

Budleigh Salterton Arts Centre & Museum (Fairlynch)
Minutes of Annual General Meeting held by video-conference (due to COVID-19 restrictions) on Wednesday 23rd September 2020

No.	Agenda Item	Appendix
1.	Welcome & Apologies	
	The Chairman opened the meeting at 14.30. There were 26 Friends of Fairlynch in attendance, along with a representative of the Budleigh Salterton Town Council. Apologies were received from 48 Friends. (See Appendix 1).	1
2.	Minutes of Annual General Meeting held on 2nd May 2019	
	The VOTE to accept the Minutes as an accurate record of the meeting: Proposed by: David Brittain Seconded by: Roz Hickman Vote: 25 voted in favour of acceptance, two abstentions	
2.1	Matters Arising	
	Later in the meeting, the subject of entrance fees was raised by Mrs West, suggesting that £2.50 was a more acceptable amount than the £3.00 published in the minutes of the last AGM. This was supported by several attendees. The chairman noted that, although Trustees had revised the fee from £3 to £2.50 since the last AGM, the minutes of the meeting could not be changed.	
3.	Reports and Accounts	
3.1	Presentation of Annual Report 2019/20 <i>A written report from the Chairman was RECEIVED (see Appendix 2).</i> The Chairman read excerpts at the meeting, noting in particular the contribution of volunteers and Friends, and thanking Clare Suttie, Publicity Lead, for her recent success in gaining publicity about President Joy Gawne's 100 th birthday.	2
3.2	Presentation of Annual Accounts 2019/20 <i>A written report from Treasurer was RECEIVED (see Appendix 3).</i> The Treasurer expressed his thanks to his fellow Trustees for their commitment to achieving the Fairlynch's charitable objectives, and wished the new Treasurer well in his role.	3
3.2.1	Approval of Annual Accounts 2019/20 <i>The Independent Examiner's Report and the Annual Accounts 2019/20 were RECEIVED (see Appendix 4).</i> The VOTE to accept the Accounts as presented: Proposed by: Ellen West Seconded by: Carole Walker Vote: Unanimous in favour of acceptance	4
4.	Appointment of Trustees and Officers	
4.1	Trustees	
4.1.1	Remaining as Trustees (no action required): Christine Fry, Bernard Hadley, Roz Hickman, Ian Lacey, Trevor Waddington	
4.1.2	Standing Down when handovers are effected (no action required): David Brittain (Treasurer), Susan Lacey (Secretary)	
4.1.3	New Trustees: The VOTE to appoint Mark Hazell and Tony Venning as new Trustees: Proposed by: Trevor Waddington Seconded: Roz Hickman Vote: Unanimous in favour of appointment	
4.2	Officers (for appointment)	

4.2.1	The VOTE to re-elect Trevor Waddington as Chairman: Proposed by: Roz Hickman Seconded: David Brittain Vote: Unanimous in favour of re-election	
4.2.2	Treasurer – Mark Hazell The VOTE to appoint Mark Hazell as Treasurer: Proposed by: Trevor Waddington Seconded: David Brittain Vote: Unanimous in favour of appointment	
4.2.3	The VOTE to appoint Bernard Hadley as Secretary: Proposed by: Susan Lacey Seconded: Ellen West Vote: Unanimous in favour of appointment	
5.	Appointment of Independent Examiner	
	The VOTE to re-appoint Mr Brian Leveridge as Independent Examiner: Proposed by: David Brittain Seconded: Ian Lacey Vote: Unanimous in favour of re-appointment	
6.	Other Business	
6.1	Proposed Changes to the Constitution <i>The document detailing the proposed changes was RECEIVED (see Appendix 5).</i> The Chairman reported that, during the last year, the Trustees had reviewed the Constitution and were proposing a number of changes, mainly to clarify and tidy up some sections. Mr Tom Wright complimented the Trustees on the presentation of the changes proposed, noting that the document layout made it easy to understand. The VOTE to adopt the proposed changes: Proposed by: Trustees Seconded by: Tom Wright Vote: Unanimous in favour of adoption	5
6.2	Proposed Changes to Membership Categories <i>The document detailing the proposed changes was RECEIVED (see Appendix 6).</i> The Chairman reported that, during the last year, the Trustees had reviewed the different categories of Membership of Friends of Fairlynch. The Membership Secretary stated that the new category of Life Membership was proposed in response to requests from Friends. It was noted that any reference to “The Primrose” should be amended to “the magazine”. The VOTE to adopt the proposed changes: Proposed by: Trustees Seconded by: Betty Hebditch Vote: Unanimous in favour of adoption	6
7.	Any Other Business	
7.1	Betty Hebditch noted that the signage at the front of the Museum needed to be updated.	
7.2	Brigitta Lock noted that the back wall of the Museum was deteriorating and the Chairman reported that the Caretakers would follow up with Mr & Mrs Lock, and that the offer of a contribution to some of all of the cost was gratefully received.	
8.	The Chairman closed the meeting at 15.00, thanking all attendees for participating in the first, and hopefully, last virtual AGM.	

