

COMPANIES ACTS 1985 & 1989  
COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION OF  
GROUP FOR EDUCATION IN MUSEUMS**

Incorporated on 29 January 2001

Company No: 4149246

**1. NAME**

The name of the Company is Group for Education in Museums (to be known in abbreviated form as 'GEM') ('the Charity')

**2. REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales

**3. OBJECTS**

3.1 The objects of the Charity ('the Objects') are to

a) to promote and advance education, especially museum and heritage education, for the public benefit in particular by the provision of training and sharing of resources in museum and heritage education.

(b) to undertake promote or assist in promoting research into all aspects of museum and heritage education and to disseminate the useful result of such research for the benefit of the public.

**4. POWERS**

The Charity has the following powers, which may be executed only in promoting the Objects:

- 4.1 To promote or carry out research, provide advice, publish or distribute information
- 4.2 To establish and provide and assist in the provision of services to beneficiaries consistent with the Charity's charitable Objects
- 4.3 To enter into contracts to provide services to or on behalf of other bodies
- 4.4 To arrange exhibitions, meetings, lectures, classes, seminars, conferences and training courses
- 4.5 To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes
- 4.6 To establish national, regional, local or other groups (whether or not themselves charities) having the same Objects as the Charity
- 4.7 To establish or support any charitable trusts, associations or institutions formed for all or any of its Objects
- 4.8 To raise funds (but not by means of taxable trading)

- 4.9 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.10 To acquire or hire property of any kind and to maintain and equip it for use
- 4.11 To accept (or disclaim) gifts of money and any other property
- 4.12 To let or dispose of property of any kind (in exercising this power the charity must apply as appropriate with sections 117 and 122 of the Charities Act 2011)
- 4.13 To make grants or loans of money and to give guarantees
- 4.14 To set aside funds for special purposes or as reserves against future expenditure
- 4.15 To deposit or invest funds in any manner (provided that advice from a financial expert has been obtained and that no such deposit or investment is outside the powers of the Trustees or the Objects of the Charity)
- 4.16 To deposit the management of investments to a financial expert, but only on terms that:
  - 4.16.1 the investment policy is set down in writing for the financial expert by the Trustees
  - 4.16.2 every transaction is reported promptly to the Trustees
  - 4.16.3 the performance of the investments is reviewed regularly with the Trustees
  - 4.16.4 the Trustees are entitled to cancel the delegation arrangements at any time
  - 4.16.5 the investment policy and the delegation arrangement are reviewed at least once a year
  - 4.16.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt
  - 4.16.7 the financial expert must not do anything outside the powers of the Trustees
- 4.17 To arrange the investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.18 To insure the property, staff, and volunteers against any foreseeable risk and take out other insurance policies to protect the charity when required.
- 4.19 To provide indemnity insurance to cover the liability of the Trustees or other officers of the Charity which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity: provided that any such insurance shall not extend to any claim arising from any act or omission which the Trustees or officers knew to be a breach of trust or breach of duty or which was committed by the Trustees or officers in reckless disregard to whether it was a breach of trust or breach of duty or not; provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Trustees or other officers of the Charity
- 4.20 To employ paid or unpaid agents, staff and advisors and make all reasonable provision for the payment of pensions for paid staff and their dependents, in pursuit of the Charity's Objects
- 4.21 To acquire, merge with or to enter into any partnership or joint venture with any other charity

- 4.22 Alone or with other organisations to seek to influence public opinion and make representations to and seek to influence governmental and other bodies regarding the development and implementation of appropriate policies provided that such activities shall be confined to those which are consistent with the Objects of the Charity
- 4.23 To recruit volunteers in furtherance of the Objects of the Charity
- 4.24 To establish subsidiary companies to assist or act as agents for the Charity
- 4.25 To pay the costs of forming the Charity
- 4.26 To do anything else within the law which promotes or helps to promote the Objects

