

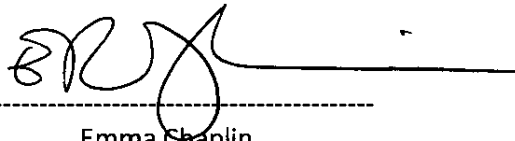
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COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
of  
ASSOCIATION OF INDEPENDENT MUSEUMS

Amended on 21 June 2018



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Emma Chaplin  
Director and Company Secretary



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COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION  
of  
ASSOCIATION OF INDEPENDENT MUSEUMS

1. The name of the Company (hereinafter called “the Association”) is “Association of Independent Museums.”
2. The registered office of the Association will be situated in England.
3. The objects for which the association is established are:
  - a) to promote the advancement of the educational and cultural facilities for the public benefit throughout the United Kingdom, the Republic of Ireland, the Channel Islands and the Isle of Man provided by museums and art galleries which are not, or which have a board of trustees or other policy making executive body which is not, directly controlled by, or the direct responsibility of, any central government department or local or regional authority or similar political sub-division;
  - b) by any means whatsoever to promote the advancement of public knowledge and appreciation of museums and art galleries by providing, improving or preserving or assisting in the provision, improvement or preservation of, museums and art galleries to be enjoyed by the public;
  - c) to carry out or pursue such other purposes for the benefit of the community as shall be exclusively charitable.
4. In furtherance of the above objects but not further or otherwise the Association shall have the following powers:
  - a) to print and publish any newspapers, periodicals, books, articles or leaflets;
  - b) to purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges anywhere in the world, and to construct, maintain and alter buildings or other erections;
  - c) to sell, manage, let or mortgage, dispose of or turn to account all or any of the property or other assets of the Association subject to such consents as may be required by law;
  - d) to execute and do all such other instruments, acts and things as may be requisite for the efficient management, development and administration of the said property or other assets;
  - e) to borrow or raise money for the objects of the Association on such terms and on such security as may be thought fit subject to such consents as may be required by law;
  - f) to take and accept any gift of money, property or other assets whether subject to any special trust or not for the objects of the Association;
  - g) to raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Association shall not undertake any permanent trading activities in raising funds for the charitable objects aforesaid;

- h) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts;
- i) to invest in its own name or in the name of nominees moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- j) to delegate upon such terms and with such remuneration as the Association shall think fit to professional investment managers ("the Managers") the exercise of the power contained in the foregoing sub-clause (i) Provided Always that:
  - (i) *the Managers shall be persons who are entitled to carry on investment business under the provisions of the Financial Services Act 1986 or any statutory modification or re-enactment of the same;*
  - (ii) the Association shall authorise the Managers to exercise such delegated power as aforesaid only within clear investment policy guidelines laid down from time to time by the Association and the Association shall use its best endeavours to ensure that those guidelines are observed;
  - (iii) the Managers shall be under a duty to report promptly to the Association any exercise of the power delegated as aforesaid and to report all transactions at least within 14 days and to report on performance of any investments managed by them at least every 3 months;
  - (iv) the Association shall at all times be free forthwith to review alter or determine such delegation and the terms thereof;
  - (v) the Association shall review such delegation at intervals not (in the absence of special reasons) exceeding 12 months but so that any failure by the Association to undertake such review within the said period of 12 months shall not invalidate the delegation;
- k) to subscribe for, take or otherwise acquire and hold shares, stock, debentures or other securities of or interests in any company or undertaking established with the intention of directly benefiting the Association provided always that appropriate professional advice shall have been sought before making such subscription or acquisition;
- l) to make any donations in cash or assets or establish or support or aid in the establishment or support of or constitute or lend money (with or without security) to or for any exclusively charitable trusts, associations or institutions;
- m) to undertake and execute charitable trusts;
- n) to engage and pay upon such reasonable and proper terms as may be thought fit any person or persons not being directors whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association;
- o) subject to the provisions of clause 5 to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their spouses and dependants;
- p) to amalgamate with any companies, institutions, societies or associations which shall be charitable by law and have objects altogether or mainly similar to those of the Association and prohibit payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of Members of the Association by this Memorandum of Association;

- q) to pay out of funds of the Association the costs charges and expenses of and incidental to the formation and registration of the Association;
- r) to do all such other lawful things as will further the attainment of the objects of the Association or any of them

Provided that:

- (i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (ii) the Association's objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of the Association shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as the members of Council would have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such members of Council, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated;
- (iv) section 310 (3) of the Companies Act 1985 is excluded in relation to the provisions hereof.

5. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Association. No member of the Council or any committee appointed by it shall be appointed to any salaried office of the Association or to any office of the Association paid by fees, or receive any remuneration or other benefit in money or money's worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:-

- (a) of reasonable and proper remuneration to any Member, employee, servant or consultant of the Association (not being a member of the Council) for any services rendered to the Association and of reasonable and proper travelling, conference and study expenses necessarily incurred in carrying out the duties of any such Member, employee, servant or consultant of the Association;
- (b) of interest on money lent by any Member of the Association at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any Member of the by any Association or member of the Council;
- (d) of reasonable and proper out-of-pocket expenses incurred in the service of the Association by any member of the Council or of a committee of the Council;

- (e) to any company of which a Member of the Association or a member of the Council shall be a member holding more than one hundredth part of the issued share capital of such company;
- (f) to any member of the Council who is a Solicitor, Accountant or other person engaged in a profession of all reasonable professional and other charges for work done by him or his firm when instructed by the other members of the Council to act in that capacity on behalf of the Association provided that:
  - (i) he shall be absent from all meetings at which the employment and remuneration of such a firm or company are discussed during the relevant discussion;
  - (ii) he shall not vote on any resolution relating to the employment or remuneration of such firm or company;
  - (iii) the other members of the Council are satisfied that the employment of the firm or company in question is both necessary and expedient in the interests of the Association;
- (g) of any premium in respect of the purchase and maintenance of indemnity insurance in respect of liability for any act or default of the members of the Council (or any of them) in relation to the Association provided that such insurance shall not extend to indemnification against liability for wilful or criminal wrongdoing or default.

Nothing in this clause contained shall preclude any Member of the Association from receiving gratis from the Association any information or advice printed or written and any letter, circular, pamphlet or periodical published by the Association.

- 6. The liability of the Members is limited.
- 7. Every Member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1 per Member.
- 8. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other charitable body or bodies having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof, such body or bodies to be determined by the Members of the Association at or before the time of dissolution, or in default thereof by the members of the Council and if and so far as effect cannot be given to such provision, then to some charitable purpose or purposes.

We, the several persons, whose names and addresses are subscribed, being duly authorised, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names Addresses and Descriptions of Subscribers

Names and Addresses of Subscribers

Name	David Sekers	Gladstone Pottery Museum, Longton, Stoke on Trent (Charitable Trust)
Address	Gladstone Pottery Museum, Longton, Stoke on Trent	
Occupation	Museum Director	
Name	J.A. Bryant	The Bass Museum c/o Bass Production, High Street, Burton upon Trent, Staffs (Company Museum)
Address	1 Byrkly Cottages, Rangemore Burton upon Trent, Staffs	
Occupation	Museum Curator	
Name	Alan R. Griffin	Lound Hall Mining Museum, Bottamsell, Retford, Notts. (Nationalised Industry Museum)
Address	1 Nightingale Avenue, Pleasley, Mansfield, Notts.	
Occupation	Industrial Relations Officer	
Name	Christopher S.H. Zeuner	Weald & Downland Open Air Museum Singleton, Chichister, Sussex. (Charitable Company)
Address	Gonville Cottage, Singleton, Chichister, Sussex.	
Occupation	Museum Director	
Name	Neil Cossons	Ironbridge Gorge Museum Trust Limited Ironbridge, Telford Salop TF8 7PW (Charitable Company)
Address	South View Church Mill, Ironbridge, Telford, Salop TF8 7PW	
Occupation	Museum Director	
Name	Michael S. Ware	National Motor Museum, Beaulieu, Hants, SO4 7ZN (Charitable Trust)
Address	Schireburn, Beaulieu, Hants SO4 TYL	
Occupation	Museum Director	

Names Addresses and Descriptions of Subscribers

Name            Mary E. Burkett  
Address        Demavend,  
                  Bowness-on-Windemere  
                  Cumbria  
Occupation     Museum & Gallery Director

Names and Addresses of Subscribers

Abbot Hall Art Gallery,  
Lake District Art Gallery Trust  
(Charitable Trust)

Dated the 21<sup>st</sup> day of December 1977

Witness to the above signatures:-

A.C. Surtees,  
Kempson House,  
Camomile Street,  
London EC3A 7AN.