ATTENDANCE & APOLOGIES

In Attendance

Chairman: Trevor Waddington

Secretary: Susan Lacey

Treasurer: David Brittain

Trustees: Rosalind Hickman, Ian Lacey,

Friends: Judith Cannell, Malcolm Cook, Brenda Duplock, Elizabeth Hebditch, Trevor & Deborah Johnson, Stephen & Marion Lacey, Brigitta Lock, Janet Oke, Jill Salen, Karan Studden, Clare Suttie, Alan & Jenny Tilbury, Diane Waddington, Peter & Carole Walker, Ellen West, Tom & Angie Wright; David Hayward (representing Budleigh Salterton Town Council).

Apologies

Phil & Susannah Ashworth, Di Bagshawe, Barbara Bartlett, Andrew & Susan Beresford, Jo Bowen, Sonia Brookes, Martyn Brown, Ann Butler, Christine & Michael Calvert, Tom and Jane Cavanagh, Carol Clayton, Alan Cotton, Norma Cox, Michael & Anthea Downes, Christine Fry, Katherine Gilly, Doris Godfrey, Peter & Anne Greenaway, Bernard Hadley, Christine Hadley, Mark Hazell, Ralph Howard-Williams, Bernadette Hughes, Anne Hurt, Anita Jennings, Fiona Kasfikis, Margaret Lock, Alison Newson, Diane & Peter Palmer, Jean Quinn, Jeremy & Victoria Robinson, Daphne Rowe, Nick & Gill Speare, Annie & Mike Stevens, Jean Turner, Tony Venning, Michael & Margaret Wilson, Bob & Maureen Wiltshire.

CHAIRMAN'S REPORT 2020

2019

1. Since the AGM in May last year Fairlynch had a moderately successful 2019 season with over 3,900 visitors. Coffee Time Talks, a new innovation which ran from September 2019 to March this year, proved very successful with an average attendance of 50. The talks made a modest profit and also recruited several new Friends. Fairlynch actively participated in a number of locally organised events last year including the Lions Club Gala Week, table-top sales, and late night Christmas shopping.

2. There was one new acquisition for the museum in 2019; a watercolour sketch of Budleigh Salterton beach by local artist Cecil Elgee purchased from a Canadian art dealer through the generosity of a Friend of Fairlynch. Also last year a world-renowned lace historian confirmed that an East Devon trolly-lace bobbin dated 1662 is the oldest known lace bobbin in England. Fairlynch was also pleased to loan a wedding dress and items of lace for the Royal Albert Memorial Museum's exhibition *By Royal Appointment*.

2020

3. The decision to keep Fairlynch closed to visitors this year was not taken lightly; the reasons being driven by safety considerations for both volunteers and visitors and the impossibility of establishing a socially distanced route in such a confined space.

People

4. I thank my fellow Trustees for their support during my fifth year as Chairman. I had hoped to have found a successor but this has not proved possible, so I will remain in the chair for the time being.

5. There have been some departmental changes since the last AGM. Carol Griffiths has resigned as head of costumes, her place being taken by Jill Salen. We have a new Publicity Officer, Clare Suttie, who is working with social media to keep Fairlynch in the news. Thanks to Jan Oke, Fairlynch has a new and exciting website.

6. Susan Lacey is to step down as Secretary and Membership Secretary. Susan has done an immense amount of work bringing Friends membership records up to date, coordinating changes to the Constitution, and organising Fairlynch meetings in a most professional way. Bernard Hadley has agreed to take over as Secretary and Chrissie Calvert will take over as Membership Secretary.

