

MIDLANDS FEDERATION OF MUSEUMS & ART GALLERIES  
**CONSTITUTION**  
(revised 1992, amended 1997 2000, 2014, 2017)

**1. Name**

The Midlands Federation of Museums & Art Galleries (hereinafter called the Federation) is a voluntary organisation and registered as a charity<sup>1</sup>, the activities of which are confined to the areas covered by the East and West Midlands Government Offices.

**2. Aims**

To provide an active network and effective professional development forum for people working in museums, galleries and heritage sites in the West and East Midlands in accordance with the objects of the Museums Association (as set down in its Memorandum of Association and included in Appendix A). By holding regular meetings exploring best practice and innovation across the Arts and Heritage sector and supporting individuals and organisations through the West and East Midlands to best meet the needs of audiences and collections.

**3. Members**

**3a. Honorary**

Honorary members shall be persons distinguished for their services to the Federation or its aims. They shall have free life membership. They shall be nominated by the Council and approved at a General Meeting of the Federation. They shall each have one vote.

**3b. Institutional**

Institutional members shall be any organisation which exists to promote interest in the purposes of museums and are deemed suitable by the Federation Council. They may be represented by not more than one person at any business meeting and be entitled to one vote in any ballot, whether in person, conducted by post or email.

**3c. Personal**

Personal members shall be members of staff of museums and art galleries past or present, and others interested in the objects of the Museums Association in the area of the Federation. They shall each have one vote.

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<sup>1</sup> Registered number 225103

#### **4. Subscriptions**

The annual subscription, due on 1 April of each year, shall be as determined by the Council and confirmed by the Annual General Meeting except that Honorary members shall not be required to pay a subscription.

#### **5. Officers**

The Officers of the Federation shall be the President, Immediate Past President, President Elect, Honorary Treasurer, Honorary Secretary and such others as the Council may require for specific purposes. The President shall hold office for not more than two years. Other Officers shall be elected for a term of three years at the Annual General Meeting of the Federation. Two shall retire annually in rotation, but shall be eligible for re-election.

#### **6. Council**

- 6a.** The Council, which shall manage the affairs of the Federation, shall consist of the Officers, two of which members shall be other than Museum Directors or Heads of Museum Departments.
- 6b.** Officers and Members who attend no meetings of the Council in any one year of the period for which they are elected shall be deemed to have resigned, unless reasons which are considered satisfactory to the Council are given.
- 6c.** The Council may co-opt up to three persons, or nominees from three organisations, subject to no co-option exceeding one year without further consideration by Council.

#### **7. Council Meetings**

- 7a.** The Council shall meet as the President may direct, but not less than four times a year. Subject to this, the President may cancel any Council Meeting if, in his or her opinion, the business to be transacted at such a meeting does not warrant the meeting being called. Notice of the meeting, together with the agenda, shall be sent to every Officer and Member of the Council at least six clear days prior to the date of such a meeting, and in the event of any meeting being cancelled, notice of cancellation shall be communicated to every Officer and Member of the Council.
- 7b.** A Special Meeting of the Council shall be called within fourteen days of the receipt by the Honorary Secretary of a requisition in writing signed by two members of the Council, stating the reason for the meeting.
- 7c.** The Quorum of any meeting of the Council shall be four.
- 7d.** Whenever an Officer or Member of the Council has a personal interest in a matter to be discussed at a Council Meeting, they must declare an interest before discussion on the

matter begins, be absent for that item unless expressly invited to remain to provide information, and be absent during the vote.

- 7e.** Where urgent decisions have to be made in advance of a Council Meeting, these may be done by agreement of any three Officers or Members, at least one of whom must be the President, Honorary Secretary or Treasurer, after consultation with as many of the Council as possible. Such decisions must be reported at the next Council Meeting.

## **8. General Meetings**

- 8a.** General Meetings shall be held at such times and places as the Council may determine. There shall be at least four General Meetings during each year, including an Annual General Meeting which shall be held no later than 31 March in each year. The business of the Annual General Meeting shall be the election of Officers and Council, to receive the annual report of Council and financial statements, and the appointment of an examiner, approve nominations for honorary members and other such business as Council may decide or which has been proposed and seconded by members of the Federation.
- 8b.** A quorum at either a General Meeting or a Special General Meeting shall constitute ten members.

