

FRIENDS OF THE WILSON, CHELTENHAM ART GALLERY & MUSEUM

RULES

Purpose of these Rules

The Constitution provides the formal basis for the Charity called Friends of The Wilson, Cheltenham Art Gallery & Museum. These Rules (also called Bye-Laws in the Constitution) record matters which are determined by the Trustees for the efficient and effective operation of the Charity. They may be amended by the Trustees from time to time provided they do not conflict with the Constitution.

These Rules are written in the context of the Constitution which was adopted at the SGM (Special General Meeting) held on 15 April 2015.

Each section or rule indicates the date when it was agreed by the Trustees, if later than 3 March 2015 when the initial version of the Rules was prepared.

Membership classes

The Charity has the following membership classes.

- President
- Patrons
- Honorary Members
- Ordinary Members
- Corporate Members

The classes are defined as follows.

- The Trustees may appoint a suitable person as **President** of the Charity.
- **Patrons** are donors or subscribers of eminence whose patronage the Trustees shall invite. Patrons have the rights and privileges of Ordinary members.
- **Honorary Members** are persons whom the Charity desires to honour for services rendered to the Gallery, to the Charity or to the museum world generally; and honorary membership is conferred by resolution passed at a General Meeting of the Charity upon the nomination of the Trustees. Honorary Members have the rights and privileges of Ordinary members.
- **Ordinary membership** is open to any person aged 18 or over.
- **Corporate membership** is open to any school or college, company, firm, society, association or other body.

Membership rates

The membership year starts on 1 April.

The rates of subscription are determined by the Trustees from time to time.

Joint membership is open to any two people eligible for Ordinary membership. Joint members have the rights and privileges of Ordinary members except that they receive only a single copy of hardcopy mailings.

Under-25 membership is open to any person eligible for Ordinary membership who is age 25 years or under on 1 April in the membership year.

Life membership is open to any person eligible for Ordinary membership upon payment of a single lump sum subscription.

Membership rates as at 1 January 2015.

- Individual - £20
- Under-25 - £15
- Joint - £35
- Life membership - £500
- Life membership (65 or over) - £300
- Corporate - £300

A new member who joins within six months of the end of a membership year is given membership to the end of the next membership year.

The Trustees may at their discretion offer free membership to former staff of The Wilson, Cheltenham Art Gallery & Museum.

The Constitution says that membership is terminated for a member whose subscription is more than six months overdue: in practice the Membership Secretary tries to establish contact before then. Where there has been no response to reasonable attempts at contact, the membership will be lapsed. Where members do not respond about a continuing payment at old membership rates, the membership will be lapsed and the payment treated as a donation. *[Change agreed 7 July 2015, to increase flexibility]*

Bank account

Cheques drawn on the Charity's bank account are to be signed by two Trustees from a list determined by the Trustees. Likewise, any on-line payments should be authorised by two Trustees from the same list. *[Addition agreed 1 September 2015, to make both cheque and on-line payments subject to the same two-person authorisation rule].*

Indemnity insurance

The Trustees will obtain indemnity insurance for events organised by the Charity.

Access to membership list

The Trustees have sought clarification of paragraph 8(4) of the constitution. The response from our legal adviser made clear that it refers to the right of members to inspect the register of members (for example, to enable members to find supporters if there is a resolution they wish to propose). This is a necessary use of members' details for the purpose of operating the charity. It does not mean that membership lists can be sent out to all members, and indeed they should not be so sent out, as that would be a breach of the data protection legislation. *[Addition agreed 7 July 2015, to answer question asked at SGM on 15 April 2015]*

Trustee meetings in Committee

The Trustees meet in Committee from time to time.

Representatives of The Wilson can attend Committee meetings.

Duties of the Trustees

Specimen Job Descriptions for the Chair, Secretary and Treasurer are included in an annex.

The Trustees allocate the various duties needed for the effective operation of the Charity. For example, the Membership Secretary maintains a register of the Charity's members.

Activities

In furtherance of its objects and without prejudice to the generality thereof, the Charity can organise and promote such meetings whether of members of the Charity or of the public and whether in Cheltenham or elsewhere, exhibitions, lectures and recitals as will encourage appreciation of the collections or will provide money for the Charity.

Transitional arrangements for the 2015 Constitution

Under the 2015 Constitution, the terms of office of people who were Trustees at the date of its adoption were deemed to have commenced on that date, ie 15 April 2015. (The seven Trustees covered by this clause are Hilary Simpson, John Beard, Keith Woodman, Jenny Ogle, Mike Jenkinson, Jan Turner and Martin Renshaw.) There is a risk of loss of continuity if all seven Trustees were to stand down at the same time at a future date. The committee will if necessary take steps to mitigate this risk, using the retirement protocols in the 2010 Constitution/Rules as a guide. *[Change agreed 7 July 2015, to reduce the risk of loss of continuity]*

[v1.1, 6 September 2015]

Annex: Specimen Job Descriptions for the Chair, Secretary and Treasurer

[Based on templates available at www.governancepages.org.uk in February 2015.]

Job Description: Chair

- Lead the trustees and the charity in fulfilling its purpose.
- Ensure an effective relationship between the charity and its members, stakeholders, and the local community.
- Act as a spokesperson and figurehead for the charity as appropriate.
- Plan and prepare trustee meetings and the AGM with the Secretary.
- Chair trustee meetings, ensuring that a balance is struck between time-keeping and space for discussions; that business is dealt with and decisions made; that decisions, actions and deliberations are adequately minuted; and that the implementation of decisions is clearly assigned and monitored.

Job description: Secretary

- Ensure that trustee meetings (and other meetings including the AGM) are properly planned and administered in accordance with the constitution.
- Plan meeting dates, book rooms, draw up agendas in consultation with the Chair, and send out notifications, minutes and other papers.
- Minute trustee meetings or ensure that another minute taker is available.
- Accurately record decisions and actions in the minutes, monitor trustee action points, and report to trustee meetings on the progress of actions and the result of decisions.
- Deal with correspondence, write letters/emails as agreed, and summarise letters/emails received at trustee meetings.
- Ensure that fellow trustees aware of their obligations under charity legislation.
- Make arrangements for any necessary official reporting to be done, including the annual report to the Charity Commission.

Job description: Treasurer

- Oversee the financial affairs of the charity and ensure that they are legal, constitutional and consistent with accepted accounting practice.
- Ensure that proper financial records are kept and effective financial procedures and controls are in place.
- Produce all necessary financial reports/returns, accounts and audits.
- Appoint/liaise with auditors or the independent examiner.
- Ensure that fellow trustees aware of their financial obligations and interpret financial data to them.
- Produce reports on the charity's financial position for trustee meetings (including balance sheet, cash flow, fundraising performance etc).
- Produce an annual budget and propose its adoption at the last meeting of the previous financial year (if required).
- Appraise the financial viability of plans and proposals put forward by the trustees.
- Carry out regular reconciliations.
- Arrange payments to creditors.
- Collect payments from debtors and bank all payments promptly.