

**BUDLEIGH SALTERTON ARTS CENTRE AND MUSEUM (“THE FAIRLYNCH”)
REVISED CONSTITUTION ADOPTED AT AGM 23 SEPTEMBER 2020**

1. NAME

The name of the Charitable Trust is Budleigh Salterton Arts Centre and Museum, known as Fairlynch Museum. (Charity No. 306636)

2. OBJECTS

The Fairlynch Museum's Objects are:

- a) The maintenance of an arts centre and museum for the benefit of the residents and visitors to the Town of Budleigh Salterton and Parishes of the Lower Otter Valley.
- b) To further education in schools, colleges, members of the organisation and visitors to the area.

3. POWERS

For the pursuit and fulfilment of Fairlynch Museum's objects its powers shall include:

- a) To raise funds complying with any statutory regulations.
- b) To buy, take on lease or in exchange, hire persons, pay for goods and services or otherwise acquire property to maintain and equip it for use.
- c) To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity complying with the Charities Act 1993 sections 36 and 37.
- d) To co-operate with other charities, voluntary bodies and statutory authorities to exchange information and advice with them and enter into a joint venture for the purposes included in the objects.
- e) To set aside income as a reserve against future expenditure.
- f) To open and operate bank and other accounts and to invest funds as the Trustees consider necessary within the conditions of the Trustee Act 2000.
- g) To co-opt one or more persons to the Board of Trustees in order to obtain specific advice on a short-term basis when necessary.
- h) To undertake any other lawful activity in fulfilment of the objects.

4. MEMBERSHIP

- a) Membership is open to individuals over eighteen years on payment of a yearly subscription fee.
- b) The Membership Secretary must keep a register of the members.
- c) The members shall generally be known as The Friends of Fairlynch.
- d) Each paid up member is entitled to a vote at the Annual General Meeting.

5. TRUSTEES

The main duties and responsibilities of the Fairlynch Museum Trustees are:

- a) To have and accept ultimate responsibility for directing the affairs of the Charity ensuring that it is solvent, well run and delivers the objects for the benefit of the public.
- b) To ensure compliance with the Charities Act 2011 (and subsequent legislation) and with the requirements of the Charity Commission for England and Wales as regulator.
- c) To ensure the Charity does not breach any of the requirements set out in this governing document remaining true to its purpose and objects.
- d) To comply with the requirements of any other legislation or regulators governing the activities of the Charity.

- e) To act with integrity, avoiding any conflicts of interest or misuse of the funds or assets, always acting in the best interests of the Charity and not in a fraudulent, dishonest, or wilfully reckless manner.
- f) Insurance
To ensure the purchase of all appropriate insurance, including, but not limited to: indemnity insurance for Trustees against any liability for negligence, breach of duty or trust; all the buildings and contents of the Charity, to their full value, against fire and other risks; public and employer's liability.
- g) To notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

6. APPOINTMENT OF TRUSTEES

- a) All Trustees must have current membership of Fairlynch Museum.
- b) The number of Trustees shall be a minimum of three but shall not be subject to a maximum.
- c) The Friends of Fairlynch Museum (the Membership) shall elect the Trustees at the Annual General Meeting.
- d) The Board of Trustees may appoint a person willing to act as a Trustee, whose term of office expires at the next Annual General Meeting and also appoint Trustees to act as officers.
- e) The Board of Trustees shall appoint Officers.
- f) Trustees shall be elected for a term of office of three years from the date of their election, but are eligible for re-election.
- g) To be elected as a Trustee at the Annual General Meeting the person must sign his or her willingness to be appointed and be proposed by a voting member prior to the meeting taking place.
- h) A Trustee may not be paid or receive any other benefit for being a Trustee.
- i) If, in the interests of the Charity, it is proposed that a Trustee should receive a benefit from the Charity that Trustee must declare his or her interest in the proposal, not participate in any discussion regarding the matter, not be counted in quorate and not vote on the proposal.

7. OFFICERS AND TRUSTEES

- a) The Charity and its property shall be managed by the Board of Trustees comprising the Officers and other members elected in accordance with this constitution.
- b) The Charity shall have the following Officers, elected annually by the Membership at the Annual General Meeting:
 - A Chair
 - A Secretary
 - An Honorary Treasurer
- c) A Trustee may not appoint anyone to act on his or her behalf at meetings of Trustees.

