

## BEWDLEY MUSEUM MANAGEMENT COMMITTEE

### CONSTITUTION AND STANDING ORDERS, AND TERMS OF REFERENCE

(Extracted from the Trust Deed as amended by the Deeds of Variation and the decision of the Bewdley Museum Management Committee on 4<sup>th</sup> March 2008, following prior approval by Wyre Forest District Council on 27<sup>th</sup> February 2008.)

#### **A. CONSTITUTION AND STANDING ORDERS**

##### **1. MEMBERSHIP**

The Committee shall comprise:

##### **(a) Voting Members:**

The voting members have one vote each except for the Wyre Forest District Council Cabinet Member who has six votes to reflect the Council's status as sole trustee.

##### **(i) Wyre Forest District Council (3 Representatives)**

The Cabinet Member for Community and Leisure Services, or the equivalent areas of responsibility, of Wyre Forest District Council; and

two other Wyre Forest District Councillors, nominated by the District Council.

Should any District Council representative cease to be a member of the District Council, he/she shall cease to be a member of the Committee and the District Council shall immediately be entitled to nominate a replacement.

##### **(ii) Bewdley Town Council (1 Representative)**

One member of Bewdley Town Council, nominated by the Town Council.

Should the Bewdley Town Council representative cease to be a member of the Town Council, he/she shall cease to be a member of the Committee and the Town Council shall immediately be entitled to nominate a replacement.

##### **(iii) Friends of Bewdley Museum (3 Representatives)**

Three members of the Friends of Bewdley Museum, nominated by the Friends.

Should any representative of the Friends of Bewdley Museum cease to be a member of the Friends, he/she shall cease to be a member of the Committee and the Friends shall immediately be entitled to nominate a replacement.

**(iv) Guild of Saint George (1 Representative)**

One member of the Guild of Saint George, nominated by the Guild of St. George.

Should any representative of the Guild of Saint George cease to be a member of the Guild, he/she shall cease to be a member of the Committee and the Guild shall immediately be entitled to nominate a replacement.

**(v) Bewdley Development Trust (1 Representative)**

One member of Bewdley Development Trust, nominated by the Trust or any subsequent organisation.

Should the representative of Bewdley Development Trust cease to be a member of the Trust, he/she shall cease to be a member of the Committee and the Trust shall immediately be entitled to nominate a replacement.

**(vi) Worcestershire County Council (1 Representative)**

One member of Worcestershire County Council, nominated by the County Council.

Should the representative of Worcestershire County Council cease to be a member of the County Council, he/she shall cease to be a member of the Committee and the County Council shall immediately be entitled to nominate a replacement.

**(b) Non-Voting Advisory Member****Regional Council for Museums, Libraries and Archives  
(1 Representative)**

One member of the Regional Council for Museums, Libraries and Archives, nominated by the Regional Council, or any subsequent organisation.

Should the representative of the Regional Council for Museums, Libraries and Archives cease to be a member of the Regional Council, he/she shall cease to be a member of the Committee and the Regional Council shall immediately be entitled to nominate a replacement.

**2. WYRE FOREST DISTRICT COUNCIL NOMINATION RIGHTS TO MAINTAIN QUORUM**

If the Committee at any time falls below the number necessary to form a quorum, a new member or members may be nominated by Wyre Forest District Council.

### **3. POWER TO INVITE PERSONS TO ADVISE THE MANAGEMENT COMMITTEE**

The Committee has power to invite to its meetings such persons as it considers necessary to advise members.

Such persons shall have the right to address the Committee, when requested, but shall not have the right to vote.

### **4. MEETINGS**

- (a) The Bewdley Museum Management Committee Action Plan is to provide the focus of every meeting of the Committee, with additions as necessary, including targets to be added and tasks allocated.
- (b) Meetings are to be held at least four times a year, the dates to be agreed at the annual meeting, which is to be held during October.
- (c) At least ten days notice in writing shall be given to each member of every meeting and such notice shall state the time and place of the meeting and the nature of the business to be transacted.
- (d) (i) The Chairman for the time being shall on the written requisition of not less than four members (addressed to the Chairman) forthwith proceed on due notice to convene a special meeting of the Committee.
- (ii) The requisition must state the objects of the meeting and must be signed by the requisitionists and may consist of several documents in like form each signed by one or more requisitionists.
- (iii) If the Chairman does not within 21 days from the date of the deposit of the requisition proceed to convene a meeting the requisitionists may themselves convene a meeting but any such meeting shall not be held more than 3 months after the laid date.
- (iv) A meeting so convened by the requisitionists shall be convened in the same manner as that in which meetings are to be convened by the Committee.

### **5. QUORUM**

- a) A total of five members of the Committee, excluding the non-voting advisory member, of whom at least one shall be a member of and nominated by Wyre Forest District Council, shall constitute a quorum for all meetings of the Committee. Therefore, voting representatives should provide substitutes whenever possible, if they cannot attend.

