

# CONSTITUTION OF: Southam Heritage Collection

## 1. NAME

The name of the group shall be 'Southam Heritage Collection' ('the Group')

## 2. BACKGROUND

Southam Heritage Collection was started and initially maintained by the late Mr Jack Cardall and his late wife Mrs Irene Cardall. It has subsequently been supplemented by donations of items relating to Southam's past. Ownership of the Collection was passed from the Cardall family to The Friends of the Cardall Collection (now renamed The Southam Heritage Collection) and is managed by a group of Trustees and a Management Committee.

## 3. OBJECTS

To advance the education of the public in the history of Southam and the surrounding area by carrying forward the work of the Cardall family in assembling items associated with the history of Southam and the surrounding area, maintaining those items and making them accessible to the wider community.

## 4. POWERS

The Group will fulfil the Objects by:

- Liaising with relevant bodies to establish and maintain a suitable long-term home for the Collection. Where appropriate the Group shall have the power to rent, purchase or lease suitable accommodation for the Collection.
- Raising awareness of the Collection.
- Working to establish best practice in cataloguing, conserving and enhancing the Collection.
- Raising funds to finance the work of the Group.
- Promoting the Collection and the work of the group through exhibitions, meetings, events and other appropriate activities.
- Employing or commissioning external expertise if required.
- Working with local educational establishments to encourage their active engagement with the Collection.
- Working with similar groups and exchanging information.

## 5. MEMBERSHIP

- a) Membership of the Southam Heritage Collection shall be open to anyone who is interested in helping the Group to achieve its aim and who pays the annual membership subscription.

- b) The Committee will maintain a list of members.
- c) Every member shall have one vote at the Annual General Meeting.
- d) The Committee shall have the power to refuse, suspend or terminate membership where it considers such membership is or would be detrimental to the aims or activities of the Group. In such cases, the Committee shall provide reasons for its decision and allow an opportunity for an appeal to the Committee before a final decision is made.
- e) A member of the Group may resign his/her membership by giving written notice to the secretary.

## 6. SUBSCRIPTIONS

- a) The rates of subscription for membership of the Group shall be decided by the Committee.
- b) Annual subscriptions shall become due on the first day of October. Membership shall be deemed to have ceased when subscriptions due on 1<sup>st</sup> October have not been received by 31<sup>st</sup> December of that year.

## 7. TRUSTEES

- a) Overall management of the Collection will be by a group of not less than 3 and not more than 6 Trustees.
- b) Trustees, who are required to be fully paid-up members of the Collection, will be appointed for a renewable period of 3 years.
- c) Trustees may also be members of the Management Committee who will be responsible for day to day management of the Collection.
- d) Trustees shall meet at least two (2) times per year with three Trustees to make a quorum. Trustees will be notified by email or letter two weeks in advance of the meeting date.
- e) Trustees shall appoint one of their member to chair their meetings, who will have a casting vote.
- f) Any Trustee who is absent from all meetings during any calendar year, or who is adjudged bankrupt, or who is incapacitated from acting or communicates in writing to the Trustees a wish to resign shall cease thereupon to be a Trustee.
- g) Additional or replacement Trustees up to the maximum number may be co-opted at any meeting of the Trustees.
- h) The initial Trustees shall be:
  - Bernard Cadogan
  - Robert Cardall



- Linda Doyle
- Jenny Frith
- Helen Morris
- Rowan Parker

## 8. MANAGEMENT

- a) The Southam Heritage Collection shall be administered by a Committee of not less than six (6) and not more than ten (10) members elected at the Group's Annual General Meeting. Committee members must be at least 18 years old.
- b) Nominations for the Committee shall be sent to the Secretary at least 7 days prior to the AGM and if more than 10 nominations are made a ballot will be held at the AGM and counted by an independent teller.
- c) The Officers of the Committee shall be:
 

The Chairman  
The Treasurer  
The Secretary

and such other Officers as the Group shall deem necessary at the AGM.
- d) The Committee shall elect the Officers among their number prior to or at the first meeting following the AGM.
- e) The Committee shall have the power to set up sub-groups and working parties that will be accountable to the Committee.
- f) Each sub-group will be represented by a member of the Committee.

## 9. FINANCE

- a) Any money obtained by the Group shall be used only for the Group.
- b) Any bank accounts opened for the Group shall be in the name of the Group or as agreed by the Trustees.
- c) At least two of any three nominated signatories who shall not be related to one another shall sign any cheque issued.
- d) Internet banking transactions shall be the responsibility of the Treasurer with prior agreement by another cheque signatory.
- e) The accounts shall be examined annually prior to the Annual General Meeting by a suitable person.

## 10. COMMITTEE MEETINGS

- a) The Committee shall meet at least four (4) times each year.



- b) The quorum for the meeting shall be three (3) or 50% of the Committee members, whichever is the greater.
- c) Voting at Committee meetings shall be by show of hands on a majority basis. If there is a tied vote the Chairman shall have a casting vote.
- d) The Committee shall be accountable to the members at all times.
- e) All meetings must be minuted and the minutes made available to any interested party.
- f) All Committee members shall be given at least seven (7) days' notice of a meeting unless it is deemed an emergency meeting.

#### 11. ANNUAL GENERAL MEETING

The Committee shall call an Annual General Meeting to take place between 1st September and 31<sup>st</sup> December every year.

- a) Members shall be notified by email, and by advertising the Meeting on one or more Public Notice Boards in Southam and giving at least 14 days' notice.
- b) The business of the AGM shall include:
  - Receiving a report from the Chairman on the Group's activities over the year.
  - Receiving a report and presentation of the last financial year's accounts from the Treasurer on the finances of the group.
  - Electing a new Committee and considering any other matter as may be appropriate at such a meeting.
- c) The Chairman shall normally chair the AGM and have a casting vote.
- d) The AGM must be minuted and the minutes made available to any interested party.
- e) The quorum for an AGM shall be eight (8) members.

#### 12. OTHER GENERAL MEETINGS

The Committee may at any time, and within 28 days of receiving a request in writing from any 6 members, convene a Special General Meeting. Members shall be notified by email, otherwise notice will be deemed served by advertising the Meeting on one or more Public Notice Boards in Southam and giving at least 14 days' notice. Provisions 11c, 11d and 11e will apply.

#### 13. ALTERATION OF THE CONSTITUTION

- a) Proposals for amendment to this Constitution or dissolution (see Clause 14) must be delivered to the Secretary in writing. The Secretary in conjunction with all other Officers shall then decide on the date of an Extraordinary General Meeting to discuss such proposals, giving at least four (4) weeks clear notice.

- b) Where possible members shall be notified personally, otherwise notice will be deemed served by advertising the Meeting on one or more Public Notice Boards in Southam.
- c) Any changes to the Constitution or proposals for dissolution must be agreed by at least two thirds of those members present and voting at any general meeting. Provisions 11c, 11d and 11e will apply.

#### 14. DISSOLUTION

- a) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.
- b) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.
- c) The trustees must apply any remaining property or money:-
  - i. directly for the Objects;
  - ii. by transfer to any charity or charities for purposes the same as or similar to the charity;
  - iii. in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- d) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (i) - (iii) inclusive in sub-clause (c) above.
- e) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).
- f) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

#### 15. ADOPTION OF THE CONSTITUTION

This Constitution was amended by the members present at the EGM held on

..... May 10<sup>th</sup> 2017 .....

Signed ..... (Chairman)

..... (Secretary)