

# FRIENDS OF NOTTINGHAMSHIRE ARCHIVES

## Constitution

### 1. NAME

- 1.1 The name of the Association shall be Friends of Nottinghamshire Archives (hereinafter referred to as 'The Association'). A member of the Association is herein referred to as a 'Friend'.

### 2. OBJECTS

- 2.1 The object of the Association shall be to advance the education of the public by promotion, support, assistance and improvement of Nottinghamshire Archives (the 'Archive Service') through the activities of the Association and to act as the principal consultative body on behalf of customers of the Archive Service.
- 2.2 The Association shall have the following powers which may be exercised only in promoting the objects to:
- (a) encourage, promote and assist in the formation and development of the Association
  - (b) further generally the purposes of the Archive Service having regard to the need to preserve and conserve for future public access the collections held by or deposited with the Archive Service and to assist in the development of the educational resource afforded by the Archive Service and of improved means of access (both virtual and real) to that resource. These activities will include, but may not be confined to, the following:
    - i) To receive reports about recent developments and concerns in the Archive Service and to discuss customer service issues relating to them;
    - ii) To discuss future directions for the Archive Service including, for example, ideas for talks, courses, volunteering opportunities and raising the public profile of the service;
    - iii) To appoint representatives and delegates to any other bodies with whom the Association may be concerned;
    - iv) To act as a source of support and advice for the Archive Service with funding organisations and statutory authorities.
  - (c) engage in, support and co-ordinate voluntary assistance, publishing, education, advertising and other work for the furtherance of the above objects
  - (d) raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided the Association shall not undertake any permanent trading activities in raising funds for its charitable object

- (e) Make grants of money for the enhancement of the Archive Service in terms of new acquisitions, equipment and infrastructure (excluding capital expenditure) to set aside funds for special purposes or as reserves against future expenditure
- (f) deposit funds in a lawful manner
- (g) insure the Association against any foreseeable risk and to take out other insurance policies to protect the Association when required
- (h) acquire for, or procure or assist the acquisition or purchase by, the Archive Service of any collection, archive, manuscript or printed materials, or any other archival material falling within the acquisitions policy of the Archive Service, and to donate any such to the Archive Service
- (i) to acquire for or assist the acquisition by the Archive Service of any furniture, equipment or other item of use to the Archive Service
- (j) arrange and provide or join or assist in arranging or providing exhibitions, meetings, lectures, classes, visits and outings, whether for Friends or for members of the public as may seem appropriate, to foster interest in the Archive Service or in the history of Nottinghamshire
- (k) take any other lawful action to promote the objectives.

### **3. MEMBERSHIP**

- 3.1 Membership shall be open, on an inclusive basis, to any Individuals or group of Individuals (such as families), as well as to companies, firms, societies, associations, schools or other bodies (hereafter referred to as Organisation or Organisations) upon payment of an annual subscription.
- 3.2 Categories of membership which reflect Friends' status as Individuals or Organisations will be agreed at the Annual General Meeting and may, from time to time, be amended.
- 3.3 The Membership Year will run from 1 January to 31 December in any one year.
- 3.4 All Friends over the age of eighteen are entitled to vote at General Meetings and stand for election as officers of the Association. If Friends are Organisations they may be represented at a General Meeting by no more than two persons who are over the age of eighteen each of whom shall be entitled to vote and stand for election and whose names shall be communicated in writing to the Secretary for the time being of the Committee or in the absence of such person to the Treasurer.
- 3.5 Any Friend shall be entitled to appoint a person as their representative in the activities of the Association, such appointment or change in appointment to be effective upon delivery to the Secretary of written notice.

3.6 The Committee shall have discretionary powers to offer honorary membership. Honorary Friends shall not be entitled to vote.

3.7 A copy of the Constitution is available on the Association's website ([www.fona.org.uk](http://www.fona.org.uk)). All Friends will be supplied with a copy of the constitution on request.

#### **4. PRESIDENTS**

4.1 The Association may have a President at the invitation of the Committee, to be approved at the next Annual General Meeting.

#### **5. SUBSCRIPTION**

5.1 The annual rate of subscription of the Association shall be such sum or sums as may be fixed at the Annual General Meeting.

5.2 Except for Honorary Friends, Membership of the Association will commence immediately after payment of the first annual subscription. Subsequent subscriptions shall become due on the first day of January in each year.

