

(Dated 11 June, 2014)

THE FRIENDS OF MARLIPINS MUSEUM TRUST

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**THE CONSTITUTION AND ARTICLES
OF ASSOCIATION**

THE CONSTITUTION AND MEMORANDUM OF ASSOCIATION THE FRIENDS OF MARLIPINS MUSEUM TRUST

1. The Organisation shall be a charity approved by The Charity Commission, and called 'The Friends of Marlipins Museum Trust' and described in this document as the Charity. Its members shall be known as 'Friends'.

2. THE OBJECTS

The Charity's objects are to help preserve, maintain and ensure that the Museum, a 12th Century building and modern annex, and its contents, remain available for the benefit of the current and future generations of the public. To achieve this, the Friends will:

- 2.1. encourage and maintain the membership of the Friends of Marlipins Museum and arrange opportunities for social gatherings, talks, outings, concerts and other events;
- 2.2. support the current owners of the Museum, the Sussex Archaeological Society (SAS) and its staff, or any subsequent owners, in maintaining the Marlipins Museum and expanding its use as an educational, maritime and local history facility and leisure asset for the people of Shoreham and for visitors from wherever they might come;
- 2.3. organise fund-raising activities towards the upkeep and repair of the Museum and other appropriate functions, the proceeds from such to be used specifically to support the Museum in its operation, conservation, renovation and development;
- 2.4. assist in the management of temporary exhibitions and promote the use of the Museum's exhibition gallery;
- 2.5. provide volunteers to act as Custodians to welcome visitors, take responsibility for organising the rota of volunteer Custodians, undertake routine cleaning, maintain a working party to assist the Museum's curator with basic maintenance and setting-up exhibitions, letting the facilities to suitable persons and organisations and overseeing such use of the Museum, though the ultimate responsibility for the Museum and its contents shall always remain with the owner.

3. THE POWERS

In furtherance of the Objects but not otherwise, the Charity may exercise the following powers:

- 3.1. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- 3.2. to raise funds and to invite and receive contributions, provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- 3.3. to support the Sussex Archaeological Society in restoring and improving (subject to such consents as may be required by law) the Marlipins Museum;

- 3.4. to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.5. to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- 3.6. to promote and undertake research into any aspect of the objects of the Charity and its work and to disseminate the results of any such research;
- 3.7. to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes or multi-media presentations;
- 3.8. to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of a primary object of the Charity or the trade is temporary and ancillary to the carrying out of the objects of the Charity;
- 3.9. to enter into agreements with any statutory authority or Charity or any other organisation or body (whether statutory, charitable or not) or with any individual person for the provision of services by the Charity in furtherance of the Objects upon such terms (including the payments of fees to the Charity for such services) as the Trustees may think fit;
- 3.10. to apply for grants in the furtherance of the Charity's Objects as the Trustees may in their absolute discretion think fit;
- 3.11. to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- 3.12. to do all such other lawful things as are necessary for the achievement of the Objects.

4. FINANCE

The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, provided that nothing in this document shall prevent any payment in good faith by the Charity:

- 4.1. to any Trustee of reasonable out-of-pocket expenses;
- 4.2. fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member providing holding is not more than one-hundredth part of the issued capital of that company;
- 4.3. reasonable and proper remuneration for any services rendered to the Charity by any member of the Charity who is not a Trustee;
- 4.4. the usual professional charges for business done by any Trustee who is a solicitor, accountant or other persona engaged in a profession, or by any partner of his/hers, when instructed by the Charity to act in a professional capacity on its behalf. At no time shall a majority of the Trustees benefit under this provision and a Trustee shall withdraw from any meeting at which his/her appointment or remuneration, or that of his/her partner is under discussion; and