- b) In the event of unforeseen circumstances, whereby a member nominated by Wyre Forest District Council is not present, the meeting may proceed on an informal basis without any decisions being taken.

## **6. CHAIRMAN AND VICE-CHAIRMAN**

- (a) At every annual meeting the Committee shall elect a Chairman and Vice-Chairman from the members who are also members of and nominated by Wyre Forest District Council, who shall remain in office until the end of the next annual meeting.
- (b) If the offices of Chairman or Vice-Chairman become vacant during the year of office, the Committee may at a special meeting appoint another Chairman or Vice-Chairman who are also members of and nominated by Wyre Forest District Council to remain in office until the next annual meeting.
- (d) If the Chairman and Vice-Chairman are not present within ten minutes after the time appointed for the meeting, the members of the Committee then present shall appoint one of their number who is also a member of and appointed by Wyre Forest District Council to act as Chairman during that meeting.

## **7. VOTING**

- (a) Each voting member present shall be entitled to one vote, except for the Wyre Forest District Council Cabinet Member, who is entitled to six votes to reflect the Council's status as sole Trustee.
- (b) The decisions, based on the majority of votes cast by members present at the meeting, in accordance with (a) above, shall be binding.
- (b) In the case of an equality of votes the Chairman shall have a second or casting vote.
- (c) Voting shall be by a show of hands.

## **8. MINUTES OF PROCEEDINGS**

Minutes of proceedings of the Committee shall be kept and shall be signed by the Chairman of the meeting and when so signed shall except for any manifest error be conclusive evidence of what was done at the meeting.

## **9. SECRETARY**

The Secretary to the Committee shall be the relevant Committee Officer employed by Wyre Forest District Council.

## **10. TREASURER AND ACCOUNTS**

Proper books of account shall be kept by or on behalf of the Committee by the Treasurer of Wyre Forest District Council with responsibility for keeping and preparing such books of account which shall contain entries of all receipts and payments and such accounts shall be audited annually by a qualified Chartered Accountant to be selected by the Committee.

## **11. ALTERATIONS TO CONSTITUTION, STANDING ORDERS AND TERMS OF REFERENCE**

These may from time to time be altered at an annual or special meeting of the Committee, subject to the prior approval of Wyre Forest District Council.

### **B. TERMS OF REFERENCE**

#### **1. WITH THE PRIOR CONSENT OF WYRE FOREST DISTRICT COUNCIL**

- (a) To direct the Trustees to rebuild, pull down, enlarge, alter, equip, charge, mortgage, lease, sub-let, assign, grant licences over, surrender or exchange the premises or any other acquired premises.
- (b) To direct the Trustees to deal with and dispose of the premises or any other acquired premises and the proceeds of sale, and the income, rents and profits thereof, and to direct the Trustees to receive or dispose of investments comprising the funds of the Museum.
- (c) To appoint new Trustees (such appointment to be evidenced by Deed). The number of Trustees shall not exceed four, but may be less than two provided that the sole Trustee is a trust corporation.
- (d) To revoke or vary any of the trusts, powers and provisions of the Trust Deed (provided that these continue to be exclusively for purposes which are charitable in law) and to direct the Trustees to execute a Deed of Variation.

#### **2. WITHOUT SEEKING THE CONSENT OF WYRE FOREST DISTRICT COUNCIL**

Without prejudice to the generality of their powers, and save only that all expenditure shall be within the estimates approved annually by the Council together with all monies received by way of donation, covenant or gift:

- (a) To enter into contracts not exceeding £500.
- (b) To receive, purchase, borrow or otherwise acquire on such terms as they think fit, objects and matter for display at the Museum.

- (c) To advertise for, canvass and receive grants, donations and subscriptions.
- (d) To make rules and regulations for the management and conduct of the premises or otherwise (including power to charge and receive admission fees).
- (e) To receive investments and invest surplus funds of the Museum as they think fit, provided that such investments are in the names of the Trustees.
- (f) To ensure the proper security, storage and cataloguing of the collection belonging or loaned to the Museum.
- (g) To ensure that the Museum is properly advertised and that information about the displays is well publicised.
- (h) To ensure that proper arrangements are made with the respective craftsmen relating to their use of the Museum and that instruction and lecturing facilities are available to the public.
- (i) To arrange the promotion and display of touring exhibitions.
- (j) To ensure that proper liaison is effected with Wyre Forest District Council's Museums and galleries, the Worcestershire County Council, the Museums, Libraries and Archives Council, the Museums, Libraries and Archives West Midlands, or any subsequent organisation and all other relevant organisations.
- (k) To receive recommendations from the Friends of Bewdley Museum and to approve the spending of independent funds to improve and promote the Museum.