7. David Brittain is to step down as Treasurer, having brought the accounts up to standard and overseen the appointment of Ian Crook Wealth Management as Fairlynch's financial advisor. David's successor, Chartered Accountant Mark Hazell, is equally well qualified to be our new Treasurer. My thanks to Susan and David for their contributions and welcome to new Trustees Mark Hazell and Tony Venning, who organised the programme of Coffee Time Talks.

8. Michael Downes' resignation as editor of The Primrose left us without a summer edition of the magazine. However, there will be a Fairlynch newsletter in the autumn. I'd like to thank Michael for his valuable work as a Trustee, as Publicity Officer, as creator and editor of The Primrose, and for his many appearances as Sir Walter Raleigh. We'll miss him!

9. 2020 is the 100th birthday year of our President and museum founder Joy Gawne. To mark this important occasion it was decided to rename the costume room 'The Joy Gawne Room', much to Joy's delight. A framed poster telling the story of Joy's life and how the costume collection began now hangs outside the room.

Exhibitions

10. Downstairs exhibitions this year were to have been 'Croquet Club 150', 'V-E Day', and local artist 'Cecil Elgee'. Inspired by the croquet theme, the Joy Gawne Room has a 'Dressed for Leisure' exhibition of Victorian costumes curated by Carol Griffiths. As this year

is 'Mayflower 400' it was decided to continue the 'Devon's New World Explorers' exhibition upstairs. All of these exhibitions will now remain in place for 2021.

11. The Coronavirus pandemic of 2020 is history in the making and Fairlynch's local history group have been recording aspects of life under lockdown for Budleigh Salterton residents and businesses. An exhibition to reflect this will be displayed at a future date.

Buildings

12. The Fairlynch building is looking weather-worn – especially the thatch. The ridge needs renewal and there are other areas which require attention. Work is planned for the autumn and the need for scaffolding will enable conservation work on the Belvedere and repair to the masonry. The opportunity will also be taken to paint the building externally.

Membership

13. As of 31 January 2020, there were 381 subscribed members, with 28 new members joining during the year. 22 members left due to resignation or death. A further 28 members were removed from the membership list, due to non-payment of subscriptions and after several unsuccessful efforts to correspond with them. The Membership Secretary made significant progress in encouraging members to bring their subscriptions in line with the 2017 resolution to increase the annual subscriptions and change the bank account into which the payments were made. Unfortunately, as of today, there are around 40 still paying into the NatWest account, 23 of whom are underpaying. Hopefully, some of these will be resolved in February of next year at renewal time. However, we have to be cognizant of the fact that many of our Friends are elderly and may not be able to manage their banking arrangements as easily as they had in the past.

Finally

14. To conclude, my thanks to the Friends of Fairlynch and the many volunteers. In 2019 more than 2,000 hours of voluntary time was recorded and I'm sure there were many more unrecorded hours in addition to this. My particular thanks to Martin Smith, our IT specialist, and to Rob and Sylvia Merkel who do so much for the day-to-day upkeep of the buildings and the running of the museum. Without you all Fairlynch would not be the success that it is. My abiding hope is that a vaccine to combat Covid-19 will be found in time for Fairlynch to open to visitors at Easter 2021.

Trevor Waddington OBE
Chairman of Trustees

TREASURER'S REPORT 2019/20

I am pleased to report that in the financial year ended 31st January 2020 the audited accounts of the Museum recorded a profit of £4903 compared to a loss in the previous year of £4025. However, most of the profit (£4755) was due to the unrealised increase in the book value of the Museum's investments with the Bank of Montreal. Nevertheless, if the investment profit is excluded, there is still a small profit of £148 from operating the Museum, which is an improvement of £3607 on the previous year.

Income from Grants and Exhibitions was much lower than last year, as was expenditure, due to the lack of a major exhibition to rival the Raleigh 400 Exhibition in 2018/19.

Regular Income in the year increased by £2245 due to an increase in donations, Friends subscriptions (and the associated gift aid), interest and the winter talks with only shop profits showing a reduction.

Operating Costs reduced in total by £1198, mainly due to savings in property maintenance and publicity which more than offset increases in alarm maintenance, council tax and the garden.