5.3 Friends whose subscriptions are three months in arrears cease to be members.

5.4 All Friends will be entitled to attend Association events and receive the Newsletter and other member benefits immediately after receipt of their first subscription or annual renewal of subscription. For Friends joining after 1 September in any year, their initial subscription will be extended until December 31<sup>st</sup> of the following year without affecting their entitlement to Friends' benefits.

5.5 Any membership may be cancelled by a resolution passed by a majority of two thirds of the whole Committee, provided that a copy of the resolution is sent to the member to whom it relates. In such a case, the member may make representation to the Committee before the final decision is made.

#### **6. COMMITTEE**

6.1 The Committee shall consist of the following Officers and Members: Chairman, Vice-Chairman, Secretary, Treasurer, Newsletter Editor, Programme Secretary, Webmaster and three Ordinary Members. All Officers and Members of the Committee shall be drawn from the Association's membership. All Committee members shall be elected by the Members of the Association at the Annual General Meeting.

6.2 Representatives of Organisations shall be entitled to be elected to the Committee. In the event that representation of that Organisation changes, the Secretary of FONA should be informed in writing and the individual cease to be a member of the Committee with immediate effect.

6.3 Any other member of the Committee shall cease to be a member of the Committee

on service of a notice of resignation addressed to the Secretary.

- 6.4 A representative of Nottinghamshire Archives [currently the Team Manager Archives and Local Studies or representative] shall be an ex- officio full member of the Committee and deemed to be a Friend.
- 6.5 The Officers shall be elected for two years at the Annual General Meeting and shall be eligible for re-election without limitation for further periods of two years.
- 6.6 The Ordinary Members of the Committee shall be elected annually at the Annual General Meeting and shall be eligible for re-election without limitation for further periods of one year.
- 6.7 The Committee shall have power to co-opt any person having special skills or knowledge which would be of assistance to the Committee. Any co-opted member shall have the right to speak on items within their skill or knowledge but shall not have power to vote and shall serve for a period limited by the Committee but, in any case, not longer than the life of that Committee.

## **7. COMMITTEE POWERS AND DUTIES**

- 7.1 The Committee shall have the general management and direction of the funds and affairs of the Association, and in particular (but without prejudice to the generality of the foregoing):
- a) may nominate any of its delegates to serve on another body
  - b) may pay, at its discretion, the whole or any part of the reasonable out of pocket expenses of any Officer, Member of the Committee or Friend in or about the execution of any of his/her functions and duties on behalf of the Association
  - c) may make, and from time to time vary, rules not inconsistent with this constitution
  - d) may fill casual vacancies from time to time in its membership to take effect only until the next Annual General Meeting and such period of office or membership shall be deemed to have been held for a full year prior to such Annual General Meeting
  - e) may appoint from time to time such other sub-committees from among its membership as may be necessary to carry out its business. Each sub-committee shall appoint its own Chairman, unless the Chairman of the Association is a member of that committee when they will automatically be deemed to be Chairman. Sub-committees shall appoint their own Secretary and keep their own minutes. All acts and proceedings of any such sub-committee shall be fully reported to the Committee at their next meeting.

7.2 The Secretary shall do all such things and acts as the Committee may by resolution direct, shall conduct the correspondence of the Association, convene and attend all meetings of the Association and Committee, prepare agenda for and make minutes of all such meetings, and generally undertake such duties as the Secretary of such an Association normally performs. If the Secretary resigns their office or for any reason is unable to undertake their duties, the Committee shall appoint an Acting Secretary from amongst their number, who shall undertake the office until either the Secretary is able to resume their duties, or an appointment is made at a General Meeting.

## **8. MEETINGS**

### **8.1 General Meetings**

The quorum at all general meetings shall be ten Friends. Each Friend shall be entitled to receive notice of and to attend and speak at each General Meeting. At every General Meeting each Friend present shall have one vote, and in the event of an equality of votes, the Chairman of the meeting shall have a casting vote. Unless the meeting otherwise resolves the chair at any General Meeting shall be taken by the Chairman of the Association.

### **8.2 Annual General Meetings (AGM)**

The Annual General Meeting of the Association, of which at least twenty-one days' notice shall be given to all Friends by the Secretary, shall be held no later than 31 March each year as the Committee may resolve. The business of the Annual General Meeting shall be to receive a report from the Committee, to receive the annual accounts, to appoint an External Examiner, to conduct elections as specified under paragraphs 6.5 and 6.6 above and to consider any proposals which have been notified to the Secretary and appear in the Summons to the meeting.

### **8.3 Special General Meetings (SPM)**

The Secretary shall within fourteen days after receiving a request in writing of any ten Friends or any directive by the Committee so to do, summon a Special General Meeting of which not less than fourteen days notice shall be given to each Friend, specifying the business to be transacted.

