



## **THE MAIDSTONE MUSEUMS FOUNDATION**

**Registered Charity no. 802547**

### **CONSTITUTION**

#### **NAME**

1. The name of the Charity shall be the Maidstone Museums Foundation. It is herein referred to as the 'Foundation'.

#### **OBJECT**

2. The object of the Foundation is the education of the public by promotion, support, assistance and improvement of the Maidstone Museums and their collections through the activity of a group of Friends and in co-operation with the Museums' management and staff.
3. The Foundation shall have the power to:
  - a. encourage, promote and assist in the formation and development of a group of Friends of Maidstone Museums;
  - b. generally further the charitable purposes of Maidstone Museums and encourage the development of the facilities afforded by them;
  - c. appoint representatives and delegates to any other bodies with whom the Foundation may be concerned;
  - d. engage in, support and co-ordinate research, publishing, education, advertising and other work for the furtherance of the above object, providing that no activities of a permanent trading nature shall be undertaken by the Foundation;
  - e. raise funds and invite and receive contributions to be applied to the Museums' projects, at the discretion of the Board, subject to restrictions placed on specific donations by donors and the provisions of clause 3.d; the Board has discretion to transfer funds it may choose to designate

- from time to time, from unrestricted to restricted categories where there is a justified funding need.
- f. take any other lawful action to promote the said objective.

## **MEMBERSHIP**

4. There shall be a membership scheme called the Friends, and this shall be managed and administered by the Board. Categories of membership, operational rules and subscriptions shall be determined by the Board and amended from time to time depending on circumstances. These shall be subject to the approval of the Annual General Meeting (or Special General Meeting).
5. The Board may, at their discretion, exclude or remove from membership any person who for any reason is considered by the Board to be unsuitable as a member of the Foundation. Any person so removed from membership shall have the right to appeal to the Board against such removal and the Board may in their absolute discretion and without giving their reasons accept or reject such appeal.
6. Membership is terminated on the death of an individual member, and is not transferable.

## **THE BOARD**

7. The Board shall consist of the following Officers and Members: Chairman, Vice-Chairman, Secretary, Treasurer and up to seven Ordinary Members.
8. Each member of the Board shall be elected at an Annual General Meeting for a term of three years. Any member of the Board shall be eligible for re-election at the end of a three year term. Thus, there will be elections of members to serve on the Board at each Annual General Meeting.
9. The Board may also co-opt up to three additional members as observer members of the Council who shall have no vote in the Board.
10. Every elected member of the Board must be a member of the Foundation, who has attained the age of 18 years and for whom the current subscription has been paid.
11. All members of the Board, except co-opted observers, shall have one vote. In the event of a vote being tied the Chairman shall have a second or casting vote.

12. The most senior Museums' Manager shall be, ex officio, a member of the Board without voting rights. The position does not need election under clause 8 and clause 10 shall not apply.
13. A Board member may benefit from trustee indemnity insurance cover purchased at the Foundation's expense.
14. Where a Board member or connected person is a member of the Friends as referred to in clause 4, he may receive such benefits from the foundation as are generally available to members of the Friends. In this constitution a connected person means:
  - a. a child, parent, grandchild, grandparent, brother or sister of the Board member;
  - b. the spouse or civil partner of the trustee or of any person falling within a. above;
  - c. a person carrying on business in partnership with the Board member or with any person falling within a. or b. above.
15. A Board member shall cease to hold office if he or she:
  - a. is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
  - b. ceases to be a member of the Foundation;
  - c. in the written opinion, given to the Board, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
  - d. resigns as a Board member by notice to the Foundation;
  - or
  - e. fails throughout a period of three consecutive months from the date of his/her last attendance to attend any Board meeting, he/she shall cease to be a Board member of the Trust unless the failure was due to some reason approved by the Trustees before the expiry of that period.

