

The Friends of Oriel y Parc

Cyfeillion Oriel y Parc

Oriel y Parc, Landscape Gallery St Davids – Oriel Tirlun Tyddewi was completed in 2008. The building was a sympathetic extension of the Pembrokeshire Coast National Park Visitor Centre, a prize winning architectural design, which had been opened in 2000. The origins and funding for the whole 2008 extension, which includes the air conditioned Gallery and education space etc., lay in the need to find a new and permanent home for the Graham Sutherland Collection.

CONSTITUTION

1. **NAME.** The Friends shall be known as ‘The Friends of Oriel y Parc’, (hereinafter referred to as ‘the Friends’).
2. **OBJECTIVES:** The objectives of the Friends are the education of the public by promotion, support, assistance and improvement of Oriel y Parc, Landscape Gallery St Davids – Oriel Tirlun Tyddewi (hereinafter called Oriel y Parc).

In furtherance of its objectives but not further or otherwise, the Friends shall have power to:

 - a) engage with the Pembrokeshire Coast National Park Authority, (hereinafter called the PNCPA), in encouraging the development of the facilities afforded by Oriel y Parc,
 - b) appoint representatives and delegates to any other bodies, with whom ‘The Friends’ may be concerned,
 - c) engage in publishing educational and/or advertising materials, providing support, and undertaking any other necessary work for the furtherance of the above objective,
 - d) support the continuing work of Amgueddfa Cymru - National Museum Wales, (hereinafter called the AC-NMW), in providing collections to be viewed at Oriel y Parc on a rotational basis, and especially to maintain on display original works from the Graham Sutherland Collection .
 - e) engage in furthering the interest of the local community by supporting activities and events at Oriel y Parc and promoting events in addition to those provided by AC-NMW and PCNPA.
3. **MEMBERSHIP.** Membership of the Friends shall be open to all who subscribe to the above objectives and who shall have paid the appropriate annual subscription. The committee shall have power to refuse or cancel membership, subject to appeal, if a member acts or is likely to act in a way, which may conflict with the Friends objectives, or otherwise bring the Friends into disrepute. The opportunity for membership shall not discriminate on the grounds of ethnicity, nationality, sexual orientation, religious beliefs, gender, age or disability.

Subscriptions shall become due on April 1st each year and will cover membership until the following 31st March and the amount shall be decided each year by the Annual General Meeting following a recommendation from the Treasurer. Any member whose subscription shall be eleven months in arrears shall be automatically excluded from membership.
4. **OFFICERS.** The Officers of the Friends shall consist of: a Chairman, a Vice-chairman, Presentation Coordinator, a Secretary, a Treasurer, a Membership Secretary and a Marketing and Publicity Officer, all of whom shall relinquish their Offices after the first year, and at the Annual General Meeting and shall be eligible for re-election. Thereafter, officers shall hold office for a period of three years.
5. **COMMITTEE.** The Committee shall consist of the above named Officers, a maximum of four ordinary members, and the Manager of Oriel y Parc who shall be an ex officio member. The composition of the Committee should, so far as is possible, include those with experience in Education, Visual Art, Tourism and Retail. The Committee shall be elected, hold office and be eligible for re-election annually at the AGM with the exception of the Officer who shall be elected as 4. above. Committee meetings shall be held not less than twice every year. Three members shall constitute a quorum. In the absence of the Chairman or Vice-chairman, those present may elect a Chairman for the meeting from among their number. All officers and members of the Committee must be members of the Friends.
6. **COMMITTEE POWERS AND DUTIES.** The Committee shall have the general management and direction of the funds and affairs of the Friends, and in particular (but without prejudice to the generality of the foregoing):-
 - a) May nominate any of its members to serve as a representative on any other body
 - b) May pay the whole or any part of the reasonable out of pocket expenses of any member in or about the execution of any of his/her functions and duties on behalf of the Friends,
 - c) May make, and from time to time vary, rules not inconsistent with this constitution,

- d) May fill vacancies from time to time in its membership, but also may co-opt up to three additional persons for a defined period. Such co-opted members, unless reappointed, may serve on the Committee only until the next following AGM.
 - e) All members of the Friends committee shall have one vote, except co-opted members who shall not have a vote; in event of a tie, the Chairman of the day shall have a casting vote.
7. **INDEPENDENT EXAMINERS.** One independent examiner, who need not be a member of the Friends, shall be elected at an Annual General Meeting, and shall continue to act unless otherwise determined by the Friends.
8. **ANNUAL GENERAL MEETING.**
- a) There shall be an Annual General Meeting of the Friends, which shall be held before 30th June each year.
 - b) Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least fourteen days Notice of the Meeting to the members.
 - c) The elected Chairman shall take the Chair at the subsequent Annual General Meeting, but in the absence of the chairman or vice chairman, before any other business is transacted, the members present shall appoint from their number, a Chairman for the meeting.
 - d) The committee shall present to each Annual General Meeting a report and the accounts of the previous year for approval. The meeting will elect the Officers (where appropriate – see item 4), a Committee and an Independent Examiner for the ensuing year. The Meeting will also consider any other business of which, due notice in writing has been given to the Secretary at least seven days before the meeting
9. **SPECIAL GENERAL MEETINGS.** The committee may call a Special General Meeting of the Friends at any time. If at least ten members shall request such a meeting in writing, stating the business to be considered, the Secretary shall call such a Meeting, of which, at least fourteen days notice must be given. The notice must state the business to be considered.
10. **NOTICES.** Notices of General Meetings shall be posted in Oriel y Parc and shall be deemed served upon the members of the Friends, if they shall have been sent by e-mail or by ordinary pre-paid post to the address shown in their application for membership.
11. **PROCEDURE AT GENERAL MEETINGS.**
- a) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every General Meeting of the Friends.
 - b) There shall be a quorum when at least ten members are present at any General Meeting.
 - c) Each member present shall be entitled to one vote on each resolution, properly proposed and seconded by members. In the event of a tie, the Chairman shall have a casting vote.
 - d) Every matter (except as 13 provided below) shall be decided by a simple majority of votes cast by members present and in the case of an equality of the votes cast, the Chairman of the meeting shall have a second, or casting vote.
12. **FINANCE.** All funds and assets in the possession of the Friends shall be held, paid and applied as the Committee may direct within the Objectives of the Friends, and pending such direction, all funds shall be held in a separate bank account in the name of the Friends, with such Bankers as the Committee may from time to time direct. All cheques drawn on such Bankers shall be signed by two committee members - the Treasurer and either the Chairman, Vice-chairman, or Secretary. All documents requiring endorsement shall be sufficiently endorsed if signed by any one of them. The financial year shall run from 1st April to 31st March. Satisfactory arrangements shall be made for keeping a record of receipts and expenditures, and all accounts including bank statements should be made available to the Independent Examiner at the end of the financial year.
13. **ALTERATIONS.** The Constitution may only be altered by a resolution proposed and seconded by members* and passed in a General Meeting by not less than two-thirds of the members present and casting votes thereat. Any Notice convening a Meeting to consider such alteration must include a notice of the resolution, setting out the terms of the alteration/s proposed.
14. **NOTICES.** Notices to members of the Friends shall be deemed sufficiently served if sent by E Mail or ordinary pre-paid post to the address of the member registered on their subscription form
15. **WINDING UP.** If the committee should decide that it is either desirable or necessary to wind up the Friends, it shall on such winding up, pay the surplus funds, after the satisfaction of all debts and liabilities, towards such other charitable or other appropriate institutions as the Committee shall determine.