## **5. BENEFITS TO MEMBERS AND TRUSTEES**

- 5.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the members of the Charity but
  - 5.1.1 members who are not Trustees may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied
  - 5.1.2 members (including Trustees) may be paid interest at a reasonable rate on money lent to the Charity
  - 5.1.3 members (including Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity
- 5.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except
  - 5.2.1 as mentioned in clauses 4.18, 5.1.2, 5.1.3 or 5.3
  - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity
  - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings)
  - 5.2.4 payment to any company in which a Trustee has no more than a 1 per cent shareholding
  - 5.2.5 in exceptional cases, other payments and benefits (but only with the written approval of the Commission in advance)
- 5.3 Any Trustee (or any firm or company of which a Trustee is a member or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit but only if
  - 5.3.1 the goods or services are actually required by the Charity
  - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
- 5.4 Whenever a Trustee has a personal interest in a matter to be discussed at a meeting of the Trustees or a committee the Trustee concerned must:
  - 5.4.1 declare an interest at or before discussion begins on the matter
  - 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
  - 5.4.3 not be counted in the quorum for that part of the meeting
  - 5.4.4 withdraw during the vote and have no vote on the matter

## **6. LIMITED LIABILITY**

The liability of members is limited

## **7. GUARANTEE**

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member

## 8. DISSOLUTION

- 8.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
  - 8.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
  - 8.1.2 directly for the Objects or charitable purposes within or similar to the Objects
  - 8.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance
- 8.2 A final report and statement of account must be sent to the Commission

## 9. INTERPRETATION

- 9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum
- 9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

# ARTICLES OF ASSOCIATION OF GROUP FOR EDUCATION IN MUSEUMS

## I. MEMBERSHIP

- I.1 The number of members with which the company proposes to be registered is unlimited
- I.2 The Charity must maintain a register of members
- I.3 Membership of the Charity is open to any individual or organisation interested in promoting the Objects who
  - I.3.1 applies to the Charity in the form required by the Trustees and accepts such terms and conditions as the Trustees may prescribe from time to time
  - I.3.2 undertakes to comply with such codes of conduct and codes of practice as the Charity may from time to time adopt
  - I.3.3 is approved by the Trustees and
  - I.3.4 signs the register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative
- I.4 The Trustees may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions. The classes of membership at the time of adoption of these Articles are:
  - I.4.1 Honorary members who shall be individuals distinguished for their services to the Charity or its objectives, and who shall be nominated by the Trustees and elected by the Charity in annual general meeting
  - I.4.2 Personal members who shall be individuals aged 18 years and over who have paid their subscription and who are interested in furthering the work of the Charity
  - I.4.3 Institutional members who shall be organisations, approved by the Charity through its Trustees, who are interested in furthering the work of the Charity and who have paid their subscription
- I.5 Membership is terminated if the member concerned:
  - I.5.1 gives written notice of resignation to the Charity
  - I.5.2 dies or (in the case of an organisation) ceases to exist
  - I.5.3 **is in arrears** in paying the relevant subscription, if any, but in such a case the member may be reinstated on payment of the amount due or
  - I.5.4 is removed from membership by resolution of the Trustees on the ground that in their reasonable opinion the member's continued membership is harmful to the Charity (but

only after notifying the member in writing and considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

1.6 Membership of the Charity is not transferable

## 2. GENERAL MEETINGS

- 2.1 Members are entitled to attend general meeting either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 28 days' written notice specifying the business to be discussed.
- 2.2 A General Meeting may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants.
- 2.3 A member organisation shall authorise its representative in writing delivered to the Charity, and from time to time may withdraw that authority and replace its representative as it thinks fit
- 2.4 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least 25 (or 5% of the members if greater)
- 2.5 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 2.6 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast
- 2.7 Except for the Chair of the meeting, who has a second or casting vote, every member present in person (or through an authorised representative) has one vote on each issue. An honorary member shall not have a vote. An authorised representative on behalf of a member organisation who is also a personal member shall have one vote on behalf of the organisation but shall not in addition have a personal vote
- 2.8 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)
- 2.9 The Trustees may make such arrangements as they think fit for voting and for proxy voting but proxy voting shall not be permitted in the case of resolutions to alter the Memorandum or Articles of Association of the Charity or to dissolve the Charity
- 2.10 The Charity must hold an AGM in every year which all members are entitled to attend. At least 28 days notice in writing of an AGM shall be given by the Secretary to each member. The first AGM shall be held within 18 months after the Charity's incorporation. Subsequent AGMs shall be held not more than 15 months after the holding of the previous AGM
- 2.11 At an AGM the members:
  - 2.11.1 receive the accounts of the Charity for the previous financial year
  - 2.11.2 receive the Trustees' report on the Charity's activities since the previous AGM
  - 2.11.3 receive the reports of any national, regional, local or other groups affiliated to the Charity
  - 2.11.4 accept the retirement of those Trustees who wish to retire or who are retiring by rotation
  - 2.11.5 elect persons to be Trustees to fill the vacancies arising
  - 2.11.6 appoint auditors for the Charity
  - 2.11.7 may confer on any individual (with his or her consent) the honorary title of Patron, President or Vice-President of the Charity or honorary membership and
  - 2.11.8 discuss and determine any issues of policy or deal with any other business put before them
- 2.12 Any general meeting which is not an AGM is an EGM
- 2.13 An EGM may be called at any time by the Trustees and must be called within 28 days on a written request from at least 50 members giving reasons for the request
- 2.14 Any amendment to the Memorandum or Articles of Association of the Charity must receive the assent of not less than two-thirds of those present and voting, whether personal members or representatives of institutional members at the AGM of the Charity or at an