Solicitor.

COMPANIES ACT 1985  
A COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION  
OF  
ASSOCIATION OF INDEPENDENT MUSEUMS

GENERAL

- 1.(A) In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

<u>Words</u>	<u>Meanings</u>
the Act	The Companies Act 1985 as amended by the Companies Act 1989 and as further modified by statute or re-enactment from time to time
these Articles	These Articles of Association and the regulations of the Association from time to time in force
the Association	The above name company, "Association of Independent Museums."
Category "A" Members	Those members of the Association who are deemed to be Category "A" Members in accordance with Article 2(C)(i)
Category "B" Members	Those members of the Association who are deemed to be Category "B" Members in accordance with Article 2(C)(ii)
the Council	The committee of management for the time being of the Association for the purposes of the Act
Honorary Members	Those members of the Association who are deemed to be Honorary Members in accordance with Article 11
In Writing	Written, printed or lithographed, or partly another, and other modes of representing or reproducing words in a visible form
Members	means Category "A" Members, Category "B" Members and Honorary Members together
the Memorandum	The Memorandum of Association of the Association
Month	Calendar Month
the Office	The registered office of the Association



Museums and Galleries all museums, art galleries, and other heritage organisations that preserve And interpret heritage assets for the benefit of the public

*Addition to Paragraph 1, agreed by a resolution at the AGM on 14<sup>th</sup> June 2012-07-25*

the Officers the Officers of the Association as set out in Article 44(B) elected in accordance with Articles 68 to 71

the Seal The Common Seal of the Association

the Secretary The Secretary for the time being of the Association whether Honorary or not

the United Kingdom Great Britain and Northern Ireland the Channel Islands and the Isle of Man

Unless the context otherwise requires:

- (B) Words importing the singular number only shall include the plural number, and vice versa.
- (C) Words importing the masculine gender only shall include the feminine gender and the neuter gender.
- (D) Words importing persons shall include corporations and unincorporated associations.
- (E) Subject as aforesaid, any words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles became binding on the Association.

#### **MEMBERS**

- 2. (A) Membership of the Association shall be open to any person or body of persons (whether corporate or not corporate) who or which supports the objects of the Association and who or which is approved by the Council for membership.
- (B) In the case of any body of persons which is an unincorporated association membership of the Association shall be constituted by the membership of a duly authorised representative (or two joint representatives) of such unincorporated association, and where the context permits references to "a Member" in these Articles shall be deemed to include references to such representative Members.
- (C) The membership of the Association shall consist of:-
  - (i) Category "A" Members who shall be museums or art galleries which are not, or which have a board of trustees or other policy making executive body which is not, directly controlled by, or the direct responsibility of, any central government department or local or regional authority or similar political sub-division;
  - (ii) Category "B" Members who shall be any museums or art galleries not falling within Category "A" above and any other persons, or bodies of persons whether corporate or not corporate who support the aims of the Association as set out in the Memorandum.
- (D) (i) The Council shall be responsible for determining which category of membership shall be open to any prospective member, and the decision of the Council on all matters relating to the placing of Members in one or other category of membership shall be final.