As mentioned in my report last year, the Trustees must ensure that the finances are sound and well managed, so I set out four initiatives to ensure that the Museum's minimum target was breakeven. The results from implementing these initiatives are:

- Tight control of expenditure has been achieved.
- Recruitment of more "Friends of Fairlynch" has achieved an extra £740 in subscriptions plus £275 in gift aid due to the hard work of the Membership Secretary.
- Better Investment of the Museum assets was in progress at the year end and has now been concluded. I can now report that, following protracted discussions with financial advisers, the Trustees have now appointed Ian Crook Wealth Management of Exmouth (part of the Saint James Place) as the Museum's financial advisers. Following this appointment £75,000 was withdrawn from the Virgin Money account and £80,000 of the Museum's fund have been invested with St James Place.
- Re-introduction of admission charges in 2020/21 will now be deferred until 2021/22 due to Covid-19.

It now appears likely that, due to restrictions imposed because of Covid-19, the Museum will have to remain closed to visitors in 2020. However, the Trustees remain confident that the income generated from Friend's subscriptions (and gift aid) together with a £10,000 government grant and generous donations from benefactors will be sufficient to cover the fixed running costs of the Museum while it remains closed.

I will conclude my term of office with the Museum in a sound financial position and take this opportunity to extend my best wishes to the new Treasurer.

David Brittain

APPENDIX 4

Budleigh Salterton Arts Centre & Museum - Income and Expenditure Account
For the Year to 31 January 2020

INCOME:	2018/19		2019/20	
Grants Etc	£	£	£	£
: BS Town Council	0		400	
: Heritage Lottery Fund re Raleigh 400	5726		0	
: Raleigh 400, Exhibition Takings	7183		0	
: Raleigh 400, Grants and Donations	13237		0	
: BS Chamber of Commerce	0		75	
: Clinton Estates Ltd	0		500	
: Legacy	0		1000	
: Sale of Costumes	0	26146	226	2201
Regular Income				
: Donations	2620		4143	
: Friends Subs etc.	4493		5233	
: Gift Aid	976		1251	
: Interest Received	439		588	
: Shop Profits	1778		1141	
: Sundry Income/Talks	320	10626	515	12871
Investment Growth (not Realised)		-566		4755
Total Income		36206		19827
EXPENDITURE:				
Capital & Major projects				
: Costume Review	884		0	
: Exhibition Costs	0		1009	
: Picture Purchase	0		191	
: Linhay	1186		0	
: Textiles	2434		0	
: Raleigh 400	20805	25309	0	1200
Operating Costs				
Bursary	0		100	
Curation	335		0	
Friends (Recruitment & Newsletter)	765		596	
Insurance	3173		3298	
Office Costs, IT, Post & Phone	1017		1061	
Property: Alarm Maintenance	1147		1717	
: Council Tax	1154		1439	
: Garden	248		1181	
: Gas & Elec	2320		2120	
: General Maintenance	2128		531	
: Water	530		648	
Publicity: Advertising	1402		197	
Subscriptions	268		158	
Sundries	435		678	
Total Expenditure		14922		13724
Net Income/(Expenditure)		-£4,025		£4,903

**Budleigh Salterton Arts Centre & Museum - Balance Sheet as at
31 January 2020**

	<u>31/01/19</u>		<u>31/01/20</u>	
	£	£	£	£
Funds Brought Forward	139481		135456	
Surplus/(Deficit) for the Year	-4025		4903	
Total Resources		<u>135456</u>		<u>140359</u>
Represented by:				
Lloyds Current Account	26724		24796	
Nat West (Friends)	4552		7600	
Nat West Business Reserve (Friends)	893		0	
Virgin Money	78227		78815	
<i>Total Bank Balances</i>		110396		111211
Investments		24327		29081
Shop Stock		422		597
<i>Year End Provisions</i>				
Gift Aid	800		250	
Electricity & Gas	-580		-580	
Water	-200		-200	
Raleigh 400 (donations in advance)	0		0	
Provisions & prepayments	291	311	0	-530
Total Resources		<u>£135,456</u>		<u>£140,359</u>
Movement on Reserves				
		£		£
General Funds		85895		90798
Restricted Funds		49561		49561
Total		<u>£135,456</u>		<u>£140,359</u>

NB. The assets of the Museum consist mainly of the Property and the collections held therein.

It is considered that significant costs would be involved in attributing a value to these historical fixed assets and this would be onerous compared to the additional benefit derived by users of the accounts in assessing the Trustees stewardship of the assets.

David Brittain. Hon Treasurer. March 2020

**BUDLEIGH SALTERTON ARTS CENTRE & MUSEUM
INDEPENDENT EXAMINER'S REPORT**

To the Trustees of the Budleigh Salterton Arts Centre & Museum.