EGM specially called for the purpose. Notice of any proposed resolution to make such an amendment must be given to the Secretary in writing not less than 28 clear days notice in writing of the meeting, setting out the terms of the proposed amendment, shall be sent by the Secretary to each member. PROVIDED THAT no amendment of clauses 3, 4 or 5 of the Memorandum shall have effect without the prior written consent of the Commission

### 3. THE TRUSTEES

- 3.1 The Trustees as charity trustees have control of the Charity and its property and funds
- 3.2 The Trustees when complete consist of at least six and not more than **twelve** individuals, all of whom must be personal members or authorised representatives of member organisations
- 3.3 The subscribers to the Memorandum are the first Trustees of the Charity who shall hold office until the first AGM of the Charity
- 3.4 Every Trustee must sign a declaration of willingness to act as a charity trustee of the Charity before he or she is eligible to vote at any meeting of the Trustees
- 3.5 There shall be **seven** elected Trustees. **There shall be up to five co-opted trustees, PROVIDED THAT in the case of a vacancy in the number of elected Trustees the Trustees may at any time co-opt an additional person to fill the vacancy until the next AGM.**
- 3.6 **At least** one third (or the number nearest one third) of the elected Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.7 The **seven** elected Trustees shall hold the posts of and be elected as Trustees for the positions of:-
  - 3.7.1 Chair
  - 3.7.2 Deputy Chair
  - 3.7.3 Treasurer
  - 3.7.4 **four** ordinary Trustees
- 3.8 The Chair and the Deputy Chair shall not hold office as such for more than **six** consecutive years
- 3.9 Save those of the first Trustees who subsequently retire in rotation under clause 3.6, all Trustees shall hold office as Trustees (whether co-opted or elected) until the conclusion of the AGM which falls nearest to three years after their co-option or election. No Trustee may be elected for more than two consecutive three-year terms after which they shall be eligible for re-election after an interval of one year
- 3.10 Nominations for the position of elected officers and elected Trustees shall be delivered to the Secretary at least 28 days before the AGM. A candidate for election may nominate himself or herself but all nominations shall be seconded by a member (not being an honorary member). If nominations exceed vacancies, election shall be by a system of voting, the arrangements for which shall be made by the Trustees
- 3.11 A Trustee's term of office automatically terminates if he or she:
  - 3.11.1 **is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).**
  - 3.11.2 is incapable, whether mentally or physically, of managing his or her own affairs
  - 3.11.3 is absent from two consecutive meetings of the Trustees but such a person may be reinstated by resolution passed by the other Trustees on attendance at a subsequent meeting of the Trustees during his or her term of office
  - 3.11.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Trustees on resuming membership of the Charity before the next AGM)
  - 3.11.5 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office)
  - 3.11.6 is removed by resolution passed by at least two-thirds of the members present and voting at a general meeting after the meeting has invited the views of the Trustee concerned and considered the matter in the light of any such views
- 3.12 A technical defect in the appointment of a Trustee of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **4. PROCEEDINGS OF TRUSTEES**

- 4.1 The Trustees must hold at least three meetings each year
- 4.2 A quorum at a meeting of the Trustees is four Trustees
- 4.3 A meeting of the Trustees may be held either in person or by suitable electronic means agreed by the Trustees in which all participants may communicate with all the other participants
- 4.4 The Chair or (if the Chair is unable or unwilling to do so) some other Trustee chosen by the Trustees present presides at each meeting of the Trustees
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the Chair of the meeting, who has a second or casting vote, every Trustee has one vote on each issue
- 4.7 A procedural defect of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

#### **5. POWERS OF TRUSTEES**

The Trustees have the following powers in the administration of the Charity:

