

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

1. Name and legal status

1.1 The name of the Association shall be 'Friends of the Watts Memorial' (hereinafter FWM).

1.2 The legal status of FWM is an Association.

1.3 FWM is a 'Not for Profit' organisation.

2. Aims and objectives

2.1 The primary aim of FWM is to protect, preserve and promote the Watts Memorial to Heroic Self Sacrifice in Postman's Park and, ultimately, to work towards completing it in full as G. F. Watts originally intended.

2.2 The Aims are to be achieved through the following Objectives:

- Working with various partners, including the Corporation of London and the Watts Gallery, to ensure that the Watts Memorial is maintained and conserved.
- Promoting and publicising the memorial so as to raise its profile and increase public engagement and knowledge about it.
- Planning and staging events related to the memorial.
- Supporting the work of those who wish to research the history of the memorial or to undertake events related to it.
- Fundraising to support the conservation of the memorial and to facilitate its completion.

2.3 Members will be encouraged to become involved in activities.

2.4 Annually, at the Annual General Meeting, the Management Committee will propose a Development Plan outlining activities for the year ahead, together with the costs involved and how they recommend these funds be raised. Members will be invited to agree, modify or reject this Plan. It will be circulated to Members in advance through the Newsletter. Details will also be posted on the FWM website.

2.5 An electronic Newsletter will be prepared at least twice a year. Through it Members will be consulted on decisions to be made on such key issues as:

- proposed Annual Subscription Rates;
- proposed Constitution changes;
- planned fundraising activities;
- dates of planned activities; and
- any matter upon which the Management Committee is required or desires to consult Members.

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

2.6 The Management Committee shall circulate all responses to Members for further consultation, and the results shall be made known at a subsequent meeting or via the Newsletter.

3. Powers and General Meetings

3.1 FWM shall be governed by a Management Committee that shall be responsible for the conduct of the Association's affairs in accordance with its Aims and Objectives and its current Development Plan.

3.2 Annual General Meeting

3.2.1 An Annual General Meeting shall be held in September each year, the date, time and place to be determined by the Management Committee.

3.2.2 Each Annual General Meeting shall be convened by the Secretary who shall notify Members in writing (by email or Newsletter) at least 21 days before the date of that meeting.

3.2.3 Any motion for consideration at the Annual General Meeting must be in the Secretary's hands no later than 14 days before the date of the meeting.

3.2.4 The business of the Annual General Meeting shall be to:

- confirm the minutes of the previous Annual General Meeting and any other general meetings
- adopt the annual report and accounts
- receive the annual report of the Chair
- appoint an independent auditor
- fix the subscription rate (if any)
- transact such other business as may be received in writing (including by email) by the Secretary from Members at least 14 days before the meeting and included on the agenda

3.2.5 Members of the Management Committee will serve terms of five years from the date of the AGM at which they are elected. At the end of each five-year term, the post will come up for election.

3.2.6 Applications for positions on the Management Committee must be submitted to the Secretary at least 14 days before the relevant Annual General Meeting. If there are more applications than there are vacancies to be filled, an election will be held. Members must be informed of all candidates standing for office of the Management Committee at least 7 days before the meeting. Each candidate must be proposed by and seconded by separate members of the Association.

3.2.7 Every Member shall be entitled to 1 vote. Only those Members attending the meeting will be able to vote.

3.2.8 The quorum for both the Annual General Meeting and Special Meetings shall be 10% of members.

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

3.2.9 The Chair of the Management Committee shall preside, or, in the Chair's absence, a deputy appointed by the Association or by Members attending the meeting.

3.2.10 Decisions made at all general meetings shall be by a simple majority of votes from those Members attending the meeting. In the event of equal votes, the Chair shall be entitled to an additional casting vote.

3.3 Special General Meeting

3.3.1 A Special General Meeting may be called by the Chair within 28 days of receiving a written request to do so, signed by 10 or more Members. The request must set out full details of the reasons behind the request. Similarly the Chair may call such a Meeting at the request of a majority of the Management Committee expressed at a full Management Committee Meeting.

3.3.2 Decisions requiring a vote shall be decided by simple majority of Members present who are eligible to vote. In the event of that vote being tied the Chair shall cast a second vote.

3.4 Management Committee

The standing Management Committee shall consist of:

- Chair, who will Chair meetings and formally represent the Association.
- Secretary, who will organise Management Committee meetings and Annual and Special General Meetings, prepare Agendas, keep Minutes and organise the writing and publication of the Newsletter.
- Treasurer, who will keep records of the day to day use of funds and prepare the annual accounts for scrutiny.
- Membership Secretary, who will hold and update the list of Members, including those who have volunteered for one or more project(s).
- At least 2 representatives of interest groups including people who have ancestors commemorated on the memorial.

The Management Committee is empowered to co-opt other Members as necessary, mainly to organise agreed projects and these might include:

- Fundraising officer, who will organise applications for grants and other sources of funding.
- Outreach and engagement officer, who will be responsible for promoting and publicising the work of the Association and encouraging public engagement.

3.4.1 Management Committee meetings cannot be considered 'quorate' unless at least 3 Management Committee members are present.