8. FINANCE

- a) The Charity's financial year will end on 31st January in every year.
- b) The Treasurer must prepare accounts for each financial year as required by the Charity Commission and approved by the Trustees.
- c) An independent Financial Examiner shall be appointed at the Annual General Meeting to examine and report on the annual Accounts.
- d) The Board of Trustees shall authorise its Officers to arrange payments on behalf of the Charity. Payments over £500 must be authorised by two Officers.

- e) Payments to the Charity shall be paid into current, building society or investment accounts in the name of the Charity as the Board of Trustees shall agree.

9. MEETINGS

A. Trustee Meetings

- a) The Trustees may regulate their proceedings as they see fit subject to the provisions of this constitution.
- b) Any Trustee may call an extraordinary meeting of the Board of Trustees, by giving written notice at least 14 days prior to the meeting, stating the purpose of the meeting, any Resolutions proposed and the proposers and seconders of any Resolutions.
- c) Questions arising at a meeting must be decided unanimously or by a majority of votes. The Chair has the casting vote when necessary.
- d) Decisions can only be made if a quorum of three Trustees is present.

B. General Meetings

- a) A quorum for General Meetings shall be 20 members. If after half an hour of the start of the meeting a quorum is not present the meeting will be re-convened within one month when a quorum is not essential.
- b) Voting at General Meetings will be by a show of hands by those Members present with an extra vote cast by the Chair if there is an equality of votes. Proxy voting shall not be permitted.
- c) The Annual General Meeting shall be held at a time and place determined by the Board of Trustees. Written notice of the Agenda, any Resolutions, the proposers and seconders of any Resolutions shall be given at least 14 days prior to the meeting.

The Business of the Annual General Meeting shall be:

- i. To receive the examined Accounts of the Charity and the Financial Report.
 - ii. To receive the report of the activities of the past year from the Chair.
 - iii. To elect the Trustees and Officers.
 - iv. To elect an independent Financial Examiner of the Accounts of the Charity.
 - v. To consider any Resolutions of which due notice has been given.
 - vi. To informally discuss any other business.
- d) The election of Trustees and Officers shall be by a show of hands unless there are more candidates than vacancies in which case election will be by ballot at the meeting. In the event of an equality of votes the Chair will have an additional vote.
 - e) An extraordinary General Meeting must be convened within 28 days of a request from the Trustees or at least 20 members of the Charity. Resolutions to be considered must be given in writing to the Secretary who will give all members 14 days written Notice of the Meeting, stating date, time and place which shall be determined by the Chair. Voting will be by a show of hands by those present with an extra vote cast by the Chair if there is an equality of votes. Proxy voting shall not be permitted.

10. OTHER MEETINGS

a) General Committee Meetings

A meeting, Chaired by a Trustee, to include Heads of Department and representatives invited by the Chair, will be held quarterly to act as a forum for exchange of information between all attendees.

b) Stewards Meetings

All stewards to be invited to attend meetings, which will be held at least twice yearly to act as a forum for exchange of information.

11. AMENDMENT OF THE CONSTITUTION

This Constitution may be amended by a written Resolution of which due notice has been given as at 9.B.c and passed at a General Meeting by at least two-thirds of voting members present.

12. MINUTES

The Board of Trustees must keep Minutes of all:

- a) Appointments of Officers and Trustees made by the Board of Trustees.
- b) Proceedings at meetings of the Charity, including Annual and Extraordinary General Meetings, recording elections of Trustees and Officers, and other meetings.
- c) Meetings of the Board of Trustees including:
 - i. The names of those present at the meeting;
 - ii. The decisions made at the meetings; and
 - iii. Where appropriate the reasons for the decisions.

13. DISSOLUTION

If a Resolution to dissolve the Charity shall have been duly proposed and carried at a General Meeting by at least two thirds of those present the Trustees must remain in office as Trustees, collect in all the assets and make provision for all the liabilities of the Charity.

The Charity Commission must be informed by the Board of Trustees.

All the assets of the Charity must be transferred by the Trustees to a charity or charities having the same or similar objects as the Charity.

14. INTERPRETATION

The decision of the Trustees upon any question of interpretation of this Constitution shall be final and binding on all Members of the Charity.