- 4.5. any premium in respect of any indemnity insurance to cover the liability of the Trustees (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity act or omission which the Trustees (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Trustees (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.
5. The Friends shall maintain such bank or building society accounts as the Trustees shall deem necessary.
6. The Officers of the Trust shall be authorised signatories entitled to draw on such accounts by way of requiring two signatures.
7. The financial year shall commence on 1st April of a given year and end on the last day of the following March.
8. The Treasurer shall keep proper books of account which shall be examined annually by an Honorary Independent Examiner to be appointed by the Friends at each AGM. Examined accounts should be circulated to Friends at least seven days prior to the forthcoming AGM.
9. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any income or property it shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charity or charities chosen by the members of the Charity at or before the time of the dissolution, having objects similar to the Objects and if that cannot be done then to some other charitable object.
10. **MEMBERSHIP OF THE FRIENDS OF MARLIPINS MUSEUM**
Membership shall be open to anyone, subject to the payment of a subscription. The subscription due shall be according to the category of membership requested (corporate, senior, adult or child under 12 years of age) and the amount of subscription for each category shall be determined by the Friends at each Annual General Meeting (AGM).
11. Subscriptions for the following financial year shall be due for payment on 31st March (or such alternative date as shall be decided at an AGM).
12. Anyone joining less than three months before the end of the financial year will be granted membership throughout the following year, upon payment of a single annual subscription.
13. Any Friend who has not paid the annual subscription within three months of the date due shall be deemed to have resigned.

14. Upon payment of the subscription, each member shall be provided with an official personal membership card which shall be proof of entitlement to the privileges of membership.
15. A Friend may resign at any time by returning the card to the Secretary of the Management Committee (see below) but no part of the subscription paid by the Friend shall be refundable.
16. The Committee (see below) shall have the power to decline any application for membership or to terminate the membership of any Friend provided that the Committee agrees. The reason shall be communicated to the person or body concerned who shall have the right of appeal to the Committee.
17. Each member will have one vote on any motion put to a General Meeting.
18. The privileges, including voting rights, shall be the same for all Friends irrespective of the category of membership and shall be as determined by the Friends' Committee. Any changes shall be approved at the following AGM.
19. Personal data provided by Friends or applicants will only be used in services to them. No personal information will be passed to anyone else except where required by law.
20. Corporate membership will be open to local businesses in return for a suitable contribution and will entitle that business to two Friends membership tickets.
21. Membership shall be open to all permanent Custodians/Volunteers free of charge.
22. **TRUSTEES (THE MANAGEMENT COMMITTEE)**
Members of the Management Committee shall also be Trustees.
23. The business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity without any personal or financial benefit to themselves.
24. The number of Trustees shall be not fewer than nine but unless otherwise determined by ordinary resolution shall not be subject to any maximum number.
25. The Trustees shall consist of the Chairman, Deputy Chairman, Treasurer, Honorary Secretary, designated as the Officers, a Trustee Membership Secretary, a Trustee Minute Secretary and at least three ordinary members.
26. The Trustees shall be elected as necessary at the AGM from the membership. Each shall be elected to serve in an honorary capacity for a period of five years.
27. In addition to the Trustees, membership of the Committee will also include two ex-officio members, the Marlipins Museum Curator, who shall be an employee of the SAS with overall responsibility for running the Museum, and a councillor nominated by Adur District Council.

28. The Committee may co-opt other Friends to serve on the Committee as considered appropriate.
29. The Trustees may in their absolute discretion permit any Trustee of the Charity to retire before the end of his/her term, provided that after such retirement the number of members is not fewer than seven.
30. Should any matter arise which requires urgent action by the Committee before a Committee meeting can conveniently be called, an immediate decision may be taken by the Officers, at their discretion, provided that other members of the Committee are then notified of such action as soon as practicable.
31. **MEETINGS OF THE COMMITTEE**
The Committee shall meet as often as necessary but at least four times per year.
32. A minimum of five members, to include at least two officers, will constitute a quorum.
33. In the event of a tied vote on any matter discussed, the Chairman shall have a casting vote.
34. **MINUTES**
A written record of the proceedings of each Committee meeting shall be kept by the Honorary Secretary, signed by the Chair of the meeting, and filed in the Minutes Book.
35. Minutes will record all appointments of officers made by the Trustees, all the proceedings at meetings of the Charity, the Trustees and sub-committees of the Trustees, including the names of the Trustees present at each such meeting.
36. **POWER OF TRUSTEES**
No alteration of the Constitution or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given.
37. The powers given shall not be limited and Trustees at a meeting, at which a quorum is present, may exercise all the powers available to them.
38. In addition to all powers expressly conferred upon them and without detracting from the generality of their powers, the Trustees shall have the following powers, namely;
- 38.1. to expend the funds of the Charity in such a manner as they shall consider most beneficial for the achievement of the Objects;
- 38.2. to invest, in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Charity; and
- 38.3. to enter into contracts on behalf of the Charity.

