

West Wales Maritime Heritage Society Constitution

Date of Constitution (last amended) 05/12/2023

1. TITLE.

- a. The name of the Charity shall be:

THE WEST WALES MARITIME HERITAGE SOCIETY (WWMHS)
Charity Number 1042428

- b. A Private Limited Company by guarantee without share capital use of 'Limited' exemption, registered at Companies House as:

WEST WALES MARITIME HERITAGE LIMITED
Company number 02611959

- c. The name of the Museum operated by **WWMHS** shall be known as:

WEST WALES MARITIME MUSEUM

- d. Location of Principal Office:

Hancock's Yard
Front Street
Pembroke Dock
Pembrokeshire, SA72 6JY

2. AIMS AND OBJECTIVES.

The aims and objectives are:

- a. To conduct and encourage research into the maritime history of Pembrokeshire and the surrounding area.
- b. To encourage the preservation of craft, buildings and sites of maritime heritage, especially, but not exclusively, those of local interest.
- c. To seek to preserve artefacts and records associated with this history.
- d. To retain and encourage the skills associated with all aspects of building, repairing, conserving and the use of historic craft.
- e. To maintain the Museum where these craft, items and skills may be preserved and shown to best advantage.
- f. To encourage members of the public to take an interest in, and develop or acquire the skills mentioned.
- g. To operate the Museum as a viable economic enterprise.
- h. Ensure that the Museum Accreditation is maintained by keeping up with the current Government Legislation for Museums

3. Application of Income & Property.

- a. A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- b. None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the charity

4. Affiliation.

The Charity may be affiliated to other Societies or Associations and may accept affiliation from such bodies, subject to agreement of the Trustees.

5. Membership

Admission of new members.

a. Eligibility:

- i. Membership of the charity is open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his or her agreement to become a member.
- ii. Applications may be made as a single person or as a Family membership.

b. Admission procedure:

The charity trustees:

- i. May require applications for membership to be made in any reasonable way that they decide, normally by application to the secretary and payment of the annual subscription.
- ii. Shall, if they approve an application for membership, notify the applicant of their decision within 7 days
- iii. May refuse an application for membership if they believe that it is in the best interest to do so
- iv. Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so within 7 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal and,
- v. Shall give fair consideration to any such appeal and shall inform the Applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.
- vi. A new member must read, accept and sign the current Volunteer agreement.

6. Termination of membership.

Membership of the charity comes to an end if:

- a. The member dies.
- b. The member sends a notice of resignation to the charity trustees.
- c. Any sum of money owed by the member to the charity is not paid in full within 3 months of it falling due.
- d. The trustees decide that it is in the best interests of the charity that the member in question should be removed from the membership and pass a resolution to that effect.

Before the trustees take any decision to remove someone from membership of the charity, they must:

- a. Inform the member of the reasons why it is proposed to remove them from membership.
- b. Give the member at least 21 days' notice in which to make representations to the trustees as to why he or she should not be removed from the membership.
- c. At a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership.
- d. Consider at that meeting any representations that the member makes.

7. Subscriptions.

The Annual subscription (s) shall be determined at the Annual General Meeting (AGM).

8. Financial year.

The financial year shall start on 1st January and terminate as of 31st December of any one Year.

9. Voting Rights.

- a. Only paid up members shall be entitled to vote at an AGM or SGM.
- b. In the case of a Family Membership, only the first named person will have voting rights.

10. Charity Trustees.

- a. Roles of a charity trustee:
 - i. Ensure your charity is carrying out its purposes for the public benefit.
 - ii. Comply with your charity's governing document and the law.
 - iii. Act in your charity's best interests.
 - iv. Manage your charity's resources responsibly.

- v. Act with reasonable care and skill.
- vi. Ensure your charity is accountable.

b. Functions & Duties of WWMHS Charity Trustees:

- i. The trustees shall oversee the affairs of the charity and may for that purpose, exercise all the powers of the charity.

c. It is the duty of each trustee:

- i. To exercise his or her powers and to perform his or her functions as a trustee of the charity in the way he or she decides in good faith, would be most likely to further the purpose of the charity.
- ii. To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular to any special knowledge or experience that he or she has.
- iii. To seek outside advice where they do not have the knowledge or experience to make an informed decision.

d. The Chairman, Treasurer, Secretary and Museum Curator will be ex-officio trustees, plus one other trustee as elected at the AGM.

e. **Ex officio charity trustee[s]:**

The Chairman, Treasurer, Secretary and Museum Curator for the time being (“the office holder”) shall automatically, by virtue of holding that office (“ex-officio”), be a charity trustee.

