

**CONSTITUTION and GOVERNING DOCUMENT**

Revised 2 December 2019

Further Revision 22 July 2021

1. **The Society is a Charity, registered in the UK [No. 272407], that is active in Dorset.**
2. **The objects of the Society are:**
  - a] **To establish, acquire and preserve, for the public benefit, the collections known as the Purbeck Stone Museum and the Langton Matravers Parish Museum and to acquire, record and preserve archives connected with these museums.**
  - b] **To collect and preserve, if possible and desirable, evidence of the past within the Parish of Langton Matravers and its immediate surroundings, including artefacts, documents, photographs, and digitised records illustrative of the past.**
  - c] **To advance education for the public benefit by the promotion of knowledge and interest in the heritage of the parish by organising meetings and talks regarding local historical matters.**
  - d] **To preserve and promote the historical, natural and visual amenities of the parish.**
- 2.1 **No alteration shall be made to clause 2 [objects] without the consent of the Charity Commissioners.**
3. **The main activities of the Society are the acquisition, preservation and public display of the collections known as the Purbeck Stone Museum and the Langton Matravers Parish Museum; the acquisition, recording and preservation of archives connected with these museums; and the arrangement of meetings and talks concerning local historical matters.**
4. **Membership of the Society is open to anyone with an interest in its activities.**
5. **The Society shall hold an Annual General Meeting for the purpose of reporting to its members on its activities; electing a Management Committee; and approving annual accounts.**
6. **The Society shall be managed by a Management Committee, normally consisting of at least seven members, to include a designated Chairman, Vice Chairman, Secretary, Treasurer and Museums' Curator together with two other members. This Committee shall be elected annually at the Annual General Meeting. All members of the Committee shall be eligible for re-election.**
7. **The Committee shall have powers of co-option.**

- 8. A meeting of the Management Committee shall normally make decisions by consensus. In the event of disagreement, a simple majority of those present shall decide any matter. The Committee shall be considered quorate if four members are present.**
- 9. All members of the Society shall contribute annually towards its work at a subscription rate to be set from time to time by the Society's Management Committee.**
- 10. The Society shall appoint a minimum of four and a maximum of eight Trustees by simple majority vote at an Annual General Meeting or at a Special General meeting called for this purpose. The names and details of these Trustees shall be notified to the Charity Commission.**
- 11. The duties of Trustees, who need not be members of the Society but may be members of the Management Committee, are as set out by the Charity Commission [Guidance for Trustees CC3 Section 2] and in this governing document. Trustees are required to act in the best interests of the Society; ensure that resources are managed responsibly; hold property on behalf of the Society; advise the Management Committee in the event of disputes; and act with reasonable care and skill.**
- 12. At least two but not more than four Trustees must be named in the Registration of any land or property with the Land Registry in the event that the Society acquires title to any land or property and those nominated Trustees are authorised to sign any conveyance, transfer, lease or other deed which concerns that land or property.**
- 13. The Trustees may vest the title of any such land or property with the Official Custodian for Charities' Land Holding Service who will subsequently hold the land or property on behalf of the Trustees of the Society whilst allowing the Trustees to keep all the powers and duties of management associated with the ownership of land or property.**
- 14. The Trustees may delegate all aspects of the routine management of any land or property to which the Society has title to the Management Committee of the Society subject always to there being at least one meeting of the Trustees held each year at which the Management Committee reports specifically on matters relating to any land or property for which it has delegated responsibility.**
- 15. Where the Trustees have acted honestly and reasonably they are entitled to an indemnity from the Society's assets for any liabilities incurred by them as Trustees.**
- 16. The Society must therefore for its own benefit put in place and maintain an Indemnity Insurance Policy [in accordance with s.189 of the Charities Act] to ensure the protection of the Trustees for any liabilities incurred by them as Trustees in circumstances where the Society does not have sufficient assets to provide the indemnity.**
- 17. The Society shall hold a bank account and authorise the Treasurer to operate the account, either by paper, telephone or internet, for the benefit of the Society. The Management Committee shall determine what security conditions shall apply to transactions in the Society's account, having regard to the advice of the bank.**
- 18. The Treasurer shall maintain adequate records and present complete accounts of the Society's financial transactions to the Annual General Meeting, duly audited.**

19. The Society may produce leaflets, booklets, and other memorabilia to offer for sale, as directed by the Management Committee.
20. The Society shall advertise its activities as directed by the Management Committee.
21. The location and means of display of material from the Museums' Archives; the arrangements for public access; and the format of the display shall be the responsibility of the Curator, subject to the approval of the Management Committee.
22. Custodians of the publicly displayed materials shall be sought from volunteers among the membership. Materials shall not be displayed without at least one Custodian being present.
23. Should the Management Committee and Trustees decide that the Society is no longer able to fulfil its aims, the Society shall be wound up. A Special General Meeting to ratify any resolution to dissolve the Society must be convened promptly on receipt of a motion calling for such a meeting signed by no fewer than five members of the Society.

#### **24. Dissolution Clause**

**24.1** If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

**24.2** The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

**24.3** The trustees must apply any remaining property or money in the following ways:

**[a]** The collections of the Museum shall be offered to the Dorset County Museum or, if this museum declines to accept, to another similar body.

**[b]** any assets owned by the Society, other than the Museum collections, shall be used for the benefit of the village and Parish of Langton Matravers, its residents and others with a close connection with the village, as determined by the Trustees with the advice of the Management Committee and subject to ratification by a Special General Meeting of the Society and subsequently by the Charity Commission.

**[c]** Failing the above, the assets shall be applied in such other manner as the Charity Commission for England and Wales [‘the Commission’] may approve in writing in advance.

**24.4** The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs [a]–[c] inclusive in sub-clause [24.3] above.

**24.5** In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity [except to a member that is itself a charity].

**24.6 The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.**

**25. The Management Committee may be dismissed at any time following a simple majority of votes of members present at a Special General Meeting. In such an event, a new Management Committee must be elected at the same Special General Meeting.**

**26. If, as a minimum, new candidates for the posts of Chairman, Treasurer and Curator do not present themselves at a Special General Meeting, when the previous Committee has been discharged, and do not command a majority vote of those present, the Society shall be deemed to no longer be able to fulfil its aims and must be wound up, with its assets being disposed of as specified in 23-24 above.**

**27. Amendment of the Constitution and Governing Document**

**Any provision contained in this Constitution and Governing Document may be amended, provided that any such amendment is made by a resolution passed by a simple majority of the members present and voting at a general meeting.**

**No alteration shall be made to clause 2 [objects of the Society] without the consent of the Charity Commissioners [2.1 above].**

**A copy of any resolution amending this constitution shall be sent to the Commission within twenty-one days of it being passed.**

**22 July 2021**