**The Association of the Friends of the Burton Art Gallery & Museum, Bideford - Constitution (approved by AGM, 8 June 2024)**

**Charity number 281466**

NAME

1. The name of the Association shall be "The Association of Friends of the Burton Art Gallery & Museum", hereinafter referred to as the "Association".

OBJECTS OF THE ASSOCIATION

2. The objects of the Association shall be education and encouragement of the appreciation of the Burton at Bideford Art Gallery and Museum (hereinafter referred to as The Burton) and the promotion, support, assistance and improvement of The Burton through the activity of a group of Friends

POWERS OF THE ASSOCIATION

3. In pursuit of the objects set out in Article 2 above the Association shall have the following powers:

a) to encourage, promote and assist the development of a group of Friends of the Burton Art Gallery & Museum.

b) generally to further the charitable purposes of The Burton and to encourage the development of the facilities afforded by it.

c) To appoint representatives and delegates to any other bodies with which the Association may be concerned

d) to engage in, support and coordinate research, publishing, education, advertising and other work for the furtherance of The Burton provided that no activities of a permanent trading nature shall be undertaken by the Association.

e) to take any other lawful action to promote the said objects.

COMMITTEE OF TRUSTEES

4.i. the business of the Association shall be administered by a Committee of Trustees hereinafter referred to as the "Committee" consisting of not less than eight persons, one or more of whom shall be appointed to represent the Association in dealings with The Burton staff, trustees and other relevant persons and organisations

4.ii. the committee shall be elected annually at the Annual General Meeting

4.iii. five members or one third of members of the Committee, whichever is the greater, shall constitute a quorum.

4.iv. the Committee shall normally meet at three-monthly intervals at The Burton. Extra meetings may be convened, if required, for special purposes. Items for all agendas must be submitted to the honorary secretary one week

beforehand.

4.v. all Committee members should declare any conflicts of interest at the beginning of each meeting.

POWERS OF THE COMMITTEE

5.i. The committee is empowered to act on behalf of the Association in all matters set out in Article 3 above. In particular it may:

1. appoint and constitute such subordinate committees as the Committee may think fit provided that such subordinate committees shall report back to the Committee as soon as practicable and shall not incur expenditure on behalf of the Association without approval of the Committee.

b) coopt additional members who shall be invited to attend Committee meetings and receive Committee papers but shall not vote on decisions of the Committee

5.ii. The committee shall take appropriate steps to inform Friends and residual Life Members (the Life Member option having been abolished in 2022) of the progress of its activities during the year, and shall account to the Annual General Meeting of the Association for their proceedings

OFFICERS

6.i. The Committee shall elect annually from among its number a Chairperson, a Vice-Chairperson, an Honorary Secretary and a Treasurer.

6.ii. An Honorary President and Honorary Patrons of the Association may be elected. The President and Patrons shall be members of the Association and shall be elected at an Annual General Meeting.

GENERAL MEETINGS

7.i An Annual General Meeting shall be held In the Spring or early Summer of each year. The Honorary Secretary shall give Friends and residual Life Members a minimum of fourteen days’ notice of the date of the meeting. The notice shall include the text of any resolution or resolutions to be submitted to the meeting. Draft resolutions shall be forwarded to the Honorary Secretary not less than twenty-one days beforehand.

7.ii An Extraordinary General Meeting of the Association may be called at the wish of the Committee or any group of no less than twenty-five Friends and residual Life Members. Notice arrangements shall be the same as for Annual General Meetings

7.iii. A Special General Meeting shall be convened solely for the purpose of debating a resolution to dissolve the Association as provided in article 11 below.

7.iv. Voting at General Meetings shall be by a simple majority of Friends and residual Life Members present, except in the case of Special General Meetings or on a resolution to amend this Constitution at Annual or Extraordinary General Meetings when two-thirds majority of Friends and residual Life Members present shall be required, as laid down in articles 10 and 11 below. Voting shall be by a show of hands but the chairman may, at his or her discretion, order that a that a count be taken and appoint two Friends to act as tellers.

ACCOUNTS

8. The Association shall maintain annual accounts in a form acceptable to the Charity Commission which accounts, duly inspected, shall be presented to the Annual General Meeting. The association's financial year shall begin on 1st January.

MEMBERSHIP

9.i. Any person may become a Friend on payment of the annual subscription which shall become due on 1st of January each year. The amount of the subscription shall be agreed at the Annual General Meeting.

9.ii. Friends shall be entitled to:

a) prior notice of exhibitions and private views

b) Invitations to lectures and other events organised by the committee

c) nominate for vacancies on the Committee, and to be nominated. Such nominations shall be submitted in writing to the honorary secretary two weeks prior to the Annual General Meeting.

d) vote at General Meetings of the Association on production, if required, of a valid membership card.

9.iii. Honorary membership of the Association may be awarded to a member who has rendered to the Association exceptional service. Proposals for honorary membership may be submitted to the Committee at any time and should be submitted to the Annual General Meeting for approval.

AMENDMENTS TO THE CONSTITUTION

10.i. This constitution may be amended at Annual or Extraordinary General Meetings of the Association

10.ii. Draft resolutions proposing such amendments shall be submitted to the Honorary Secretary not less than twenty-one days in advance of the date set for the meeting and circulated, by the latter, to Friends and residual Life Members not less than fourteen days before such date.

10.iii. Approval of such resolutions shall require a two thirds majority of Friends and residual Life Members present and voting.

10.iv. No alteration to the objects of the Association, or to this or the following paragraph, that is to say paragraphs ten and eleven, shall take effect until the approval of the Charity Commissioners has been obtained. No amendment shall be made which would have the effect of causing the Association to cease to be a Charity at law.

DISSOLUTION OF THE ASSOCIATION

11. The Association may be dissolved by a resolution passed by two thirds majority of the Friends and residual Life Members present and voting at a Special General Meeting convened for the purpose. Dissolution shall not take effect until approval of the Charity Commissioners has been obtained. In the event of a dissolution of the Association any assets existing at the time shall be transferred to The Burton to be held in trust by it for the promotion, support and improvement of the public exhibits and charitable work of the said Gallery. If in so far as effect cannot be given to such provision then for similar charitable purposes and any resolution to dissolve the Association shall so require.

 June 2024