11. Committee.

- a. The day to day running of the Charity shall be administered by an Executive Committee consisting of trustees & non trustees.
- b. The Committee shall consist of 5 trustees plus up to six members of the Charity, who shall be elected at an AGM, and shall be eligible for re election, and of co - opted members who shall not be eligible to vote.
- c. All paid up members of the charity are eligible to be elected.
- d. A quorum shall be formed for a committee meeting when 1 more than half of the number of committee members is present.
- e. Votes on a proposal by the committee can be delayed and referred to the Trustees where there is any doubt that this might be in breach of the Constitution or Charity Law.

12. Officers.

- a. The Officers of the Charity shall be Chairman, Hon. Treasurer, Hon Secretary, Museum Curator and such additional Officers as may be deemed appropriate. Additional officer positions will be agreed by the Executive committee
- b. Persons elected to additional Officer Posts shall not serve on the Committee ex officio but shall be eligible for election to the Committee.
- c. These officers shall be elected at the AGM
- d. All Officers shall be elected for one year and shall be eligible for re election, subject to a maximum term of 5 years consecutively, with the exception of the Chairman whose term of office shall not exceed two years with at least two years break before possible re-election. No member can hold more than one officer position at a time.

13. President.

- a. The Charity may invite an individual to be president of the Charity for a five year period.
- b. The nomination of an individual for the Presidency of the Charity shall be unanimously agreed by the committee of the Charity before any invitation is issued.
- c. The President may attend any meeting of the Charity but shall not be called upon to Chair such meetings.
- d. The President is an Honary position and therefore has no voting rights at meetings of the charity.

14. Nomination of Officers

- a. Nominations to the roles of Officers of the Charity or for election to the position of Trustee or to the executive committee, shall be submitted to the Secretary not less than two weeks in advance of an AGM. Such nominations must be supported by two members and the prior consent of the nominee must be obtained.
- b. Additional nominations may be accepted at an AGM from the floor at the Chairman's discretion.
- b. Where more nominations are received than the Charity's rules permit, then elections shall be by ballot or show of hands.

15. Annual General Meeting.

The Annual General Meeting of the Charity shall be held in the month of March unless there are exceptional circumstances.

The purpose of the meeting shall be:

- a. To receive the minutes of the last AGM.
- b. To review matters arising from those minutes.
- c. To receive the Chairman's report of the year's activities.
- d. To receive the Treasurers report of the financial affairs of the Charity.
- e. To elect Officers, Trustees & Committee members, holding ballots as necessary.
- f. To elect an Auditor (s).
- g. To vote upon any changes proposed to the Constitution, aims or objectives of the Charity.
- h. Members of the Charity shall be informed of the date, time and place of an AGM, not less than four weeks in advance.

16. Special General Meetings.

- a. Special general meetings may be called by not less than ten members of the Charity by written request to the Secretary.
- b. Such requests shall detail the proposals to be considered at the meeting. The SGM must be convened not longer than six weeks from the lodgement of a proper request.
- c. Members of the Charity shall be informed of the date, time and place of an SGM not less than four weeks in advance.

17. Minutes.

The charity trustees must keep minutes of all:

- a. Appointments of officers made by charity trustees.
- b. Proceedings at general meetings of the charity.
- c. Meetings of the charity trustees and committees of the charity including:
 - i. The names of the trustees/members present at the meeting.
 - ii. The decisions made at the meeting.

18. Quorum.

A quorum shall be formed for an AGM, or an SGM if not less than ten members or ten percent of the charity's membership, whichever is the greater, (counted excluding the officers), shall be present. Four Officers shall in addition be present at an AGM.

19. Ordinary Meetings.

- a. Meetings of the Charity shall be convened from time to time, nominally at one month's interval, to pursue the aims and objectives of the Charity. These meetings may be public or restricted to members of the charity as appropriate.
- b. The Charity trustees:
 - i. May call any other general meeting of the members at any time.
 - ii. Or if they receive a request to do so from at least 10% of the members of the Charity and the request states the general nature of the business to be dealt with at the meeting and is authenticated by the members making the request.
- c. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting. A resolution may only properly be proposed if it is lawful and is not defamatory, frivolous or vexatious.