- (ii) The Council shall inform any prospective member of the category of membership open to such member. The Council may at any time resolve that an existing Member should be transferred from one category to another if such Member becomes eligible for another category or ceases to be eligible for the category in which such Member is listed.
3. Subject to the provisions of Article 7 the subscribers to the Memorandum and such other persons as the Council shall from time to time admit to membership in accordance with the provisions hereinafter contained shall be Members of the Association.
4. The Association is established for the purposes expressed in the Memorandum.
5. Paragraph 5 deleted by a resolution at the AGM on 14<sup>th</sup> June 2012
6. No persons shall be elected Members of the Association without the prior approval of the Council and the Council shall have absolute discretion, without giving any reason, to elect or refuse to elect Members. Where any person desires to be admitted to membership of the Association he must first sign and deliver to the Secretary an application for membership and an undertaking to abide by the Memorandum and Articles of the Association framed in such terms as the Council shall require, together with, in the case of a person or persons representing an unincorporated association, the written nomination of the governing body of such unincorporated association. The provisions of sections 352 of the Act shall be observed by the Association.
7. (A) A Member may terminate its membership of the Association by giving to the Council six months notice in writing to that effect in such form as the Council shall require.
- (B) Membership may be terminated at the discretion of the Council by summary notice in writing given by the Council if:-
- (i) in the case of a corporate Member upon its liquidation or the appointment of a receiver; or
- (ii) a Member ceases in the opinion of the Council to be eligible for membership of the Association; or
- (iii) a Member acts in a way which in the opinion of the Council is detrimental to the objects of the Association or which brings the Association into disrepute.
- (C) Without prejudice to paragraphs (A) and (B) of this Article the Association shall be entitled by special resolution to terminate the membership of any Member. If such a special resolution is passed the Council shall forthwith send a copy of the same to the Member named therein, and shall enter the particulars of the termination of membership in the register of Members.
- (D) Members ceasing to be Members shall not be entitled to a return of any money paid by them to the Association by way of subscription.
8. (A) An unincorporated organisation which shall have nominated any representative Member may from time to time revoke the nomination of such person and (subject to the consent of the Council) nominate another person as its representative Member in his place and shall forthwith send a notice of such revocation and nomination to the Council. Upon receipt by the Council of any such notice the representative Member shall ipso facto cease to act or be entitled to act or be recognised as the representative Member of such unincorporated association, and any person nominated shall, if duly approved by the Council, be and become a representative Member in the place of the person whose nomination has been revoked as aforesaid.
- (B) All nominations and revocations mentioned in paragraph (A) of this Article shall be in writing signed by the Secretary or other authorised officer of the unincorporated association which has a representative Member. Each such representative Member shall give to the Council in writing such information

about himself as a nominated representative Member as the Council shall reasonably require.

9. (A) Subject to paragraph (B) of this Article, upon ceasing to be Members of the Association, Members shall be liable to pay the due subscription for the year in which their membership ceases in addition to their liabilities under Clause 7 of the Memorandum of Association.
- (B) If Members shall cease to be Members pursuant to paragraph 7(A) they shall not be liable to pay the due subscription for the year in which their membership ceases in so far as the amount of such subscription exceeds the amount payable in respect of the subscription in the previous year. The provisions of this paragraph of Article 9 shall not affect the liabilities of such Members under Clause 7 of the Memorandum of Association.
10. The privileges of a Member shall not be transferable.
11. The Association may in its absolute discretion by ordinary resolution elect persons to be Honorary Members of the Association upon such conditions as the Association shall from time to time decide and subject to the right at any time of the Association to terminate the status of an Honorary Member by ordinary resolution, without giving any reason. The Council shall decide whether an Honorary Member has the rights and privileges applicable to Category "A" Members or Category "B" Members. An Honorary Member may resign by giving such notice to the Council as it may require at any time. Honorary Members shall not be liable to pay any annual subscription but shall subscribe to the Association and shall otherwise have the same rights and liabilities of the Members under the Act and the Memorandum of the Association and these Articles.

#### SUBSCRIPTIONS

12. (A) Members in each category of membership shall be required to pay such annual subscription and on such terms as may be decided from time to time by the Council. In the event of an annual subscription due from any Member not being paid within three months of it becoming due the membership of such Member shall be liable to be cancelled by the Council.
- (B) The time or times of payment of subscriptions and the manner and other details of payment shall be decided by the Council.
- (C) Members in any category of membership may also be required from time to time to pay such levy on such terms as may be decided from time to time by the Council.

#### GENERAL MEETINGS

13. The Association shall between 1<sup>st</sup> April and 30<sup>th</sup> May or as soon thereafter as practicable in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Association and that of the next, provided that so long as the Association holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Council shall appoint.
14. All general meetings other than annual general meetings shall be called extraordinary general meetings.
15. The Council may, whenever it thinks fit, convene an extraordinary general meeting; and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by section 368 of the Act. If at any time there are not within the United Kingdom or the Republic of Ireland sufficient members of the Council capable of acting to form a quorum, any of the members of the Council or any two Members may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Council.

