

**ANGUS COUNCIL**

**ENVIRONMENTAL AND LEISURE SERVICES COMMITTEE – 16 OCTOBER 2003**

**THE FRIENDS OF BRECHIN TOWN HOUSE MUSEUM  
PROPOSED CONSTITUTION**

**REPORT BY THE DIRECTOR OF LEISURE SERVICES**

**ABSTRACT**

This report updates members of progress made towards the formation of a Friends organisation of Brechin Town House Museum and appends a draft constitution for approval.

**1. RECOMMENDATION**

It is recommended that the Committee notes the content of the report and approves the appended constitution.

**2. BACKGROUND**

The establishment of a "Friends" organisation was reported to the Policy and Resources Committee in October 2002 (Report 1280/02).

Discussions have been held with the "Friends" of Brechin Town House Museum, and a draft constitution has been produced.

This report brings that constitution before this committee for approval. The full constitution is appended.

**3. FINANCIAL IMPLICATIONS**

There are no financial implications arising from this report.

**4. HUMAN RIGHTS IMPLICATIONS**

There are no Human Rights implications associated with this report.

**5. CONSULTATION**

The Chief Executive, Director of Law and Administration and Director of Finance have been consulted in the preparation of this report.

**JOHN R ZIMNY  
DIRECTOR OF LEISURE SERVICES**

**BACKGROUND PAPERS**

**NOTE:** No background papers, as defined by Section 50D of the Local Government (Scotland) Act 1973 (other than any containing confidential or exempt information), were relied on to any material extent in preparing this report.

# Constitution of “*The Friends of Brechin Town House Museum,*”

## **Name**

1. The name shall be “The Friends of Brechin Town House Museum” hereinafter referred to as “The Friends”.

## **Objects**

2. The object of the Friends shall be the education of the public through the creation of a better understanding of and participation in the preservation of the historical, cultural and built heritage of Brechin and its environs. In furtherance thereof, but not otherwise, the Friends shall seek:
  - a) To encourage and assist members of the local community and other voluntary groups to value, display and enjoy historical and cultural artefacts relevant to the area by mounting displays, making presentations and undertaking research.
  - b) To develop skills and extend knowledge of topical problems as they relate to the recording of local history.
  - c) To raise awareness of the artefacts, skills and activities within the Old Town House **Museum**, Brechin.

## **Powers**

3. In furtherance of this object, but not otherwise, the Friends may:
  - a) Raise money and invite and receive contributions to be applied to the Friends project subject to clause 4.
  - b) Generally further the charitable purposes of the **F**riends.
  - c) Appoint delegates and representatives and subscribe to any other bodies with whom the Friends may be concerned.

- d) Engage in, support and co-ordinate research, publishing, education, advertising and other charitable work in furtherance of the said project.
  - e) Engage in any other lawful activities to promote the said project.
4. The Friends 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.

## **Membership**

5. There shall be four categories of membership;
- a) Individual
  - b) Family
  - c) Concession
  - d) Institutional/Corporate
6. Individual membership shall be open to anyone who has attained the age of 18.
7. Family membership shall be open to any family of one or two adults and any number of children under the age of 18 living at the same address. Where any of the following provisions of this constitution refers to a member, in relation to family membership the reference means each such parent.
8. Concessionary membership shall be open to anyone under the age of 18 or having achieved sixty years of age.
9. Institutional membership shall be open to any formally constituted Friends, society, school or college. Where any of the following provisions of this constitution refers to a member, in relation to institutional membership the reference means a person or persons nominated by an institutional member to act on its behalf.
10. The Committee may admit to corporate membership any company or business. Where any of the following provisions of this Constitution refers to a member, in relation to a corporate membership the reference means a person nominated by a corporate member to act on its behalf.

11. All applications for membership shall be made to the Secretary or other appropriate Officer of the Friends. The Committee may at their discretion exclude or remove from membership any person who for any reason is considered by the Committee to be unsuitable to be a member of the Friends. Any person so removed from membership shall have the right to appeal to the Committee against such removal and the Committee may in their absolute discretion and without giving their reasons accept or reject such appeal.

### **Committee – Membership**

12. The Committee shall consist of the following Honorary Officers and other Members:
  - a) A Chairman, who will be responsible for chairing all meetings of the Friends
  - b) A Vice-Chairman
  - c) A Secretary, who will be responsible for keeping minutes of all meetings of the Friends
  - d) A Treasurer
  - e) Not more than eight other Members.