20. Powers of the Executive Committee.

The powers of the Executive Committee shall be:

- a. To make, amend or rescind byelaws which give effect to the Constitution of the Charity.
- b. To form sub committees to promote the Charity's aims and objectives.
- c. To fill vacancies arising in the executive committee and Charity's Officers by invitation if these vacancies arise between AGM's.
- c. To fix or amend the rules governing the admittance and cancellation of Membership and subscriptions.

21. Duties of the Chairman.

- a. Provide leadership to the charity, ensuring that the Charity has maximum impact for its beneficiaries
- b. Ensure that Trustees fulfil their duties and responsibilities for the effective governance of the Charity
- c. Act as an ambassador for the cause of the Charity
- d. Act as a spokesperson for the cause and the Charity
- e. Represent the Charity at external functions, meetings and events
- f. Chair meetings of the board of Trustees and executive committee effectively and efficiently, bringing impartiality and objectivity to the decision making process
- g. Ensure that trustees are fully engaged and that decisions are taken in the he best long term interests of the Charity and in line with the Constitution
- h. Monitor that decisions taken are implemented

22. Duties of the Secretary

The duties of the Secretary shall be:

- a. To record and publish the Minutes of the AGM and SGM and record and circulate the minutes of executive Committee meetings of the Charity.
- b. To inform members of the date, time place and agenda of AGM, SGM's and of ordinary meetings of the Charity.
- c. To publicise meetings of the Charity.
- d. To arrange for meetings, speakers and events as agreed by the trustees or executive Committee.
- e. To handle and maintain records of the correspondence carried out on the Charity's behalf.
- f. To maintain an up to date Membership list, including addresses and telephone numbers.
- g. To generally administer the Charity's affairs.

23. Duties of the Treasurer

The duties of the treasurer shall be:

- a. To receive, hold, administer, dispense via authorised Bank account (s), and be accountable for all monies belonging to the Charity.
- c. To prepare and present at the AGM an annual Statement of Accounts for the Charity.
- c. To present the financial position of the Charity at any Ordinary meeting
- d. To present the annual accounts for audit and submit the same to the relevant authorities
- e. To bring for the executive committee's agreement, proposals for the longer term investments of the Charity's funds.

24. Auditors

The Auditor(s) shall be responsible for checking the accounts, balances and "Statements of Accounts" prepared by the Treasurer and certifying that these are a fair representation of the Charity's financial position or reporting otherwise to an AGM.

25. Amendments to the Constitution

- a. The Constitution may only be altered by proposals passed at any AGM or SGM.
- b. Such proposed alterations supported by signatures of a minimum of ten members of the Charity, shall be received by the Secretary not less than six weeks prior to the date of any AGM or SGM.
- c. Members shall be advised of such proposed alterations not less than four weeks before any meeting called to review them. A motion shall be passed if a simple majority of members of the Charity vote in favour of the motion.

26. Temporary Chairman

In the event of the Chairman or Vice Chairman not being present at a meeting, members shall elect a Chairman of the meeting.

27. Chairman's Powers

In the event of equal votes being cast, the Chairman of an AGM, an SGM, or an executive meeting shall have a deciding vote.

28. Cessation of the Charity

- a. In the event of the Charity ceasing to function according to its aims and objectives, it may be wound up by resolution at an AGM or SGM of which not less than 14 days' notice has been given to those eligible to attend and vote.
- b. The Charity must observe the requirements of the Dissolution Regulations in applying to the Commission for the charity to be removed from the Register of Charities.

And in particular:

- c. The charity trustees must send with their application to the Commission:
 - i. A copy of the resolution passed by the members of the Charity.
 - ii. A declaration by the charity trustees that any debts and other liabilities of the Charity have been settled or otherwise provided for in full.
 - iii. A statement by the Charity trustees setting out the way in which any property of the Charity has been, or is to be, applied prior to its dissolution in accordance with this constitution.
- d. Subject to the approval of such a meeting, the Charity's monies shall be realised. After payment of outstanding debts, any credit balance may be disposed of to any other Charity or Organisation having similar objectives to those of the Charity.
- e. Similarly, subject to the approval of such a meeting, any premises, artefacts or records, being the property of the Charity, shall be offered to the appropriate Local Authority Museum Service in West Wales or other appropriate authority.

29. Non-Benefit to Members

No Members (s) shall derive benefit from receiving income or distribution of property from the Charity during the lifetime of the Charity.