#### **BOARD – POWERS AND DUTIES**

16. The Board shall have the general management and direction of the funds and affairs of the Foundation, and in particular (but without prejudice to the generality of the foregoing):
  - a. may nominate any of its delegates to serve on another body;
  - b. may pay the whole or any part of the expenses of any members in or about the execution of any of his functions and duties on behalf of the Foundation;

- c. may make, and from time to time vary, rules not inconsistent with the constitution, etc;
  - d. may fill vacancies from time to time in its membership, to be confirmed at the next AGM;
  - e. may fix the rates of annual subscriptions for the different categories of membership of the Foundation.
17. The Board shall elect the Officers of the Board – namely the Chairman, Vice Chairman, Treasurer and Secretary. This shall occur annually at the first Board meeting after the Annual General Meeting. The Board members are Trustees of the Charity.

## **MEETINGS**

### **18. Annual General Meeting**

The Annual General Meeting of the Foundation, of which at least twenty-eight days notice shall be given to all members by the Secretary, shall be held during the first ten months of each calendar year.

### **19. The business of the AGM shall be:**

- a. to receive a report from the Board;
- b. to receive the annual accounts and to appoint an Independent Examiner / Auditor to comply with current Charity law;
- c. to elect members of the Board;
- d. to consider any proposal, in writing, supported by at least five members and deposited with the Secretary at least fourteen days before the meeting.

### **20. Other General Meetings**

The Board may at any time, and shall, within twenty-eight days after receiving a request in writing of any twenty Friends who have attained an age of 18 years, convene a Special General Meeting. Not less than fourteen days' notice, specifying the business to be transacted and the time and place of the meeting, shall be given by the Secretary to each Friend. Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **21. Board Meetings**

These shall be held not less than four times in every year. Any member of the Board may call a meeting of the Board.

### **22. A Board member must notify the Board of a conflict of interest arising out of his or her additional interests. The other Board**

members may authorise him to vote and count in the quorum in respect of any matter giving rise to a conflict of interest so notified.

**23. Quorum**

A quorum shall consist of

- a. at a General meeting, twenty of the members who have attained the age of 18 years.
- b. at a Board meeting, 60% of the elected members of the Board shall constitute a quorum.

**24. If:**

- a. a quorum is not present within half an hour from the time appointed for the meeting; or
- b. during a meeting a quorum ceases to be present, the meeting shall be adjourned to such a time and place as the Board shall determine. The Board must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting, stating the date, time and place of the meeting.

**25. In the absence of the Chairman and Vice-Chairman those present may elect a Chairman for the meeting from among their number.**

**FINANCE**

**26.** All funds and assets in the possession of the Foundation shall be held, paid and applied as the Board may direct within the Objects of the Foundation. Pending such direction all funds shall be held in a separate bank account in the name of the Foundation with such bankers as the Board may from time to time direct.

**27.** All cheques / on-line payments drawn on such bank accounts shall be signed by any two of the Treasurer and three other members of the Board agreed by the Board. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.

The Board shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment of modification of that Act) with regard to:

- a. the keeping of accounting records for the charity;
- b. the preparation of annual statements of account for the charity;
- c. the auditing or independent examination of the statements of the charity;

- d. the transmission of the statements of accounts of the Charity to the Commission.

### **ALTERATIONS**

28. No alteration may be made to this constitution except by and with the authority of a resolution arising from an Annual General Meeting or a Special General Meeting, convened in accordance with Clauses 18, 19 and 20.

### **NOTICES**

29. Notices to Friends shall be deemed sufficiently served if sent by ordinary pre-paid post or electronic mail to the address of the Friend registered on their subscription form. Similarly, notices to the Board or Foundation shall be deemed sufficiently served if sent by ordinary pre-paid post to the Foundation registered address.

### **WINDING-UP**

30. The Foundation may be dissolved by a resolution passed by a two-thirds majority of those present and voting at a Special General Meeting held in accordance with the provisions of the constitution. There after the Board shall pay the surplus funds of the Foundation towards such other charities as the Board shall determine after consultation with the Museums and with the approval of the Charity Commission.

*Agreed by AGM – 2007*

*Amended at AGM – 22nd July 2018*

*Amended at AGM - 9th June 2022*