I report to the trustees on the examination of the accounts of the Budleigh Salterton Arts Centre & Museum (the Centre) for the year ended 31st January 2020

Responsibilities and basis of Report: -

As the charity trustees of the Centre's accounts you are responsible for the preparation of the accounts in accordance with the requirements of the Charities Act 2011 ('the Act')

I report in respect of my examination of the Centre's accounts carried out under section 145 of the 2011 Act and in carrying out my examination I have followed all the applicable Directions given by the Charity Commission under section 145 (5)(b) of the Act.

Independent Examiners Statement:

I have completed my examination. I confirm that no material matters have come to my attention in connection with the examination giving me cause to believe that in any material respect:

1. Accounting records were not kept in respect of the Centre as required by section 130 of the Act; or
2. The accounts do not accord with those records; or
3. The accounts do not comply with the applicable requirements concerning the forms and content of accounts set out in the Charities (Accounts and Reports) Regulations 2008 other than any requirement that the accounts give a 'true and fair' view which is not a matter considered as part of an examination.

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the accounts to be reached.

Signature



Date

30th March 2020

Brian Leveridge C.A.
Viewpoint, 44 Honey Park Road, Budleigh Salterton, EX9 6EG

**BUDLEIGH SALTERTON ARTS CENTRE AND MUSEUM (“THE FAIRLYNCH”)
AMENDMENTS TO THE CONSTITUTION – AGM 23RD SEPTEMBER 2020
(Approved changes are in red bold type)**

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>1. NAME The name of the Charitable Trust is Budleigh Salterton Arts Centre and Museum, known as Fairlynch Museum. (Charity No. 306636)</p> <p>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.</p> <p>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</p>	<p>1. NAME The name of the Charitable Trust is Budleigh Salterton Arts Centre and Museum, known as Fairlynch Museum. (Charity No. 306636)</p> <p>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.</p> <p>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</p>	