- 5.1 If there is a vacancy in any elected office among the Trustees to appoint a replacement officer from among their number to hold office until the conclusion of the following AGM
- 5.2 to delegate any of their functions to committees consisting of two or more individuals appointed by them (but at least one member of every committee must be a Trustee and all proceedings of committees must be reported promptly to the Trustees)
- 5.3 to make Standing Orders consistent with the Memorandum, these Articles and the Act to govern proceedings at general meetings
- 5.4 to make Rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.5 to make Regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Charity and the use of its seal (if any)
- 5.6 to make Regulations as to the recognition of national, regional, local or other groups having the same objects as the Charity or similar objects and as to the terms on which any such group may be affiliated with the Charity.
- 5.7 to establish procedures to assist the resolution of disputes within the Charity
- 5.8 to exercise any powers of the Charity which are not reserved to a general meeting

#### **6. RECORDS AND ACCOUNTS**

- 6.1 The Trustees must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:
  - 6.1.1 annual reports
  - 6.1.2 annual returns
  - 6.1.3 annual statements of account
- 6.2 The Trustees must keep proper records of
  - 6.2.1 all proceedings at general meetings
  - 6.2.2 all proceedings at meetings of the Trustees
  - 6.2.3 all reports of committees and
  - 6.2.4 all professional advice obtained
- 6.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide

- 6.4 A copy of the Charity's latest available statement of account must be supplied on request to any Trustee or member, or to any other person who makes a written request and pays the Charity's reasonable costs, within two months.
- 6.5 Bank accounts shall be opened in the name of the Charity with such banks or building societies as the Trustees from time to time decide. **Payments will be made by two authorised signatories.**

## **7. NOTICES**

- 7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or national newspaper or any newsletter distributed by the Charity
- 7.2 The only address at which a member is entitled to receive notices is the address shown in the register or members
- 7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
  - 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address or
  - 7.3.2 two clear days after being sent by first class post to that address or
  - 7.3.3 three clear days after being sent by second class post or five clear days after being sent by overseas post to that address or
  - 7.3.4 on the date of publication of a newspaper containing the notice or
  - 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier
  - 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

## **8. DISSOLUTION**

- 8.1 If the Trustees by a simple majority decide at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Charity they shall call a meeting of all members of the Charity who have the power to vote, of which meeting not less than 28 days' notice (stating the terms of the Resolution to be proposed) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Trustees shall have power and authority to realise any assets held by or on behalf of the Charity
- 8.2 The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here



## 9. INTERPRETATION

In the Memorandum and in these Articles:

- 9.1 “The Act” means the Companies Act 1985  
“AGM” means an annual general meeting of the Charity  
“these Articles” means these articles of association  
“authorised representative” means an individual who is authorised by a member organisation to act on its behalf at meetings of the Charity and whose name is given to the Secretary  
“Chair” means the Chair of the Trustees  
“the Charity” means the company governed by these Articles  
“charity trustee” has the meaning prescribed by section 97(1) of the Charities Act 1993  
“clear day” means 24 hours from midnight following the relevant event  
“the Commission” means the Charity Commissioners for England and Wales  
“EGM” means an extraordinary general meeting of the Charity  
“financial expert” means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986  
“material benefit” means a benefit which may not be financial but has a monetary value  
“member” and “membership” refer to membership of the Charity  
“member organisation” means an institutional member of the Charity  
“Memorandum” means the Charity’s Memorandum of Association  
“month” means calendar month  
“museum” means an organisation which enables people to explore collections for inspiration, learning and enjoyment. A museum collects, safeguards and makes accessible artefacts and specimens, which it holds in trust for society. In addition to museums designated as such, the following are included in the meaning:
- (a) conservation institutes and exhibition galleries
  - (b) natural, archaeological and ethnographic monuments and sites and historical monuments and sites of a museum nature, for their acquisition, conservation and communication activities
  - (c) institutions displaying live specimens such as botanic and zoological gardens, aquaria and vivaria
  - (d) nature reserves
  - (e) science centres, discovery centres and planetaria
- “the Objects” means the Objects of the Charity as defined in clause 3 of the Memorandum  
“Secretary” ;means the Company Secretary of the Charity  
“taxable trading” means carrying on a trade or business on a continuing basis for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects  
“Trustee” means a director of the Charity and “Trustees” means all of the directors  
“written” or “in writing” refers to a legitimate document on paper including a fax or e-mail message  
“year” means calendar year
- 9.2 Expressions defined in the Act have the same meaning
- 9.3 References to an Act of parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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