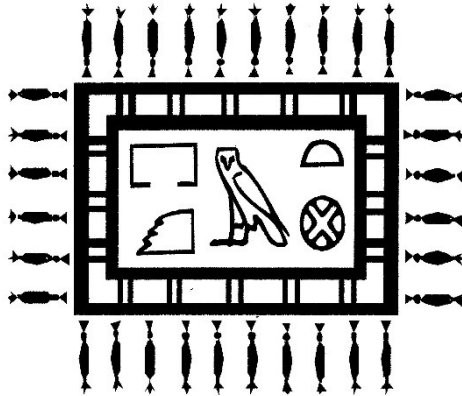


THE FRIENDS OF THE EGYPT CENTRE



Registered Charity Status Pending

CONSTITUTION

Originally adopted 15.05.1999
Revised 26.11.2010
Revised 05.04.2017
Revised 27.01.2022

A Name

The name of the Association is
The Friends of the Egypt Centre (“the Friends”).

B Administration

Subject to the matters set out below the Friends and its property shall be administered and managed in accordance with this constitution by the members of the Committee constituted by clause G of this constitution (“Committee”).

C Objects

The Friends objects (“the objects”) are

- a) To promote the highest professional standards of work and public service in the association and the museum;
- b) To advance the education and training of those working in and supporting the museum;
- c) To encourage public education through the promotion and maintenance of the museum’s lifelong learning services.

D Powers

In furtherance of the objects but not otherwise the Committee may exercise the following powers:

- (i) power to receive funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iii) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Friends;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (v) power to employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

- (vii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (viii) power to appoint and constitute such advisory committees as the Committee may think fit;
- (ix) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership

- (1) Membership of the Friends shall be open to:

individuals over the age of eighteen and families (family membership is one or two parents and up to four children under the age of eighteen living at the same address) who are interested in furthering the work of the Friends and who have paid any annual subscription laid down from time to time by the Committee.

- (2) Every member shall have one vote.
- (3) The Committee may unanimously and for good reason terminate the membership of any individual; provided that the individual concerned shall have the right to be heard by the Committee, accompanied by a friend, before a final decision is made.

F Honorary Officers

- (1) At the annual general meeting of the Friends, the members shall elect from amongst themselves a president, a chair, a secretary, and a treasurer, who shall hold office from the conclusion of that meeting.
- (2) The Honorary Officers shall hold office until the conclusion of the third Annual General Meeting after their election but shall be eligible for re-election.

G Executive Committee (Trustees)

- (1) The Committee shall consist of no less than 5 members nor more than 11 members being:
- (a) The honorary officers specified in the preceding clause;
 - (b) Not less than 2 and not more than 8 ordinary members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
- (2) The Committee may in addition appoint not more than 3 co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Committee would be co-opted members. Appointments of co-opted members can be made at ordinary meetings of the Committee. Each co-opted member has full voting rights and is a trustee of the Charity. The nature and period of each co-option will be recorded in the minutes of the meeting at which the appointment is made.

- (3) The Committee shall have the power to fill any casual vacancies (to either Honorary Officers or to the Committee) that fall during the year. Any such appointed persons are to seek re-election at the next annual general meeting.
- (4) The proceedings of the Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (5) Nobody shall be appointed as a member of the Committee who is aged under 18 or would if appointed be disqualified under the provisions of the following clause.
- (6) The Curator of the Egypt Centre shall be an ex officio voting member of the Committee, without needing election.

H A member of the Committee shall cease to hold office if they:

- (1) are disqualified from acting as a member of the Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- (3) is absent without the permission of the Committee from all their meetings held within a period of six months and the Committee resolve that their office be vacated; or
- (4) notifies to the Committee a wish to resign (but only if at least three members of the Committee will remain in office when the notice of resignation is to take effect).
- (5) allow membership to lapse.