### **NOTICE OF GENERAL MEETINGS**

16. An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty one days' notice in writing at the least; and a meeting of the Association other than an annual general meeting of a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, and the hour of the meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Association.

Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:-

- (i) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote thereat; and
- (ii) Notice of General Meetings may be given electronically or by means of a website.

#### **Addition to paragraph 16, agreed by a resolution at the AGM on 14<sup>th</sup> June 2012**

17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

18. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of:-
- (i) the consideration of the accounts, balance sheet and the reports of the Council and auditors;
  - (ii) the election of Council members in the place of those retiring;
  - (iii) the appointment and the fixing of the remuneration of the auditors.
- 19.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as herein otherwise provided ten Members of whom at least five must be Category "A" Members entitled to receive notice of and vote at meetings present in person shall be a quorum.
- 19.2 If a majority of the Category "A" Members present and voting at the meeting vote against any resolution then that resolution shall not be passed even if a majority of Members present and voting at the meeting shall have voted in its favour.
20. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to a time, place and day not less than fourteen days nor more than twenty-eight days thereafter, to be determined by the Council; and if, at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum provided there are at least two Category "A" Members present and voting at the meeting.
21. The Chairman of the Council shall preside as chairman at every general meeting of the Association or, if there is no such Chairman or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the Council present shall elect one of their number to be chairman of the Meeting.

22. If at any meeting none of the members of the Council is willing to act as chairman or if none of the members of the Council is present within fifteen minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman for the meeting.
23. The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
24. (A) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (i) by the chairman of the meeting; or
  - (ii) by any six or more Members of whom at least three must be Category "A" Members present in person.
- (B) Unless a poll be so demanded under paragraph (A) of this Article, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (C) The demand for a poll may be withdrawn.
25. If a poll is duly demanded it shall be taken at such time and in such manner as the chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
27. A poll demand on the election of a chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
28. Subject to the provisions of sections 381A-C and 382A of the Act a resolution in writing signed by all the Members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members and if described as a special or extraordinary resolution it shall have effect accordingly.
29. The President and Vice-President of the Association shall be entitled to receive notice of, attend and speak at general meetings but shall not be entitled to vote at such meetings.

#### VOTES OF MEMBERS

30. Every Member shall be entitled to receive notice of meetings and to attend and speak thereat, and shall have one vote.

31. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
32. No Member shall be entitled to vote at any general meeting unless all subscriptions (if any) and every other sum (if any) which are presently payable by him to the Association have been paid.
33. On a poll votes may be given either personally or by proxy.
34. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member.
35. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

36. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ I/We \_\_\_\_\_ of \_\_\_\_\_ in the county of \_\_\_\_\_, being a member/members of the above Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_.”

37. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“ I/We \_\_\_\_\_ of \_\_\_\_\_ in the county of \_\_\_\_\_, being a member/members of the above named Association, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote \_\_\_\_\_ for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_, and at any adjournment thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_”

This form is to be used \*in favour of the resolution.  
against

Unless otherwise instructed, the proxy will vote as he thinks fit.

\* Strike out whichever is not desired.”

38. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
39. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Association at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **A MEMBER ACTING BY ITS REPRESENTATIVE AT MEETINGS**

40. Every corporation and unincorporated Association which is admitted to membership of the Association may exercise such powers as are prescribed by Section 375 of the Act.

#### **THE PRESIDENT AND VICE-PRESIDENT**

41. The Council may by unanimous resolution elect a President and a Vice-President of the Association from nominations submitted to the Council. Should any vacancy in the office of President or Vice-President occur the Council may call an emergency meeting of the Council for the purpose of filling such vacancy.
42. The term of office of each President and Vice-President shall be for three years from the date of the resolution of the Council. A President and a Vice-President shall be eligible for re-election.
43. The office of President or Vice-President shall be vacated if the President or Vice-President as the case may be does or suffers any of the acts listed in paragraphs (i) to (vi) of Article 49.

#### **THE COUNCIL**

44. (A) The number of the members of the Council shall be not less than three and unless otherwise determined by the Council not more than 20 of which a majority shall be representatives of Category "A" Members, and the first members of the Council shall be appointed in writing by the subscribers of the Memorandum or a majority of them.
- (B) The Officers of the Council shall be the Chairman, Vice-Chairman, Honorary Treasurer, Secretary and Publicity Officer and/or any other Officers the Council may appoint.