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>with the Charities Act 1993 sections 36 and 37.</p> <p>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.</p> <p>e) To set aside income as a reserve against future expenditure.</p> <p>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.</p> <p>g) To co-op to the Trustees Committee in order to obtain specific advice on a short term basis when necessary.</p> <p>h) To undertake any other lawful activity in fulfilment of the objects.</p> <p>4. MEMBERSHIP</p> <p>a) Membership is open to individuals over eighteen years on payment of a yearly subscription fee.</p> <p>b) The Membership secretary must keep a register of names and addresses of the members and this must be made available to any member upon request.</p> <p>c) The members shall generally be known as The Friends of Fairlynch.</p> <p>d) Each paid up member is entitled to a vote at the Annual General Meeting.</p>	<p>with the Charities Act 1993 sections 36 and 37.</p> <p>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.</p> <p>e) To set aside income as a reserve against future expenditure.</p> <p>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.</p> <p>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.</p> <p>h) To undertake any other lawful activity in fulfilment of the objects.</p> <p>4. MEMBERSHIP</p> <p>a) Membership is open to individuals over eighteen years on payment of a yearly subscription fee.</p> <p>b) The Membership Secretary must keep a register of the members.</p> <p>c) The members shall generally be known as The Friends of Fairlynch.</p> <p>d) Each paid up member is entitled to a vote at the Annual General Meeting.</p>	<p>Clarification of who may be co-opted and correction from Trustees Committee to Board of Trustees.</p> <p>As Members are only entitled to view their own data, in accordance with the Data Protection Act 2019, the second half of the para has been removed.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>5. TRUSTEES</p> <p>The main duties and responsibilities of the Fairlynch Museum Trustees are:</p> <p>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.</p> <p>b) To ensure compliance with charity law, with the Charity Commission as regulator, ensuring that achievements and Annual Reports and accounts, as required by law, are prepared annually.</p> <p>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.</p> <p>d) To comply with the requirements of any other legislation or regulators governing the activities of the Charity.</p> <p>e) To act with integrity, avoiding any conflicts of interest or misuse of the funds or assets.</p> <p>f) To make every effort to ensure the Charity is and will remain solvent.</p>	<p>5. TRUSTEES</p> <p>The main duties and responsibilities of the Fairlynch Museum Trustees are:</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>d) To comply with the requirements of any other legislation or regulators governing the activities of the Charity.</p> <p>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.</p> <p><u>Delete sub-para 5.f</u></p> <p><u>f)</u> Insert new sub-para 5.f: Insurance To ensure the purchase of all</p>	<p>Simplification and to avoid duplication.</p> <p>Text in red bold inserted from original para 12 for consolidation.</p> <p>Removed as a duplicate of responsibilities laid out in para 5.a</p> <p>Moved from original paras 12 & 13 for consolidation as part of Trustees' duties and</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>6. APPOINTMENT OF TRUSTEES</p> <p>a) All Trustees must have current membership of Fairlynch Museum.</p> <p>b) The number of Trustees shall be a minimum of 3 but shall not be subject to a maximum.</p> <p>c) The Trustees may appoint a person willing to act as a Trustee and also appoint Trustees to act as officers.</p> <p>d) The Friends of Fairlynch Museum (the Membership) elect the Trustees at the Annual General Meeting.</p>	<p>6. APPOINTMENT OF TRUSTEES</p> <p>a) All Trustees must have current membership of Fairlynch Museum.</p> <p>b) The number of Trustees shall be a minimum of three but shall not be subject to a maximum.</p> <p>c) The Friends of Fairlynch Museum (the Membership) shall elect the Trustees at the Annual General Meeting.</p> <p>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.</p> <p>e) <u>Insert new: The Board of Trustees shall appoint Officers.</u></p> <p>g) <u>Insert new sub-para 5.g:</u> To notify the Charity Commission promptly of any changes to the Charity's entry on the Central Register of Charities.</p>	<p>responsibilities</p> <p>Charity Commission requirement</p> <p>Grammatical correction</p> <p>Was 6.d – re-ordered for clarity; ‘shall’ inserted for clarification</p> <p>Was 6.c – re-ordered for clarity; “Board of” inserted to clarify that no Trustee alone can appoint another Trustee; “whose term of office expires at the next Annual General Meeting” inserted to ensure that the appointment of a Trustee cannot continue indefinitely (the intention being that the Trustee is elected in accordance with (new) 6.c. above).</p> <p>New para: extracted from 6.c and “shall” inserted to make it a requirement on Trustees.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>e) Each of the Trustees shall retire at the fourth Annual General meeting after their appointment but are eligible for re-election at that Annual General Meeting.</p> <p>f) To be elected as a Trustee at the Annual General Meeting the person must sign their willingness to be appointed and be proposed by a voting member prior to the meeting taking place.</p> <p>g) A Trustee may not be paid or receive any other benefit for being a Trustee.</p> <p>h) If in the interests of the Charity it is proposed that a Trustee should receive a benefit from the Charity they must declare their interest in the proposal, not participate in any discussion regarding the matter, not be counted in quorate and not vote on the proposal.</p>	<p><u>f) Replace with: Trustees shall be elected for a term of office of three years from the date of their election, but are eligible for re-election.</u></p> <p>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.</p> <p>h) A Trustee may not be paid or receive any other benefit for being a Trustee.</p> <p>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.</p>	<p>Reworded to clarify term of office.</p> <p>Grammatical correction</p> <p>Minor changes for clarification.</p>