I Committee Members must

- (1) declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Friends or in any transaction or arrangement entered into by the Friends which has not been previously declared, and must absent themselves from any discussions of the charity trustees in which it is possible that a conflict will arise between their duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).
- (2) [Subject to the provisions of sub-clause (3) of this clause] no member of the Committee shall acquire any interest in property belonging to the Friends or receive remuneration or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.
- (3) any member of the Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by them or their firm when instructed

by the other members of the Committee to act in a professional capacity on behalf of the Friends; provided that at no time shall a majority of the members of the Committee benefit under this provision and that a member of the Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.

J Meetings and proceedings of the Executive Committee

- (1) the Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the president or by any two members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed
- (2) if the chair is absent from any meeting, the members of the Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (3) there shall be a quorum when at least one third of the number of members of the Committee for the time being or three members of the Committee, whichever is the greater, are present at a meeting.
- (4) every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of the votes the chair of the meeting shall have a second or casting vote.
- (5) the secretary shall keep minutes of the proceedings at meetings of the Committee and distribute amongst the Friends within one week of the meeting.
- (6) the Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (7) the Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Committee.

K Receipts and expenditure

- (1) the funds of the Friends, including all donations, contributions, bequests, grant payments and other income, shall be paid into a bank account operated by the Committee in the name of the Friends at such bank as the Committee shall from time to time decide. Payments from the bank account over £3,000, including the payment of invoices, purchases, and grant payments, are made by a signatory of the account following approval by at least one other signatory.
- (2) the funds belonging to the Friends shall be applied only in furthering the objects.

- (3) a committee member is entitled to be reimbursed from the property of the charity or may pay out reasonable expenses properly incurred by them when acting on behalf of the Friends.

L Property

- (1) subject to the provisions of sub-clause (2) of this clause, the Committee shall cause the title to;
 - (a) all land held by or in trust for the Friends which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Friends;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Committee at their pleasure and shall act in accordance with the lawful directions of the Committee. Provided they act only in accordance with the lawful directions of the Committee, the holding trustees shall not be liable for the acts and defaults of its members.

- (2) if a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Friends;
- (2) the preparation of annual statements of account for the Friends;
- (3) the auditing or independent examination of the statements of account of the Friends; and
- (4) the transmission of the statements of account of the Friends to the Commission.

N Annual Report

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

O Annual Return

The Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Friends which shall be held in the month of September in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members. All the members of the Friends shall be entitled to attend and vote at the meeting.
- (3) The Chair shall lead annual general meetings, but if they are not present, before any other business is transacted, the persons present shall appoint a chair of the meeting.
- (4) The Committee shall present to each annual general meeting the report and accounts of the Friends for the preceding year.
- (5) Nominations for election to the Committee must be made by members of the Friends in writing and must be in the hands of the secretary of the Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by simple majority following a ballot. In the event of an equality of votes the chair shall have a second or casting vote.

Q Extraordinary General Meetings

The Committee may call an extraordinary general meeting of the Friends at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The secretary or other person specifically appointed by the Committee shall keep a full record of proceedings at every general meeting of the Friends.
- (2) There shall be a quorum when at least one tenth of the number of members of the Friends for the time being or ten members of the Friends, whichever is the greater, are present at any general meeting.

S Notices

Any notice required to be served on any member of the Friends shall be in writing and shall be served by the secretary or the Committee on any member either personally or by sending it through the post in a prepaid letter addressed to such member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution

- (1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting

must include notice of the resolution, setting out the terms of the alteration proposed.

- (2) No amendment may be made to clause A (the name of charity clause), clause C (the objects clause), clause I (Committee members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.
- (3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
- (4) The Committee should promptly send to the Commission a copy of any amendment made under this clause.

U Dissolution

If the Committee decides that it is necessary or advisable to dissolve the Friends, it shall call a meeting of all members of the Friends, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Committee shall have power to realise any assets held by or on behalf of the Friends. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Friends as the members of the Friends may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Friends must be sent to the Commission.

Approved at the AGM of the Friends of the Egypt Centre, held on 28th September 2022

Signed



Sam Powell
Chair