39. APPOINTMENT AND RETIREMENT OF TRUSTEES

At the Annual General Meeting in 2015, two Trustees shall retire from office and the remainder shall be eligible for re-election. In subsequent years, two further Trustees shall retire each year until a point is reached where no Trustee has served more than five continuous years. After one year's absence any Trustee will be eligible to be elected for a further five years.

- 40.** The Trustees to retire by rotation shall be those who have been longest in office since their appointment or reappointment. If there are more than two Trustees who were last appointed/reappointed Trustees on the same day, those due to retire shall (unless they otherwise agree among themselves) be determined by lot.
- 41.** If the Charity, at the meeting at which a Trustee retires by rotation, is unable to fill the vacancy, the retiring Trustee shall, if willing, be reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.
- 42.** No person other than a Trustee retiring by rotation shall be appointed or reappointed a Trustee at any general meeting:
- 42.1. unless recommended by the Trustees; or
 - 42.2. unless at least 14 clear days before the date of the meeting, a notice by a member qualified to vote at the meeting shall have been given to the Charity of the intention to propose that person for appointment or reappointment stating the particulars which would, if he/she were so appointed or reappointed, be required to be included in the Charity's Register of Trustees together with a notice provided by that person of his/her willingness to be appointed or reappointed;
 - 42.3. unless that person has attained the age of 18 years; or
 - 42.4. if in circumstances such that had he/she already been a Trustee, he/she would have been disqualified;
 - 42.5. unless at least seven and no more than 28 clear days before the meeting, notice shall have been given to the members who are entitled to receive notice of the meeting, of any who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him/her at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Charity's Register of Trustees;
 - 42.6. unless the Charity may by ordinary resolution appoint a person who is willing to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the rotation in which any additional Trustees are to retire;
 - 42.7. unless the number of Trustees is fewer than the number fixed as the quorum in which case the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting but the Trustees may not otherwise act ad hoc.

43. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if that person:

- 43.1. is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act or any other statutory re-enactment or modification of that provision;
- 43.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
- 43.3. resigns his/her office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
or
- 43.4. is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that the corresponding office be vacated.

44. TRUSTEES' EXPENSES

The Trustees will not be paid any travelling, hotel and other expenses incurred by them in connection with their attendance at meetings of Trustees or committees of Trustees or general meetings or otherwise in connection with the discharge of their duties.

45. PROCEEDINGS OF TRUSTEES

The Trustees may regulate their proceedings as they think fit. A Trustee may, and the Honorary Secretary at the request of a Trustee, call a meeting of the Trustees. It shall not be necessary to give notice of a meeting to a Trustee who is absent from the United Kingdom.

- 46. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
- 47. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one-third of their number or two Trustees, whichever is the greater.
- 48. The Trustees may appoint one of their number to be the Chairman of their meetings. The Trustee so appointed shall preside at every meeting of Trustees at which he/she is present. If the Trustee holding it is not present within ten minutes after the time appointed for the meeting, the Deputy Chairman will preside as Chairman of the meeting.
- 49. The Trustees may appoint one or more sub-committees consisting of three or more Trustees for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Trustees.

50. All business agreed at a meeting of Trustees, or of a sub-committee of Trustees, shall, notwithstanding that it is discovered afterwards that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed, was qualified, continued to be a Trustee and had been entitled to vote.
51. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed in such a manner as the Trustees shall direct provided that all such cheques and orders shall be signed by at least two signatories authorised by the Trustees.
52. **GENERAL MEETINGS**
The Trustees may call general meetings and, at the request of members, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the request. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or member of the Charity may call a general meeting.
53. An Extraordinary General Meeting (EGM) may be convened by the Committee or by any ten Friends giving notice to the Honorary Secretary and stating the business to be considered at the meeting. The Honorary Secretary shall then make arrangements for a meeting to be held and will send formal Notice of the Meeting to each Friend at least 21 days before the day on which it is to be held.
54. A quorum for an EGM shall be the same as a quorum for an AGM.
56. Any Resolution considered at an EGM shall require a minimum of 75 per cent of those present voting in favour in order to be passed.
57. **ANNUAL GENERAL MEETING**
The Charity shall hold an Annual General Meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Charity and that of the next, provided that so long as the Charity holds its first Annual General Meeting within 18 months of its inauguration, it need not hold it in the following year.
58. The AGM shall be held in the month of June, or within 15 months of the previous AGM, on a date and at a time fixed by the Committee.
59. Notice of the AGM shall be given to Friends at least 21 days beforehand.
60. A quorum for an AGM shall be ten Friends in addition to the Officers and members of the Committee.
61. Nominations for election to the Committee shall be forwarded to the Honorary Secretary at least 14 days before the AGM. The prior approval of the nominee must be obtained.