## **9. Special General Meetings**

A Special General Meeting of the Federation shall be called within 28 days or the receipt by the Honorary Secretary of a requisition in writing signed by at least eight members, stating the reason for the meeting.

## **10. Elections**

The following regulations shall be observed in the election of any Member to serve on the Federation Council:

- 10a.** A notice inviting candidates for the positions of Officers and Personal members, and nominations for honorary members shall be despatched to every member not later than 8 weeks before the date of election. Intending candidates must make their candidacy known to the Honorary Secretary no later than 6 weeks before the date of the election.

- 10b.**In the event of there being two or more candidates for a single position, the Honorary Secretary shall send a voting paper, by post or by email, to each member of the Federation no less than 4 weeks before the AGM.
- 10c.** Each member shall be entitled to one vote in respect of each vacancy to be filled, and ballot papers for contested elections must be returned to the Honorary Secretary by the due date. Failure to comply with this provision shall invalidate the vote.
- 10d.**Voting shall be conducted by a preferential voting system for positions where there are multiple vacancies. The Honorary Secretary, with the assistance of two tellers to be appointed by the Council, shall count the number of votes and declare the candidates who have received the greatest number of votes or have reached the necessary quota, to be elected. The result of the election shall be circulated to members of Council and candidates.
- 10e.** In the event of any of the offices falling vacant, the Council should approach the runner up from any previously contested election. If this is unsuccessful, the Council may appoint a Personal member of the Federation to fill the vacancy for the remainder of the term. Such co-opted members must retire or seek re-election at the Annual General Meeting immediately following co-option. In the event of these steps being unsuccessful in filling the vacancy, the Council reserves the right to call a by election.

## **11. Sub-Committees**

The Council may appoint Sub-Committees for any purposes which it may think necessary, and such Sub-Committees shall have power to co-opt members, subject to the approval of the Council. Standing Sub-Committees shall be appointed at the first meeting of the Council following each Annual General Meeting.

## **12. Expenses**

Reasonable travelling and subsistence expenses incurred by Council Officers and Members may be paid out of Federation funds. Travelling and subsistence expenses incurred by delegates of the Federation at conferences or other meetings in a representative capacity on behalf of the Federation may be defrayed as the Council shall determine.

Payment will be made only on presentation of receipts or other proof of expenditure.

### **13. Annual Report and Financial Statement**

The Annual Report of the Federation on the work of the year to 31 December prepared under the direction of the Council, together with a Financial Statement, duly audited, shall be circulated to each member with the notice of the Annual General Meeting.

### **14. Honorary Secretary's Duties**

The Honorary Secretary shall convene, attend and take minutes of all meetings and conduct the correspondence of the Federation. He or she shall act on all occasions under the direction of the Council, and on retirement from office, hand over to the successor or to the President all items belonging to the Federation.

### **15. Honorary Treasurer's Duties**

The Honorary Treasurer shall receive all monies belonging to the Federation from whatever source derived, for which he or she shall be responsible; shall keep a receipts and payments account, and prepare the annual financial statement of the Federation. On retiring from office, the Treasurer shall hand over to the successor or the President, (after being duly audited) all books, papers and cash belonging to the Federation. The funds of the Federation shall be kept in a bank approved by the Council, and no financial liabilities shall be incurred or payments made except under a special or general authorisation by the Council. The Council shall ensure that all income received is applied solely to promote the aims of the Federation.

### **16. Examiner**

An Examiner, who shall not be a member of Council, shall be appointed by the Annual General Meeting.

### **17. President**

The President shall chair General Meetings of the Federation and of the Council. In the absence of the President, the meeting shall appoint a person to chair the meeting. The President shall be responsible for the custody of the Presidential Jewel, which he or she shall hand over to the succeeding President.

## **18. Disposal on Winding Up**

In the event of the Federation being wound up, after meeting all its liabilities, its assets shall be disposed of to such charitable organisations which the Council feels are concerned with the advancement of the objects of the Museums Association. This shall be carried out after consultation with the Charity Commission.

## **19. Alteration of Rules**

These rules shall not be altered or rescinded except with the consent of at least two-thirds of the members present and voting at the Annual General Meeting, or at a special meeting convened for the purpose, upon receipt of a requisition signed by eight members (see item 9). A written notice shall be given to every member of the Federation of any meeting convened for any proposed alteration of these rules, not less than six clear days prior to the date for the meeting, and the notice convening the meeting shall set forth the terms of the proposed alteration.