#### **BORROWING POWERS**

45. The Council may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### **POWERS AND DUTIES OF THE COUNCIL**

46. The business of the Association shall be managed by the Council who may pay all expenses incurred in promoting and incorporating the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if that regulation had not been made.
47. The Council may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether nominated directly or indirectly by the Council to be the attorney or attorneys of the Association for such purposes and with such powers, authorities and discretions (not exceeding those vested in or

exercisable by the Council under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Council may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

48. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be in such manner as the Council shall from time to time by resolution determine.

#### **DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

49. The office of any member of the Council shall be vacated if:-
- (i) he holds any office of profit under the Association; or
  - (ii) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors generally, or
  - (iii) he becomes prohibited from holding office or is removed from office by reason of any court order made under the Act; or
  - (iv) he becomes of unsound mind; or
  - (v) he resigns his office by notice in writing to the Association; or
  - (vi) he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 317 of the Act; or

Paragraph 49, as amended by a resolution at the AGM on 14<sup>th</sup> June 2012-07-25

Paragraph 49, as further amended by a resolution at the AGM on 21<sup>st</sup> June 2018 that removed the following clause: -

*(vii) he has attained the age of 70 but upon a vote of the Council in each individual case an extension of one year may be granted to existing members of Council on reaching that age upon application by the member each year, provided that in the opinion of the Council the member provides a particular skill or other asset to the working of the Association that cannot readily be replaced.*

#### **ELECTION OF MEMBERS OF THE COUNCIL**

50. Any person elected as a member of Council shall serve for a three year term.
51. Each member of Council shall retire at the annual general meeting at which his three year term of office expires.
52. A retiring member of the Council shall be eligible for re-election.
53. Subject to Article 44(A), the Association at the meeting at which a member of the Council retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Council member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Council member shall have been put to the meeting and lost.
54. No person other than a Council member retiring at the meeting shall, unless recommended by the Council, be eligible for election as a member of Council at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the Office notice in



writing, signed by a Member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

55. The Council members shall have power at any time, and from time to time, to appoint any eligible person to be a Council member, either to fill a casual vacancy or as an addition to the existing members, but so that the total number of Council members shall not at any time exceed the number fixed in accordance with these Articles.
56. Any Council member appointed in accordance with Article 55 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election, but shall not be taken into account in determining the Council members who are to retire by rotation at such meeting.
57. Notwithstanding anything in these Articles or in any agreement between the Association and such Council member, the Association may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any Council member before the expiration of his period of office.
58. The Association may by ordinary resolution appoint another person in place of a Council member removed from office under the immediately preceding article. Without prejudice to the powers of the Council under these Articles the Association in general meeting may appoint any person to be a Council member either to fill a casual vacancy or as an additional Council member.

#### **PROCEEDINGS OF THE COUNCIL**

59. The members of the Council may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit provided that at least one such meeting shall be held in each year. Questions arising at any meeting shall be decided by a majority of votes. Each Council member shall have one vote. In the case of an equality of votes the Chairman shall have a casting vote. A member of the Council may, and the Secretary on the requisition of a member of the Council shall, at any time summon a meeting of the Council and shall give notice of the meeting to all members of the Council. It shall not be necessary to give notice of a meeting of the Council to any member of the Council for the time being absent from the United Kingdom.
60. At all meetings of the Council a quorum shall be three Council members present in person provided that at least two of those members are representatives of Category "A" Members.
61. At all meetings of the Council the Chairman shall be in the chair or in his absence the Vice-Chairman or in his absence such other person as shall be elected by the members of the Council present to occupy the Chair for that meeting.
62. The members of the Council for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is or is reduced below the number fixed may act for the purpose of increasing the number of Council members to that number or, of summoning a general meeting of the Association but for no other purpose.
63. The Council may appoint such committees of the Council with such powers (but not exceeding those vested in or exercisable by the Council under these Articles) and for such period and subject to such conditions as it may think fit. Unless otherwise provided at the time of its appointment decisions of any such committee of the Council shall be of no force whatsoever until approved and adopted by the Council. At least three members of every committee of the Council must be members of Council and all proceedings of committees of the Council must be reported promptly to the Council.
64. A committee may elect a Chairman of its meetings; if no such Chairman is elected, or if at any meeting the Chairman is not present, the members present may choose one of their number to be Chairman of the meetings.
65. A committee of the Council may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

