

# Friends of Medway Archives

## Constitution

### 1. The Name

The Association's name shall be: **Friends of Medway Archives.**

### 2. The Objectives

The Association's objectives ("the Objectives") shall be:

To advance the education of the public in the history of the area covered by the Medway Archives Centre and its people:

- promoting, supporting and assisting in the collection, preservation and conservation of records and other material of historical interest held in Medway Archives and elsewhere, and promoting public access to such records and material.
- publishing material and holding meetings, lectures, exhibitions and visits relating to local history and
- promoting the use of the archives' collections and their value as a resource for historical research.

### 3. Membership

(1) Subject to approval by the Executive Committee, membership of the Association shall be open to individuals and organisations who pay a subscription in accordance with the Rules.

(2) Membership shall be terminated:

- (a) if the member dies or, if it is an organisation ceases to exist or
- (b) if the member resigns or
- (c) otherwise in accordance with the Rules.

### 4 The President, Vice-President, and Patrons

(1) The Executive Committee may from time to time appoint:

- (a) a President
- (b) up to four Vice-Presidents
- (c) any number of Patrons.

(2) The President, Vice-Presidents and Patrons need not be members of the Association and may be appointed *ex officio* rather than as individuals.

(3) The President, Vice-Presidents and Patrons may attend and speak at General Meetings and by invitation at Executive Committee meetings but (except as a member) shall have no voting rights.

### 5 The Executive Committee

(1) The Association and its funds shall be managed and administered by an Executive Committee comprising the Officers and Ordinary Committee Members who shall be the trustees of the Association ("Trustees").

(2) The Association shall have the following Officers: Chairman, Vice-Chairman, Secretary and Treasurer.

(3) Each Trustee shall be a member of the Association who is at least eighteen years of age.

(4) The number of Trustees shall not be fewer than six nor more than ten.

(5) The manager or most senior officer of Medway Archives or his or her delegate shall be, *ex officio*, entitled to attend meetings of the Executive Committee but shall not be a Trustee and shall not be entitled to vote.

(6) Each of the Officers and Ordinary Committee Members shall retire with effect from the conclusion of the AGM next after his or her appointment but shall be eligible for re-election at that AGM.

(7) No Trustee may be paid or receive any other benefit by virtue of being a Trustee

### 6 The Executive Committee's Powers and Obligations

(1) The executive Committee shall manage the business of the Association and shall have the

- power to do all such lawful things within the Constitution and the Rules as are necessary or desirable for the achievement of the Objects (but not for any other purpose).
- (2) The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification thereof) and the rules and requirements of the Charity Commission.

### **7 Executive Committee Meetings**

The Secretary shall call an Executive Committee meeting:

- (a) at least twice per year and additionally
- (b) within twenty-one days of receiving a signed request to do so from any Trustee, stating the nature of the business that is to be discussed.

### **8 General Meetings**

- (1) General Meetings shall be Annual General Meetings (AGMs) or Special General Meetings (SGMs)
- (2) The Association shall hold an AGM within sixteen months from the date of the adoption of this constitution and thereafter within four months from the end of the accounting year (as specified in the Rules).
- (3) the secretary shall call an SGM within twenty-one days of receiving a request to do so:
  - (a) from the Executive Committee or
  - (b) signed by at least ten membersstating the nature of the business that is to be discussed.

### **9 Conduct of Meetings**

- (1) the period of notice required to hold any meeting shall be:
  - (a) twenty-one days for a General Meeting or
  - (b) fourteen days for an Executive Committee meeting.
- (2) No business upon which a vote is required shall be transacted at any General Meeting or Executive Committee meeting unless a quorum is present.
- (3) A quorum shall comprise at least the following number of members entitled to vote upon the business to be conducted at the meeting:
  - (a) for a General Meeting, ten members or ten per cent of the total number of members (whichever is lower) or
  - (b) for an Executive Committee meeting, three trustees or one third of the total number of Trustees (whichever is greater).
- (4) If a quorum is not present within half an hour from the time appointed for the meeting, or during the meeting a quorum ceases to be present, then the meeting shall be adjourned to such time and place as the Executive Committee shall determine.
- (5) General meetings and Executive Committee meetings shall be chaired by the Chairman or if absent the Vice-Chairman or if absent a Trustee nominated by the members present and entitled to vote.
- (6) Voting rights shall be specified in the Rules.
- (7) Unless provided otherwise, resolutions and other matters arising at any General Meeting or Executive Committee meeting shall be decided by a majority of votes, the person who chairs the meeting having the casting vote.

### **10 Rules**

- (1) The Executive Committee may from time to time make rules (“the Rules”) for the conduct of the business of the association and shall notify the Rules to members of the Association.
- (2) The Association in a General Meeting may alter add or repeal the Rules.
- (3) The Rules shall be binding on all members of the Association.

### **11 Dissolution**

- (1) The association may be dissolved by resolution passed by at least two thirds of members voting at a General meeting.

- (2) If the members resolve to dissolve the Association, the Trustees shall remain in office as charity trustees and be responsible for winding up the affairs of the Association in accordance with this clause.
- (3) The Trustees shall collect in all the assets of the charity and, having paid or made provision for all the liabilities of the charity, shall apply any remaining assets:
  - (a) directly for the Objects; and/or
  - (b) to any charity or charities for purposes the same or similar to the objectives.
- (4) In no circumstances shall the net assets of the Association be paid to or distributed among the members of the Association (except to a member that is itself a charity).

**12 Amendments**

- (1) This Constitution may be amended by resolution passed by at least two thirds of members voting at a General meeting.
- (2) No amendment may be made to this Constitution which would have the effect of making the association cease to be a charity at law.

**THIS CONSTITUTION** was adopted at the inaugural meeting of members of the Association held on 6<sup>th</sup> April 2006 and amended at the Annual General Meeting held on 10<sup>th</sup> April, 2018.

**SIGNED** by the following Trustees who were present and elected at the said meeting:

<b>Name of Trustee</b>	<b>Position</b>	<b>Signature</b>
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