

# **SOUTH WESTERN FEDERATION OF MUSEUMS AND ART GALLERIES**

## **Standing orders, rules and regulations**

### **1. Introduction**

This document should be read in conjunction with the Memorandum and Articles of Association of the South Western Federation of Museums and Art Galleries (the 'Charity'). It sets out the day to day proceedings for the conduct of business and the administration of the charity.

Paragraphs (5.3), (5.4) and (5.5) of the Articles of Association of the South Western Federation of Museums and Art Galleries give power to the Trustees

- a) "To make standing orders consistent with the Memorandum, the Articles and the Companies Act to govern proceedings at general meetings and to prescribe a form of proxy.
- b) "To make rules consistent with the Memorandum, the Articles and the Companies Act to govern their proceedings and proceedings of Committees" and
- c) "To make regulations consistent with the Memorandum, the Articles and the Companies Act to govern the administration of the Charity."

### **2. Purpose – Memorandum 3**

The Charity exists to promote, represent and support the work of the museum community in the South West.

The Charity cannot act in the capacity of a trade union on behalf of its members.

### **3. Membership – Article 1**

#### **3.1. Eligibility**

Membership shall be open to institutions conforming to the Museums Association definition of a museum within the historic counties of Bristol, Cornwall, Devon, Dorset, Gloucestershire, Somerset and Wiltshire; and the Isles of Scilly and the Channel Islands.

Membership shall also be open to individuals and organisations who subscribe to the purposes of the Charity.

#### **3.2. Termination**

Membership of the Charity is terminated if the member concerned:

- ❖ Resigns
- ❖ Dies or (in the case of an organisation) ceases to exist
- ❖ Is in arrears in payment of subscriptions

- ❖ Is deemed to have brought the Charity into disrepute or violated any recognised code of professional conduct

### 3.3. Subscriptions

The annual subscription is set by the Trustees and will be due on 1<sup>st</sup> April each year. Members joining after 1<sup>st</sup> January will be deemed to be paid up members until the end of March the following year. Payment by Direct Debit is preferred.

### 3.4. Honorary Life Membership

By the agreement of the AGM, Honorary Life Membership may be offered to individuals who have given outstanding service to either the Charity or museums and art galleries in general. Honorary life members shall have the same entitlements as individual members; to be considered annually in advance of the Annual General Meeting.

## 4. Meetings

The Charity shall meet informally at least twice a year.

### 4.1. General Meetings – Article 2.

The first meeting of the financial year shall also be the occasion of the Annual General Meeting. Notice of the AGM and its business shall be given to members at least 21 days in advance.

An Extraordinary General meeting may be called by written request to the Company Secretary by at least ten paid up members. Such a meeting should then be held within 28 days of any such request being received, members receiving at least 21 days' notice of the meeting.

The Company Secretary is responsible for the administration of General Meetings, including the agenda, nominations, voting papers and proxy forms.

### 4.2. Quorum

A quorum at either an AGM or an EGM shall constitute ten members or ten per cent (10%) of the current paid up membership, whichever is greater.

### 4.3. Voting

Voting shall be by a show of hands except by secret ballot where the Chair determines one or a majority of voting members request one.

Institutional members of the Charity are only entitled to one vote in the event of an election or ballot, no matter how many members of their staff are attending the AGM or any meeting deemed to be an EGM.

Individual members are each entitled to one vote.

Voting can be in person or by proxy. Proxy forms will be distributed with the notice of the meeting.

Proxy voting will follow the procedure set out in sections 2.1 and 2.2 of the Articles.

#### 4.4. Annual General Meeting

The meeting will receive the annual report of the Trustees and the audited accounts for the previous financial year from the Treasurer.

It shall elect the Trustees of the Charity.

Nominations for all Trustees should be made in writing to the Company Secretary, to be received at least 14 days prior to the meeting. In the event of more than one nomination being received, a vote will be held.

If insufficient nominations have been received prior to the meeting, nominations can be taken from the floor at the meeting.

Nominations must be proposed and seconded. Nominee, proposer and seconder must be paid up members of the Charity (individual or the authorised representative of an institution).

Regional representatives must be proposed and seconded by members of their sub-region.

An Honorary Auditor will be appointed at the AGM.

### 5. The Board – Article 3

The Board consists of the Trustees of the Charity. It will meet at least four times a year. The first Board meeting after the AGM will include induction for new Trustees and a review of responsibilities. A quorum will be three or one third of its members, whichever is the greater, at least one of whom must be the Chair, Vice-Chair or Treasurer.

#### 5.1. Trustees

There will be no more than 20 Trustees

The elected officers of the Charity:

- Chair
- Vice-chair
- Treasurer
- Minutes Secretary
- Meetings Secretary
- Communications Officer

Such other officer as may from time to time be necessary, eg  
Membership Secretary, Training Officer  
The sub-regional representatives

All Trustee positions may be filled by a Job-Share of two or more members

The Board shall invite representatives from MLA South West and the South West Museums Hub to attend board meetings as non-voting observers.

