

The Association of Friends of the Glynn Vivian Art Gallery Constitution

May 2024

NAME

The name of the Association shall be The Association of Friends of the Glynn Vivian Art Gallery (Cymdeithas Cyfeillion Oriol Gelfyddyd Glynn Vivian). It is herein referred to as 'The Association'. The Association office is in Wales.

OBJECTIVES

The Objective of the Association is the education of the public by furthering an appreciation of the fine and applied arts and in particular by promotion and support of the Glynn Vivian Art Gallery. The Association shall purchase or contribute to the purchase of objects to be added to the Gallery's collection and further it shall have the power to:

- a) generally further the purposes of the Gallery and encourage the development of the facilities.
- b) engage in, support and co-ordinate research, publishing, education, advertising and other charitable work for the furtherance of the above objectives.
- c) take other lawful action to promote the said objectives.
- d) appoint representatives and delegates to any other bodies with which the Association may be concerned.

MEMBERSHIP

Membership of the Association shall be open to individuals who indicate a desire to support the objectives of the Association, membership being secured by the payment of the appropriate subscription.

There shall in addition be a further class of members called Honorary Members who shall be nominated by the Management Committee and for whom payment of a subscription shall not be mandatory. The privileges and responsibilities of ordinary membership shall attach to Honorary Members.

Officers

The Officers of the Association shall consist of the following:

- i President
- ii Chair
- iii Vice Chair
- iv General Secretary
- v Treasurer
- vi Membership Secretary
- vii Events Secretary
- viii Media Secretary

All Officers shall be subject to election or re-election every year at the Annual General Meeting (AGM).

Entitlement to Vote

Each member of the Association present at such a meeting shall be entitled to vote at any General Meeting of the Association and shall be entitled to submit nominations as required by the Annual General Meeting for:

- i The election of Officers of the Association
- ii Representation on the Management Committee

In the case of equality of votes the Chair shall have a second or casting vote.

MANAGEMENT COMMITTEE

Powers and Duties

The Management Committee shall have the general direction of the funds and affairs of the Association, and in particular:

- i) It may pay the whole or any part of a reasonable out-of-pocket expense incurred by any member in or about the execution of his/her functions and duties on behalf of the Association
- ii) It may make, and from time to time vary the ordinance, not inconsistent with the Objectives.
- iii) It may fill casual vacancies in its membership from time to time.

Meetings of the Management Committee

Meetings shall be held in person or by suitable electronic means agreed by the committee and not less than four times in every year with a minimum six members (including two Officers) to form a quorum.

The Management Committee shall consist of the following Officers and members:

- i President
- ii Chair
- iii Vice-Chair
- iv General Secretary
- vi Treasurer
- vi Membership Secretary
- vii Events Secretary
- viii Media Secretary
- ix A maximum of ten ordinary members and
- x The Curator of the Glynn Vivian Art Gallery (or the Officer directly responsible for the Gallery) in an *ex officio* capacity.

Ordinary members of the Committee shall be elected at an Annual General Meeting. An ordinary member shall remain eligible for election to any post as an Officer of the Association. The Committee shall have the power to co-opt persons to serve as ordinary members for such purpose and such terms as shall be deemed necessary at the time.

FINANCE

Subscriptions

The amount of the annual membership subscription shall be such sum as shall be fixed by the Management Committee.

Accounts

All funds and assets in the possession of the Association shall be held, paid and applied as the Committee of Management may direct in furtherance of the objectives of the Association. Pending such direction, all funds shall be held in separate bank account(s) in the name of the Association, with such banking and investments as the Committee of Management may from time to time direct. Any transaction shall be authorised by the Treasurer and one other elected officer holding the position of:

- i Chair
- ii Vice-Chair
- iii General Secretary

TRUSTEES

A minimum of three Trustees shall be appointed from the Committee, to include the Chair, Vice Chair and Treasurer. Should the need arise the Trustees may delegate any of their powers or functions to the Management Committee. Any documentation is validly executed by signature if it is signed by at least two of the charity trustees.

The main duties of the Trustees shall be in accordance with the Charity Commission guidelines on the Role and Responsibilities of Trustees, summarised as follows:

- i) to ensure the Association is carrying out its purposes for the public benefit.
- ii) Comply with the law.
- ii) Act in the best interests of the Association.
- iii) Manage the resources responsibly.
- iv) Act with reasonable care and skill to ensure the Association is accountable.

ANNUAL GENERAL MEETING (AGM)

At least twenty-one day's notice shall be given to all members.

The business of the AGM shall be to receive and adopt by voting the Annual Report and Accounts from the Management Committee, the appointment of Auditors and the consideration of any proposal of which due notice has been given. The business shall also include the election of Officers and as many members of the Management Committee as may be required, all of whom shall be nominated, seconded and voted for as individuals. Twenty members shall be deemed a quorum of the AGM. All papers and notices will be sent to members electronically. If a member wishes to receive the papers by post they must notify the Committee at least two months in advance.

SPECIAL GENERAL MEETING

Within fourteen days of receiving a request in writing from any ten members, the Committee shall summon a Special General Meeting of which not less than fourteen days notice shall be given to all members, specifying the business to be transacted. The quorum for a Special General Meeting shall be twenty members.

ALTERATIONS TO THE CONSTITUTION

Amendments should be put in writing to the Management Committee. Any proposed alterations should be sent out 28 days prior to an AGM or Special General Meeting, at which they shall be voted on and approved.

VOLUNTARY WINDING UP OR DISSOLUTION

The Association may be dissolved by resolution of its members at a general meeting of which not less than 14 days notice has been given to those eligible to attend and vote. Subject to payment of the Associations debts, the charity trustees in consultation with the Management Committee must decide how any remaining assets of the Association shall be applied. The remaining assets must be allocated to charitable organisations sharing all or some of the Objective of the Association. Members of the Association shall have no liability to contribute to the assets if the Association is wound up. The Association must observe the requirements of the Dissolution Regulations in applying to the Charities Commission for it to be removed from the Register of Charities.

REGISTERED CHARITY NO. 516492