(Any paid officer of the Friends may be invited to attend meetings and report to the Committee but may not be a Member of the Committee.)
13. Every Member of the Committee and the aforementioned Officers shall be elected at the Annual General Meeting (AGM). All Members of the Committee and the aforementioned Officers shall be eligible for re-election annually. The Chairman shall not serve continuously for more than six years in that capacity and may not be re-elected again as Chairman until after an interval of three years.
14. Every elected Member of the Committee must be a member of the Friends and for whom the current subscription has been paid.
15. The Cultural Services Manager or his/her nominee shall be invited to be in attendance at meetings.
16. The Committee may co-opt not more than three additional persons as observer Members of the Committee who shall have no vote in the Committee.

17. All Members of the Committee, except Co-opted observer Members, shall have one vote. In the event of a tie, the Chairman shall have a second or casting vote.

### **Committee – Powers and Duties**

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

- a) Subscribe to another organisation or body, and nominate any member of the Friends 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 Friends.

- c) Make, and from time to time vary, Rules of the Friends which are not inconsistent with the 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 comprising the Officers and up to two other Committee Members, to manage the day-to-day business of the Friends including routine expenditure. The Executive Committee may meet as often as necessary.

A quorum shall be three, one of whom must be an ordinary member. All decisions of the Executive Committee shall be reported to the Committee fully and promptly as soon as possible provided that the Executive Committee shall not spend any funds of the Friends otherwise than in accordance with a budget agreed by the Committee.

19. The Committee may remove any member who fails to attend four consecutive meetings of the Committee without giving acceptable apologies for their absence.

### **Subscriptions**

20. The rates of annual subscriptions for the different categories of membership of the Friends shall be such sums as may be set by vote at the AGM.

21. Annual subscriptions shall become due on the first day of April each year. Members whose subscriptions are not paid by the start of the AGM shall forfeit the right to vote. Members whose subscriptions are twelve months in arrears shall be automatically excluded from membership.

## **Finance**

22. All funds and assets in the possession of the Friends shall be held, paid out and applied as the Committee may direct in the furtherance of the objects of the Friends. Pending such direction all funds shall be held in a separate bank account (or accounts) in the name of the Friends with such bankers as the Committee may from time to time direct.
23. All cheques drawn on such bankers shall be signed by any two of the Chairman, Vice-Chairman, Secretary or Treasurer. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them.
24. The Committee may invest such funds as are not required to be immediately available for meeting the Friends' 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.
25. An auditor or auditors, who need not be members of the Friends, shall be appointed at the AGM provided that such auditor or auditors shall not be members of the Committee.

## **Meetings**

### **Annual General Meeting (AGM)**

26. The AGM of the Friends, of which not less than 21 days' notice shall be given to all Members by the Secretary, shall be held during the month of September each year.
27. The business of the AGM shall be:
  - a) To receive reports from the Chairman and officers.
  - b) To receive and approve the annual accounts and to appoint Auditors.
  - c) To elect the Officers and other Members of the Committee.

d) To consider any other business of which due notice has been given in writing to the Secretary not less than ten days before the date of the meeting.

### **Other General Meetings**

28. The Committee may at any time, and shall within 28 days of receiving a request in writing from any twenty members, convene a Special General Meeting. Not less than fourteen days' notice, specifying the business to be transacted shall be given by the Secretary to each member.

### **Committee Meetings**

29. Committee meetings shall be held at least three times each year or more frequently if the Committee deem it necessary.

### **Quorum**

30. A quorum shall consist:

a) At a General Meeting, of one tenth of the members.

b) At a Committee Meeting, of one third of the elected Members of the Committee, one of whom must be an ordinary member of the committee.

### **Chairman**

31. In the absence of the Chairman and the Vice-Chairman, those attending shall elect a Chairman for the meeting from among their number.

### **Notice of the Meeting**

32. Notice to Members shall be deemed sufficiently served if sent by ordinary post, or hand-delivered by an authorised member of the Friends, to the address of the member registered in the records of the Friends.

### **Amendments**

33. No alteration may be made to this Constitution except by and with the authority of a resolution passed by a majority of members, 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, 33, 34 or 35 without the prior consent in writing of the Inland Revenue Charities.

34. No alteration may be made to this Constitution that would cause the Friends to cease to be a charity in law.

### **Winding Up**

35. The Friends 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 this Constitution. In the event of the dissolution of the Friends, any assets remaining after the satisfaction of all debts and liabilities shall not be paid to or distributed among the members of the friends, but shall be transferred to a recognised charitable organisation(s) having objects similar to those of the friends, failing which any assets will be held in trust for charitable purposes only.

Adopted at the Friends of the Brechin Town House Museum Meeting dated .....

Signed by: - .....Chairperson

Signed by: - .....Vice Chairperson