<p>7. OFFICERS AND TRUSTEES</p> <p>a) The Charity and its property shall be managed by the Committee of Trustees comprising the Officers and other members elected in accordance with this constitution.</p> <p>b) The Charity shall have the following Officers: A Chair A Secretary</p>	<p>7. OFFICERS AND TRUSTEES</p> <p>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.</p> <p>b) The Charity shall have the following Officers, elected annually by the Membership at the Annual General Meeting:</p>	<p>Minor change for consistency.</p> <p>Inserted for clarification.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>An Honorary Treasurer</p> <p>c) A Trustee may not appoint anyone to act on his or her behalf at meetings of Trustees.</p> <p>8. FINANCE</p> <p>a) The Charity's financial year will end on 31st January in every year.</p> <p>b) An independent Financial Examiner shall be appointed at the Annual General Meeting to examine and report on the annual Accounts.</p> <p>c) The Trustees shall authorise its Officers to arrange payments on behalf of the Charity. The funds will be paid into current, deposit, building societies or investment accounts in the name of the Charity as the Trustees shall agree.</p> <p>d) Cheques over £100 shall be signed by two officers.</p> <p>9. MEETINGS</p> <p>A. Trustee Meetings</p>	<p>A Chair A Secretary An Honorary Treasurer</p> <p>c) A Trustee may not appoint anyone to act on his or her behalf at meetings of Trustees.</p> <p>8. FINANCE</p> <p>a) The Charity's financial year will end on 31st January in every year.</p> <p>b) <u><i>Insert new sub-para: The Treasurer must prepare accounts for each financial year as required by the Charity Commission and approved by the Trustees.</i></u></p> <p><u><i>Subsequent paras re-numbered</i></u></p> <p>c) An independent Financial Examiner shall be appointed at the Annual General Meeting to examine and report on the annual Accounts.</p> <p>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.</p> <p>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.</p> <p>9. MEETINGS</p> <p>A. Trustee Meetings</p>	<p>Inserted to be in compliance with Charity Commission requirements</p> <p>Existing para c) split into two and existing para d) incorporated into new para d). The limit of £100 is felt to be too low. "Cheques" to be replaced by "payments" as most banking is done on-line.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>a) The Trustees may regulate their proceedings as they see fit subject to the provisions of this constitution.</p> <p>b) Any Trustee may call a meeting of the Trustees.</p> <p>c) Minutes of the meeting and those present must be recorded, along with decisions made.</p> <p>d) Questions arising at a meeting must be decided by a majority of votes. The chair has the casting vote when necessary.</p> <p>e) Decisions can only be made if a quorum of 3 Trustees is present.</p> <p>B. General Meetings</p>	<p>a) The Trustees may regulate their proceedings as they see fit subject to the provisions of this constitution.</p> <p>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.</p> <p><u><i>Moved to para 12 below (Minutes)</i></u></p> <p><u><i>Subsequent paras re-numbered</i></u></p> <p>c) Questions arising at a meeting must be decided unanimously or by a majority of votes. The Chair has the casting vote when necessary.</p> <p>d) Decisions can only be made if a quorum of three Trustees is present.</p> <p><u><i>Sub-paragraphs in this section re-ordered to be logically consistent</i></u></p> <p>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.</p> <p>b) <u><i>Insert new para: 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</i></u></p>	<p>As Fairlynch has an established Board of Trustees that meets regularly, this para has been reworded and expanded to clarify how extraordinary meetings of Trustees may be called.</p> <p>Moved for consolidation.</p> <p>Insertion for clarification.</p> <p>Grammatical change</p> <p>Moved from 9.B.c)</p> <p>Inserted for consistency.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>a) The Annual General Meeting shall be held at a time and place determined by the Trustees. Written notice of the Agenda, the proposers and seconders of any Resolutions shall be given at least 14 days prior to the meeting.</p> <p>The Business of the Annual General Meeting shall be:</p> <ul style="list-style-type: none"> 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. <p>b) 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.</p>	<p>is an equality of votes. Proxy voting shall not be permitted.</p> <p>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.</p> <p>The Business of the Annual General Meeting shall be:</p> <ul style="list-style-type: none"> 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. <p>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.</p>	<p>Existing a) becomes c)</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>c) 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.</p> <p>d) 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.</p> <p>10. OTHER MEETINGS</p> <p>a) General Meetings A meeting, Chaired by a Trustee, and to include Representatives and Heads of Department, will be held quarterly to act as a forum for exchange of information between all attendees.</p> <p>b) Stewards meetings All stewards to be invited to attend meetings which will be held twice yearly to act as a forum for exchange of information.</p>	<p>[Moved to 9.B.a]</p> <p>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.</p> <p>10. OTHER MEETINGS</p> <p>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.</p> <p>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.</p>	<p>Update of Committee Name (and to avoid confusion with 9.B.) and composition.</p> <p>To encourage more frequent meetings.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>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,a and passed at a General Meeting by at least two-thirds of voting members present.</p> <p>12. INDEMNITY INSURANCE Indemnity insurance is purchased for Trustees against any liability for negligence, breach of duty or trust.</p> <p>Trustees must have acted in the best interests of the Charity and not in a fraudulent, dishonest, or wilfully reckless manner.</p> <p>13. GENERAL INSURANCE The Trustees must insure, to their full value, all the buildings of the Charity against fire and other risks.</p> <p>They must also insure in respect of public and employer's liability.</p> <p>14. ANNUAL REPORT AND RETURN AND ACCOUNTS a) The Trustees must keep minutes of all: i. Appointments of Officers and Trustees. ii. All meetings of the Charity and Trustee meetings.</p>	<p>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.</p> <p><i>[Moved to 5.f]</i></p> <p><i>[Moved to 5.f]</i></p> <p><i>[Renumbered as 12. and replaced with:]</i></p> <p>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</p>	<p>To reflect renumbering</p> <p>Considered to be more appropriate to sit under the duties and responsibilities of Trustees</p> <p>Considered to be more appropriate to sit under the duties and responsibilities of Trustees</p> <p>Amended to better reflect contents.</p> <p>Expanded for clarification of requirements</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>b) Records must be made for transmission to the Charity Commission annually</p> <ol style="list-style-type: none"> i. Accounting records for the Charity. ii. Annual statements of the accounts. iii. An annual report and annual return. <p>15. DISSOLUTION</p> <p>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.</p> <p>The Charity Commission must be informed.</p> <p>All the assets must be transferred to charities of the same or similar to the Charity.</p>	<p>Extraordinary General Meetings, recording elections of Trustees and Officers, and other meetings.</p> <p>c) Meetings of the Board of Trustees including:</p> <ol style="list-style-type: none"> 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. <p><u>[Moved to 5.g]</u></p> <p>13. DISSOLUTION</p> <p>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.</p> <p>The Charity Commission must be informed by the Board of Trustees.</p> <p>All the assets of the Charity must be transferred by the Trustees to a charity or charities having the same or similar</p>	<p>Sub-para 14.b simplified and moved to new sub-para 5.g.</p> <p>Inserted for clarification of who owns the duty.</p> <p>Updated in accordance with Charity Commission requirements.</p>