62. Any Friend may submit an Agenda item for discussion at the AGM by sending it to the Honorary Secretary at least 14 days before the meeting. Alternatively, an item may be raised at the meeting under 'Any Other Business'.
63. Acceptance of any Resolution by the meeting shall require the assent of at least 60 per cent of those members present.
64. The business to be transacted at each AGM shall be as follows:
 - 64.1. to receive a report from the Committee of the preceding year's activities a statement of accounts, duly examined, for the financial year;
 - 64.2. to elect the Officers and members of the Committee, and to appoint an Independent Examiner of the accounts for the ensuing year;
 - 64.3. to confirm or change the range of membership categories and subscriptions payable;
 - 64.4. to report to the meeting on the progress of the Friends, the Museum and the fund raising activities and future plans;
 - 64.5. to decide upon any business that would normally be dealt with at an AGM.
65. **PROCEEDINGS AT GENERAL MEETINGS**

No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member, or one-tenth of the total number of such persons, whichever is the greater, shall constitute a quorum.
66. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
67. The Chairman of the Trustees or in his/her absence, the Deputy Chairman or another Trustee nominated by the Trustees shall preside as Chairman of the meeting. If neither the Chairman nor any other Trustee willing to act is present within 15 minutes after the time appointed for holding the meeting, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he/she shall be Chairman.
68. If no Trustee is willing to act as Chairman or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be Chairman.
69. A Trustee shall be entitled to attend and speak at any general meeting.
70. The Chairman may, with the consent of a meeting at which a quorum is present, shall if directed by the meeting, adjourn the meeting from time to time, but no business shall be transacted during an adjournment other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

71. A resolution put to the vote of a meeting shall be decided on a show of hands unless before the show of hands, or on the declaration of the result, a poll is duly demanded. A poll may be demanded;
- 71.1. by the Chairman; or
 - 71.2. by at least two members having the right to vote at the meeting; or
 - 71.3. by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
72. Unless a poll is demanded, the Chairman will declare that a resolution has been carried, carried unanimously, by a particular majority, lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the proof of the number or proportion of the votes recorded in favour of or against the resolution.
73. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
74. In the case of an equality of votes, whether, on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any vote he/she may have.
75. **VOTES OF MEMBERS**
Every member shall have one vote.
76. No member shall be entitled to vote at any general meeting unless all monies then payable by him/her to the Charity have been paid.
77. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
78. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid.
79. Any organisation which is a member of the Charity may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity. The person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he/she represents as the organisation could exercise if it were an individual member of the Charity.
80. **ACCOUNTS**
Annual accounts shall be prepared, inspected by an Independent Examiner and presented to the Annual General Meeting.

81. ANNUAL REPORT

The Trustees shall comply with their obligations under the Charities Act 1992 (or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

82. ANNUAL RETURN

The Trustees shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

83. INDEMNITY

Every Trustee of the Charity shall be indemnified out of the assets of the Charity against any liability incurred in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with any application in which relief is granted by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

84. RULES

The Trustees may from time to time make such rules as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity, for the purposes of prescribing conditions of membership.

85. In particular, without prejudice, they may by such rules regulate the admission of members of the Charity (including the admission of organisations to membership), the rights and privileges of such members, the conditions of membership, the terms on which members may have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

86. The Charity in general meeting shall have power to alter, add to or repeal the rules and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Charity all such rules, which shall be binding on all members of the Charity. Provided that no rule shall be inconsistent with, or shall affect or repeal anything contained in the Constitution.

87. DISSOLUTION OF THE ORGANISATION

A resolution for the dissolution of the Friends must be passed by 80 per cent of the Friends present in person, or by proxy, at an Extraordinary General Meeting convened for that purpose.

88. Should a Resolution to dissolve the Friends be carried, such surplus funds, property and assets (if any) as remain after discharging all outstanding debts shall be transferred to Sussex Archaeological Society for the sole benefit of the Marlipins Museum for use in support of its continued preservation.