### **8.4 Committee Meetings (CM)**

Committee Meetings shall be held not less than twice in every year. Five members shall constitute a quorum. In the absence of the Chairman those present may elect a Chairman for the meeting from among their number.

## **9. RULES OF PROCEDURE**

### **9.1 Nominations**

Nominations for officers or members of the Committee must be made by Friends in writing and must be in the hands of the Secretary at least seven days before the AGM. Should nominations exceed vacancies, election shall be by secret ballot.

## 9.2 Election of Officers

During the election of officers at the AGM, the Chairman of the Association will stand aside and the meeting will be chaired by the *ex-officio* Team Manager, Heritage or equivalent *ex-officio* representative of the Nottinghamshire Archives.

## 9.3 Voting

Save as otherwise provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote, but in the case of an inequality of votes the chairman of the meeting shall have a second or casting vote.

## 9.4 Minutes

Minutes of the AGM, any SPM and CM will be kept by the Secretary, or in his/her absence an appropriate deputy, who will enter in the minutes a record of all proceedings and resolutions. In normal circumstances, the Minutes of CMs will be circulated to Officers and Committee Members within one month of the date of the meeting. The Secretary of any sub-committees will be responsible for circulating minutes within a similar time-scale.

## 9.5 Payment of Expenses

Expenses incurred by Officers, Committee Members or Friends are agreed in advance by the Treasurer, Chair and one other committee member, preferably the Vice-Chairman. The Chairman, Secretary, Treasurer, and Programme Secretary may incur out-of-pocket expenses in any one year, without prior authorisation up to a maximum as set by the Committee. Items over this amount must be agreed by at least two of the following: the Chairman, Vice-Chairman, Treasurer or Secretary.

All expenses must be claimed by 31 December of each year.

## 10. ACCOUNTS

10.1 The Treasurer shall receive all monies payable to the Association and pay such monies into the banking account of the Association, keep a proper account of all monies received and expended, present all accounts to the Committee for approval, and make up the Annual Accounts of the Association to the end of the financial year and submit them to the Annual General Meeting. The Treasurer shall open an account with a Bank or Building Society to be approved by the Committee, such account to be in the name of the Association and all cheques or other instruments relating to such account shall be signed by not less than two of the Officers.

10.2 The financial year shall end on 31 December in each year.

10.3 Examined accounts shall be presented at the Annual General Meeting.

10.4 The income and assets of the organisation can be used only for the furtherance of the organisation's objects and that no part of its income or property shall be paid or transferred directly or indirectly by way of bonus or other distribution to the members of the organization.

**11. INDEPENDENT EXAMINER**

11.1 An Independent Examiner, who is not a Friend, shall be appointed at the Annual General Meeting. Any necessary fees shall be agreed by the full Committee.

**12. ALTERATIONS TO THE CONSTITUTION**

12.1 No rule of the Association shall be made, varied, or rescinded except by, and with the authority of, a resolution passed by not less than two-thirds of such Friends as are present at a General Meeting or a Special General Meeting. The notice calling such a meeting shall incorporate a copy of the proposed alteration. The accidental omission to give notice of a meeting to any Friend shall not invalidate the meeting.

12.2 Should the Association be granted registered charitable status, no amendment shall be made which would cause the Association to cease to be a charity at law.

**13. WINDING UP**

13.1 The Association may be dissolved by a Resolution passed by a two-thirds majority of those present and voting at a Special General Meeting convened for the purpose of which twenty one days' notice shall have been given to the friend. Such resolution may give instructions for the disposal of any assets held by or in the name of the Association, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed amongst the members of the Association but shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the objects of the Association as the Association may with the approval of the Charity Commissioners or other authority having charitable jurisdiction determine.

**14. DATA PROTECTION ACT 1994**

14.1 The Association will maintain a list of Friends' names, addresses and telephone numbers for the purpose of mailing information about Association activities, the Association's Newsletter, Subscription renewal reminders and other correspondence concerning the Association's business and undertakes to keep the same securely and not share it with third parties. The Association shall seek permission of all Friends to compile an electronic distribution list for the same purposes; such information will also be kept securely and not shared with third parties. Should a Friend leave the Association, unless otherwise notified, the Association will retain the contact details for two years and from time to time contact the former member with news of the Association's Activities. After that time, the contact details will be securely deleted.

**Adopted at the Annual General Meeting on 16<sup>th</sup> March 2019**