66. All acts done by any meeting of the Council shall, notwithstanding that it be afterwards discovered that there was some accidental or technical defect in the appointment of any member of the Council acting as aforesaid, or that the members or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be one of the members of the Council.
67. A resolution in writing, signed by all the members of the Council for the time being entitled to receive notice of a meeting of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

#### THE CHAIRMAN AND THE VICE-CHAIRMAN

68. (A) The Council shall elect the first Chairman and Vice-Chairman of the Council from among their members.
- (B) The Chairman and any person filling his office must have been nominated for election to the Council by a Category "A" Member.
- (C) Any vacancy in the office of Chairman or Vice-Chairman shall be filled by a member of the Council elected by the Council and the person so elected shall hold office until the election of the Chairman whom he replaces would have fallen due and shall be eligible for re-election.
69. The terms of office of the Chairman or Vice-Chairman shall be for one year ending at the close of the next annual meeting of the council. No Chairman or Vice-Chairman shall hold office for more than five years consecutively, but upon a vote of the Council in each individual case an extension of one year may be granted to the Chairman on reaching the end of his/her term, provided that in the opinion of the Council the Chairman provides a particular skill or other asset to the working of the Association that cannot readily be replaced.

#### Paragraph 69, as amended by a resolution at the AGM on 14<sup>th</sup> June 2012

70. The office of Chairman or Vice-Chairman shall be vacated if he ceases to be a member of the Council.

#### THE OFFICERS

71. (A) There shall be held within twenty-eight days following each annual general meeting a meeting of the Council ("the Annual Meeting of the Council") at which the Council shall elect from their members the Officers (other than the Chairman and Vice-Chairman who are elected in accordance with Article 68) except for the election of the first Officers which shall take place at the first meeting of the Council.
- (B) Save as provided in Article 69, the term of office of each Officer shall be for one year from his appointment and end at the close of the next Annual General Meeting of the Council and each Officer shall be eligible for re-election unless he has had to vacate the office under paragraph (C) of this Article;
- (C) Subject to Article 72, the office of any Officer shall be vacated if he ceases to be a member of the Council. Any vacancy in the office of any Officer shall be filled by a member of the Council elected by the Council and the person so elected shall hold office until the close of the next Annual Meeting of the Council.

#### THE SECRETARY

72. Subject to the provisions of the Act the Secretary and such employees as may be considered by the Council to be necessary shall be appointed by the Council for such term, at such remuneration and upon such conditions as it may from time to time think fit; and any Secretary or employee so appointed may be removed by it. The Secretary can be honorary or remunerated. The Secretary may not be a member of Council if he is remunerated.
73. A provision of the Act or these Articles requiring or authorising a thing to be done by one of the members of the Council and the Secretary shall not be satisfied by one person acting in both capacities.

74. The Secretary shall cause minutes to be made in the books provided for that purpose of:-
- (a) all appointments and elections of Officers made by the members of the Council;
  - (b) all resolutions and proceedings at all meetings of the Association and of the Council and of any committee thereof;
  - (c) the names of the members of the Council present at each meeting of the Council and at any committee thereof

and the accuracy of the minutes of meetings of the Association or of the Council or any committee thereof shall be confirmed if, with the approval of those present thereat, they are, at the next succeeding meeting of the Association, Council or relevant committee of the Council as the case may be, signed by the Chairman of the meeting to which they refer or, in his absence, by one of the members of the Council who was present at that meeting.

#### THE SEAL

75. The Council shall provide for the safe custody of the seal, which shall only be used by the authority of the Council, or a duly authorised committee of the Council, and every instrument to which the seal shall be affixed shall be signed by one of the members of the Council and shall be countersigned by the Secretary or by a second member of the Council or by some other person appointed by the Council for the purpose.