EXISTING CONSTITUTION WORDING	PROPOSED AMENDMENTS	EXPLANATION
<p>16. INTERPRETATION</p> <p>The decision of the Trustees upon any question of interpretation of this Constitution shall be final and binding on all Members of the Charity.</p>	<p>14. INTERPRETATION</p> <p>objects as the Charity.</p> <p>The decision of the Trustees upon any question of interpretation of this Constitution shall be final and binding on all Members of the Charity.</p>	

AMENDMENTS TO MEMBERSHIP CATEGORIES OF FRIENDS OF FAIRLYNCH MUSEUM

APPENDIX 6

[Approved additions/changes to existing membership categories in red]

	Membership Categories	Reasons for Addition/Change
1.	Honorary Membership	
	<p>Awarded at the discretion of the Board of Trustees to:</p> <ul style="list-style-type: none"> ○ Patrons ○ Presidents ○ Outstanding personal contribution and/or long-established contribution to the Fairlynch Museum <p>Honorary Member status is held for life</p> <p>Honorary Members enjoy all the rights and privileges of membership and are not required to pay membership subscription</p>	<p>In order to provide an opportunity for the Museum, through the Trustees, to recognise those individuals who have made outstanding contributions to the furtherance of the Museum's charitable objectives.</p>
2.	Annual Membership (individual or joint)	
	<ul style="list-style-type: none"> • Annual Membership status is held for one year • Membership fees as at 23/9/20: £15 Individual, £20 Joint (two adults at the same address) • The membership year runs from 1 February to 31 January and will apply to all members who join between 1 February and 31 October. The Membership year for those who join between 1 November and 31 January will be extended until the end of the following Membership Year. • Rights & Privileges of Membership: <ul style="list-style-type: none"> ○ Unlimited free entry to the Museum ○ Reduced entry fee to events, as determined by the Board of Trustees ○ Receive the Museum's magazine ○ Receive invitations to attend exclusive member events, including previews of exhibitions ○ Receive an invitation to the Museum's Annual General Meeting and any other General or Special Meetings, and have the right to vote at such ○ Access to research facilities 	<p>In order to allow new members who join after the close of the season to enjoy the full benefits of membership, including access to the Museum.</p> <p>Added following the re-introduction of entry fees for visitors.</p>
3.	Life Membership (Individual or Joint)	
	<ul style="list-style-type: none"> • Open to anyone who wishes to become a Friend of Fairlynch on payment of a one-off subscription • Life Member status is held for life; for Joint Membership, the surviving Member retains Life Membership status • Life Members enjoy all the rights and privileges of membership and are not required to pay further membership fees • Proposed Subscription: Individual: £300; Joint: £400 	<p>A new category of membership to allow those who do not wish to make their subscription annually the opportunity to pay a one-off subscription. The proposed subscription equates to 20 years of annual subscription fees at the current rate.</p>