The Board may also invite representatives from other relevant organisations, for example Museums Association, English Heritage, AIM, the National Trust, to attend as non-voting observers from time to time.

#### 5.2. Company Directors

The Trustees shall appoint, from their number, a Company Secretary and three Company Directors at the first meeting of the Board following an AGM.

#### 5.3. Term of office

All Trustees are re-elected annually. They can serve for a maximum of three terms of office, if re-elected at the AGM (article 3.4). A term of office is from one AGM to the next (eg a year).

If a member ceases to be a Trustee, they will no longer be eligible to be a Director of the Company.

A Trustee's term of office automatically terminates in the circumstances described in 3.6 of the Articles.

Trustees who are no longer active within the sector in the South West should consider resigning from the Board.

#### 5.4. Casual Vacancies

The Board may fill casual vacancies that may arise during the year by co-opting any individual who is qualified to be a trustee. Such members have full voting rights on the Board, but hold office only until the next AGM, when they will be eligible for election.

#### 5.5. Regional Representatives

These are: one representative from each of the historic counties of Bristol, Cornwall (including the Isles of Scilly), Devon, Dorset, Gloucestershire, Somerset and Wiltshire and a representative from the Unitary Authorities of Bath & North East Somerset and South Gloucestershire, and a representative of the Channel Islands.

#### 5.6 Decision Making

The decisions of the Board shall be recorded by the Minutes Secretary, or in their absence a nominated Trustee, and circulated within 28 days of the meeting or at least 14 days in advance of the next meeting, whichever is sooner.

Where urgent decisions have to be made in advance of a Board meeting, these may be done by agreement of any three Trustees at least one of whom must be the Chair, Vice-Chair or Treasurer, after consultation with as many Trustees as possible. Such decisions must be reported at the next Board meeting.

5.7. The Charity will obtain third party insurance and review this annually.

## **6. Partnerships**

The Charity may enter into partnerships with, or delegate functions to other groups or organisations for mutual benefit. This may include a written agreement.

Where the board delegates any of its functions to committees, this will be in accordance with paragraph 5.2 of the Articles.

## **7. Representatives**

It is the responsibility of the Board to nominate members to outside bodies when invited and to seek representation as appropriate. Such bodies may include the MLA South West.

The Board will confirm these appointments on an annual basis and record its decisions in the annual report.

The Charity may appoint a Patron, President or Vice-Presidents to act as ambassadors and advocates on its behalf, in accordance with Article 2.8; each appointment shall be for a maximum of five years.

## **8. Finances**

### **8.1 Bank Accounts**

The Board will hold a suitable bank account or accounts for the deposit and management of funds; the choice of bank will be determined with reference to the following factors: financial benefits, location, customer services.

Cheques and bank instructions, including those transacted electronically, must be authorised by any two of the Treasurer, Chair and Minutes Secretary, except in the circumstances described in the following paragraph.

The Treasurer has the right to transfer money between the current and deposit accounts in order to maximise interest earning ability and to ensure there are sufficient funds in the current account to pay immediate bills.

The charity will obtain three competitive quotes for items or services over £1000.

### **8.2. Accounts & Annual Returns**

The Treasurer will keep proper accounts of the Charity's finances, including budget forecasts, and will present a written report to each Board meeting.

The Treasurer and Company Secretary will, between them, ensure that the Trustees comply with their obligations under the Charities Act 1993 and Companies Act with regard to:

- a) the keeping of accounting records;
- b) the preparation of annual statements of account;
- c) the auditing or independent examination of the statements of account;

- d) the transmission of the statements of account to the Charity Commission and Companies House;
- e) the preparation of an annual return and its transmission to the Charity Commission and Companies House.

An auditor or independent examiner will be appointed at the AGM.

### 8.3. Expenses

The Charity may pay reasonable out of pocket expenses to Trustees, and others acting on its behalf, who are unable to claim reimbursement from their employing body or other organisation, if agreed in advance with the Chair and Treasurer; this would not normally include Board or General meetings.

Payment will be made only on presentation of receipts or other proof of expenditure.

### 8.4 Committee Accounts

Committees of the Charity may open and operate their own bank accounts. These accounts are not allowed to run at a deficit. The Committee is responsible for making a report to the Charity's Treasurer twice a year and submitting the accounts for audit and presentation of the Charity's annual statement of account.

## 9. Employees & Consultants

The Board will be responsible for determining the terms of contract, work programmes and rates of remuneration of any employee or consultant engaged on behalf of the Charity.

The Chair will act as the line-manager or client officer for any employee or consultant; in their absence the Vice-chair, or other nominated Trustee, shall deputise.

## 10. Adoption and Review

These rules were adopted by the Board on .....

They will be reviewed annually at the first meeting of the Board after the AGM.

Signed (Chair)

Date