

# THE FRIENDS OF THE HATTON GALLERY CONSTITUTION

(Revised September 2001)

## 1. TITLE

The name of the Association shall be The Friends of the Hatton Gallery, University of Newcastle upon Tyne, hereinafter referred to as "The Association"

## 2. OBJECTS and POWERS

The objects of the Association shall be the education of the public by the promotion of art and the support, assistance and improvement of the Hatton Gallery (hereinafter referred to as "the Gallery") in co-operation with its management and staff.

## 3. In furtherance of this object, but not otherwise, the Association may:

- a) raise money and invite and receive contributions to be applied to the Gallery's projects subject to clause 4;
- b) generally further the charitable purposes of the Gallery and encourage the development of the facilities which it affords;
- c) appoint delegates and representatives and subscribe to any other bodies with whom the Association may be concerned;
- d) engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the said object;
- e) engage in any other lawful activities to promote the said object.

## 4. The Association shall not engage in any substantial permanent trading activities in raising Funds for its charitable objects and shall conform to any relevant requirements of the law.

## 5. MEMBERSHIP

Membership of the Association shall be open to any person who pays a subscription at the appropriate rate determined by the Committee.

## 6. COMMITTEE - MEMBERSHIP

- a) The Committee shall consist of the following Honorary Officers and other Members:-  
A Chairperson, Vice-Chair, Hon. Secretary and Hon. Treasurer and up to nine other members, which shall include the ex-officio members.
- b) Every member of the Committee, save for the ex-officio members but including the aforementioned Officers shall be elected at the Annual General Meeting (AGM). Any member of the Committee and the aforementioned Officers shall be eligible for re-election, except that the Chairperson shall not serve continuously for more than three years and may not be re-elected as Chairperson until after an interval of three years.
- c) Every elected Member of the Committee must be a member of the Association who has attained the age of 18 and for whom the current subscription due has been paid.
- d) President (who need not be a member of the Association) may be elected by the Committee for a term of 2 years, with option to extend. The President would preside at an AGM when a new Chairperson was to be elected and would be available to the Chairperson and committee for guidance and support.
- e) The ex-officio members shall be the Curator and Education Officer of the Hatton Gallery (deleted Pro-Vice Chancellor who has agreed to be our President)

## 7. COMMITTEE - POWERS AND DUTIES

The Committee shall have the general management and direction of the funds and affairs of the Association, and in particular (but without prejudice to the generality of the foregoing) may:

- a) subscribe to any other organisation or body, and nominate any member of the Association to serve as its representative on that organisation or body;
- b) 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 Association.
- c) make, and from time to time vary. Rules for the Association which are not inconsistent with this Constitution;
- d) fill casual vacancies in its membership by additional co-options. Any person so co-opted shall retire at the next AGM but shall be eligible for election.
- e) establish an Executive Committee comprised of the Officers and up to two other Members to manage the day to day business of the Association including routine expenditure. The Executive Committee may meet as often as necessary. A quorum shall be three. All decisions of the Executive Committee shall be reported to the Committee fully and promptly. The Executive Committee shall not spend any funds of the Association otherwise than in accordance with the budget agreed by the Committee.

(continued overleaf)

## **8. COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.**

- a) Subject to the provisions of sub-clause (b) of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.
- b) The trustees may pay reasonable remuneration to any person holding office for work undertaken, notwithstanding that she/he is a trustee of the charity: Provided that she/he withdraws from a meeting of the trustees whilst her/his remuneration is being discussed."

## **9. SUBSCRIPTION**

Subscriptions shall become due on the first day of January in each year.

The membership of those whose subscriptions are 6 months in arrears shall automatically cease. And in any event, members whose subscriptions are not paid by the start of the AGM shall forfeit their right to vote.

## **10. FINANCE**

- a) Financial years shall end on 31<sup>st</sup> of December of every succeeding year.
- b) All funds and assets in the possession of the Association shall be held, paid out and applied as the Committee may direct in furtherance of the objects of the Association. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Association with such bankers as the Committee may from time to time direct.
- c) All cheques drawn on such bankers shall be signed by any two of the Chairperson, Vice-Chair, Secretary or Treasurer. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.
- d) The Committee may invest such funds as are not required to be immediately available for meeting the Association's liabilities. Such investment 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.
- e) An auditor or auditors, who need not be members of the Association, shall be appointed at the AGM provided that such an auditor or auditors shall not be Members of the Committee.

## **11. MEETINGS**

- a) The Annual General Meeting of the Association shall be held within the first six months of every year. At least 21 days' notice of the meeting shall be given to all members.
- b) Other General Meetings. The Committee may at any time, and shall within 28 days of receiving a request in writing from any twenty members who have attained the age of 18, convene a Special General Meeting. Not less than 14 days' notice, specifying the business to be transacted, shall be given by the Secretary to each member.

## **12. QUORUM**

A quorum shall consist:

- a) at a General Meeting, of one tenth of the members who have attained the age of 18.
- b) at a Committee Meeting, of one third of the elected Members of the Committee.

## **13. AMENDMENTS**

- a) No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members who have attained the age of 18, present and voting at a General Meeting. Any proposal for amendment shall be made in writing and be in the hands of the Secretary not less than fourteen days before the minimum period of the notice of the meeting at which the resolution is to be brought forward. No alterations may be made to Clauses 2, 3,4, 8,13 or 14 without prior consent in writing of the Charity Commission.
- b) No alteration may be made to this Constitution which would cause the Association to cease to be a charity in law.

## **14. WINDING UP**

The Association 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. Thereafter the Committee shall pay surplus funds of the Association to such other charitable institution or institutions as the Committee shall determine after consultation with the Gallery and with the approval of the Charity Commission.