchild, grandparent, brother or sister of the Council member;
- (b) The spouse or civil partner of the Council member or of any person falling within sub-clause (a) above;
- (c) A person carrying on business in partnership with the Council member or with any person falling within sub-clause (a) or (b) above;
- (d) An institution which is controlled –
 - (i) By the Council member or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) By two or more persons falling within sub-clause (d)(i), when taken together
- (e) A body corporate in which –
 - (i) The Council member or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) Two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

"General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012.

"Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The "Communications Provisions" means the Communications Provisions in [Part 10, Chapter 4] of the General Regulations.

"Council member" means a Council members of BAfM, acting in the manner of a charity trustee.

"Friends of Museums" means Societies or Association (whether or not the word forms part of their title) of members of the general public being non-profit making groups organised for the promotion and development of a museum or other institution serving the public, and "Friends groups" shall have like meaning.

"Institution" means any Museum (as defined) with which a Friends group is associated.

A "poll" means a counted vote or ballot, usually (but not necessarily) in writing.