3.4.2 Representative of the City Gardens and the Bishop of London's Office shall be invited to attend Management Committee meetings in an advisory capacity.

3.4.3 There shall be a minimum of 4 Management Committee meetings per year, with any number of informal preparation meetings as required. These informal

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

meetings can only recommend decisions to the full Management Committee, other than details of events planned at an earlier Management Committee meeting.

3.4.4 The Management Committee is empowered to use the funds of the Association within any constraints agreed at the previous AGM. All financial decisions involving sums greater than £50 must be agreed at a full Management Committee Meeting.

4. Membership

4.1 Membership is open to any individual, business or other organisation wishing to join that concurs with the Aims and Objectives of the Association.

4.2 Any decision by the Management Committee to deny membership must be backed by a resolution passed at a Special or Annual General meeting and be based upon evidence that such person(s) do not concur with the Aims and Objectives of the Association.

4.3 The Annual Subscription (if any) will be agreed at the Annual General Meeting. The Association may decide to charge different subscriptions for individual or corporate (business or other organisation) members. The subscription becomes payable immediately after the AGM and anyone failing to respond to the request for a subscription within 60 days of its being sent out shall have to reapply for membership.

4.4 Membership rights will be lost between the lapse of Membership and its reinstatement.

5. Principles

5.1 Equal Opportunities:

The Association is open to all that wish to join, so long as they subscribe to, and agree with, the aims and objectives of the Association, regardless of where they live.

5.2 The Association shall be non-party in politics and non-sectarian in religion, and shall represent all Members and manage its affairs regardless of age, gender, ability, religion, political beliefs, race, sexual orientation or marital status.

6. Voting Rights

6.1 Only paid up members of FWM are allowed to vote at the Annual or Special General Meetings. Members whose subscriptions have not been paid by the date of the Annual or Special General Meetings will lose any entitlement to vote.

6.2 Corporate members shall nominate an individual to represent them at the Annual or Special General Meetings. Corporate members will have 1 vote at Annual or Special General Meetings.

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

7. Financial Details

7.1 Monies raised from Membership Subscription, gifts, other donations or grants awarded to the Association shall be used for the express purposes of pursuing the aims of the FWM.

7.2 The Management Committee is empowered to pursue or make application for grants to secure funds to support FWM's planned activities and may take whatever steps are necessary to meet the requirements of awarding bodies. No persons representing FWM shall make or enter into any arrangement with any person or organisation that may incur a financial liability save for those purposes agreed by the Management Committee as necessary to carry out the objectives of the Association.

7.3 Financial management shall be the responsibility of the Treasurer who will account for any or all income and expenditure and will prepare an annual financial statement for presentation at the AGM. A member who is not part of the committee shall 'examine' the accounts annually. Monies will be held in favour of FWM in a nominated bank account. Only the Treasurer, the Chair, and the Secretary shall have access to the account. Cheques will require the signature of any 2 nominated signatories before payment or encashment can be made. Likewise, electronic banking transactions must be agreed in writing (including e-mail) by any 2 of the nominated signatories.

7.4 Members of the Management Committee may claim reasonable out of pocket expenses whilst on business on behalf of the Association. Such expenses must be in aggregate less than £35 and be approved by 2 other members of the Management Committee.

8. Dissolution

8.1 If the Members resolve to dissolve the Association, the Management Committee members will remain in office and be responsible for winding up the affairs of the Association according to this clause.

8.2 The Management Committee members must collect in all the assets of the Association and pay or make provision for all of the liabilities of the Association.

8.3 The Management Committee members must apply any remaining property or money:

- a) Directly for the Objectives.
- b) By transfer to any other voluntary organisation for purposes identical or similar to those of the Association;
- c) In such other manner as an external organisation may approve in writing in advance.

8.4 The Members may pass a resolution before or at the same time as the resolution to dissolve the Association specifying the manner in which the Management Committee members are to apply the remaining property or assets of

FRIENDS OF THE WATTS MEMORIAL

CONSTITUTION

the Association and the Management Committee members must comply with the resolution if it is consistent with this Constitution.

8.5 In no circumstances shall the net assets of the Association be paid to or distributed among the Members of the Association, except to a 'Member' that is itself a Voluntary Organisation or Charity.

8.6 If the Association is to be dissolved, the Management Committee members must notify any external funding organisations that have provided it with a grant or grants. The Management Committee members must provide accounts and any other documentation as required by any external funding organisations.

9. Power of amendment

9.1 Amendments to the Constitution may be made only at an Annual or Special General Meeting open to all Members. Proposed amendments must be circulated to Members by the Management Committee at least 14 days before the Meeting at which they are to be considered. To be approved three quarters of the Members present must agree to a motion supporting the changes.

9.2 Members may obtain a copy of this Constitution on request to a member of the Management Committee and a copy will be made available via the Association's website.

10. Declaration

The Friends of the Watts Memorial hereby adopts and accepts this Constitution as a current operating guide regulating the actions of members.

Signed:

Date:

Name:

Position: Chair

Signed:

Date:

Name:

Position: Secretary

Signed:

Date:

Name:

Position: Treasurer