#### ACCOUNTS

76. The Council shall cause accounting records to be kept in accordance with section 221 of the Act and the requirements of the Charities Act 1993 and any regulations made pursuant thereto (or as the same may be hereafter amended or altered).
77. The accounting records shall be kept at the Office, or, subject to section 222 of the Act at such other place or places as the Council thinks fit, and shall always be open to the inspection of members of the Council.
78. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of Members not being members of the Council and no Member or representative Member (not being one of the members of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
79. The Council shall cause to be prepared and to be laid before the Association at the annual general meeting such income and expenditure accounts, balance sheets, and reports for the period since the last preceding accounts. Every balance sheet shall be accompanied by proper reports of the Council and the auditors of the Association.
80. Copies of all such accounts, balance sheets and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and every document required by law to be annexed thereto which is to be laid before the Association in general meeting, together with a copy of the auditor's report and the report of the council members, shall not less than twenty one days before the date of the meeting, subject nevertheless to the provisions of section 238(4) of the Act be displayed on the Association website. Paper copies of the documents will be made available, to all other persons entitled to receive notices of general meetings in the names in which notices are hereinafter directed to be served, on request to the Honorary Secretary.

Paragraph 80, as amended by a resolution at the AGM on 4<sup>th</sup> June 2010.

#### AUDITORS

81. Auditors shall be appointed and their duties regulated in accordance with the Act. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more appropriately qualified auditor or auditors.

#### NOTICES

82. A notice may be given by the Association to any Member or representative Member either personally or by sending it by first class post to him or to his registered address, or (if he has no registered address within the United Kingdom or the Republic of Ireland) to the address, if any, within the United Kingdom or the Republic of Ireland supplied by him to the Association for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting by first class mail a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notice of General Meetings maybe given electronically or by means of a website.

*Addition to paragraph 82, agreed by a resolution at the AGM on 14<sup>th</sup> June 2012-07-26*

83. Notice of every general meeting shall be given in any manner hereinbefore authorised to
- (a) all the Members;
  - (b) all the members of the Council, the Officers, the President and the Vice-President;
  - (c) the auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

#### DISSOLUTION

84. Clause 8 of the Memorandum of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereto were repeated in these Articles.

#### INDEMNITY

85. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Council may otherwise be entitled, every member of the Council, every Officer and employee of the Association shall be indemnified out of the assets of the Association against all liabilities incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

Names Addresses and Descriptions of Subscribers

Name David Sekers  
Address Gladstone Pottery Museum,  
Longton, Stoke on Trent  
Occupation Museum Director

Name J.A. Bryant  
Address 1 Byrkley Cottages, Rangemore,  
Burton upon Trent, Staffs  
Occupation Museum Curator

Name Alan R. Griffin  
Address 1 Nightingale Avenue, Pleasley,  
Mansfield, Notts.  
Occupation Industrial Relations Officer

Name Christopher S. H. Zeuner  
Address Gonville Cottage, Singleton,  
Chichester, Sussex.  
Occupation Museum Director

Name Neil Cossons  
Address South View Church Mill  
Ironbridge, Telford, Salop  
TF8 7PW  
Occupation Museum Director

Name Michael S. Ware  
Address Schireburn, Beaulieu,  
Hants SO4 TYL  
Occupation Museum Director

Name Mary E. Burkett  
Address Demavend,  
Bowness-on-Windemere  
Cumbria  
Occupation Museum & Gallery Director

Dated the 21<sup>st</sup> day of December, 1977

Names and Addresses of Subscribers

Gladstone Pottery Museum, Longton,  
Stoke on Trent  
(Charitable Trust)

The Bass Museum  
c/o Bass Production, High Street  
Burton upon Trent, Staffs  
(Company Museum)

Lound Hall Mining Museum, Bottamsell,  
Retford, Notts.  
(Nationalised Industry Museum)

Weald & Downland Open Air Museum,  
Singleton, Chichester, Sussex.  
(Charitable Company)

Ironbridge Gorge Museum Trust Limited  
Ironbridge, Telford  
Salop TF8 7PW  
(Charitable Company)

National Motor Museum, Beaulieu,  
Hants, SO4 7ZN  
(Charitable Trust)

Abbot Hall Art Gallery,  
Lake District Art Gallery Trust  
(Charitable Trust)

Witness to the above signatures:-

A.C. Surtees,  
Kempson House,  
Camomile Street,  
London EC3A 7AN

Solicitor.