CONSTITUTION/TERMS OF REFERENCE OF THE MILTON KEYNES HERITAGE ASSOCIATION

1. NAME

The name shall be the 'Milton Keynes Heritage Association', hereinafter referred to as the 'Association', commonly known as MKHA.

2. OBJECTS AND POWERS

2.1 The Association is established to encourage and develop cooperation and coordination between all those having an interest in heritage in the area centred on the Milton Keynes Unitary Authority (otherwise Milton Keynes City Council), hereinafter referred to as 'the Authority'. Members are admitted from within the area of the Authority, and at the discretion of the Executive Committee from a wider area (refer to clauses 3.1 & 3.2 below).

2.2 The objects of the Association fall within the following areas: -

a) Heritage Policy - to assist in establishing and promoting a common heritage policy for the area, in partnership with other relevant agencies where appropriate.

b) Collecting Policy - to exchange collecting policies, adjust and coordinate such policies where appropriate to avoid overlap and to identify areas that are not currently being covered.

c) Research/recording of history - to coordinate historical research and recording of the past and present for the future, documentary archiving and recording of history, and to assist in the dissemination of such information by the use of websites or other means of electronic publication in addition to traditional printed materials.

d) Publicity - to exchange and coordinate publicity material in promotion of the heritage of the area and to publish material where appropriate to the objects of the Association.

e) Education - to explore and undertake educational activities with schools, colleges, universities, community groups, adult learners and association members where this is appropriate to the interests of the Association, of relevance to the community and practicable. Such activities may be undertaken by individual members or as a collaborative project involving two or more members or groups.

f) Training - to coordinate training requirements and arrange seminars or other training

methods where appropriate, utilising internal or external resources as necessary.

g) Communication - to liaise, discuss and advocate for heritage development with the Authority, Museum Authorities, and other public bodies and organisations, Tourist Boards and other leisure interests within the area as appropriate, on any issues relevant to the Association and its objects.

h) Activities - to investigate, promote, organise and hold joint activities in promotion of the heritage of the area, by means of exhibitions, meetings, lectures, seminars and online activities.

i) Conservation/ display - to promote and encourage improvements to conservation, storage and display techniques by way of appropriate training programmes.

j) Raising funds - to raise funds and receive contributions or bequests from any person, persons or bodies in furtherance of the objects of the Association, PROVIDED that the Association shall not undertake trading activities for profit.

k) Investment of monies - to invest the monies raised by the Association not immediately required for the said objects, subject to all conditions as may for the time being ~~be~~ imposed or required by law.

l) Legal requirements - to do all such legal things as are necessary for the attainment of the said objects.

m) Grants and projects – to apply for grants in pursuance of the objects of the Association, and to manage any such grant aided projects, including the appointment of staff associated with such projects. To coordinate grant applications and sponsorship approaches of Association members where appropriate.

n) Commercial activities – to consider and review the issues associated with managing and operating a Heritage facility to be based in Central Milton Keynes or elsewhere and to cooperate in the setting up of such a facility if agreed at a general meeting of the Association.

o) Commercial activities – to consider entering into agreement with a trading organisation, with similar aims and objectives to that of the Association, in furtherance of the objectives of the Association.

p) Safeguarding heritage – to work as an Association, and with other organisations as appropriate, to safeguard, record, preserve, conserve and restore heritage at risk, for the education and enjoyment of the current and future generations. That heritage may consist of landscapes, buildings, buried objects, artefacts, written documents and other media, and personal stories.

q) Policies – the Association may from time to time develop and adopt Policies (which shall be subject to membership approval at a general meeting or AGM), to govern legal and other requirements. The Executive Committee shall monitor compliance with the agreed

Policies. For the time being the Association has Policies covering:-

- Health and Safety
- Data Protection
- Equality, Diversity and Inclusivity
- Child Protection
- Education

3. MEMBERSHIP

3.1 Membership of the Association shall be open to any heritage related group, organisation and museum or collection, based in or having an interest within the Authority area, whether professional, voluntary, community, company, educational, faith based, military or otherwise. Such admitted groups shall be Full Members of the Association and on payment of the appropriate membership fee, shall be entitled, through their nominated representative, one full vote at official meetings of the Association. It is not intended to admit purely commercial organisations, although this will be at the discretion of the Executive Committee, in accordance with clause 3.4 below.

3.2 Other heritage related organisations outside the area of the Authority, but within a 50km radius of the boundary of the Authority area, with a declared interest in the history and heritage of the Milton Keynes area, may also apply for membership, and be admitted at the discretion of the Executive Committee. Such admitted groups shall be Full Members of the Association as defined in 3.1 above.

3.3 Individual persons with a declared interest in the history and heritage of the Milton Keynes area, may join the Association as Individual Members (with the approval of the Executive Committee). Individual Members will be added to the mailing list, receive newsletters, be invited to meetings and may stand for election as officers of the Association. Votes of Individual Members at official meetings will be counted as one half of a Full Member group. Individual Members are not eligible to apply directly for MKHA grants except in partnership with Full Members.

3.4 The Executive Committee shall have the discretionary power to admit or refuse membership of the Association, subject to review by the Association in general meeting.

3.5 Each Full Member organisation shall have equal status.

3.6 Each Full Member organisation may appoint an individual person or persons to represent it at meetings of the Association, and is entitled to one vote per member organisation, at formal votes taken by the Association.

3.7 Each Full Member organisation may appoint a deputy representative to attend meetings of the Association, who may be entitled to vote on behalf of that organisation, at formal votes taken by the Association.

3.8 Representatives of public bodies, councils, museum services, tourist authorities, non-

member heritage organisations or otherwise may also be invited to meetings of the Association as observers, but shall not be entitled to vote.

3.9 In the event of a representative of a member organisation ceasing to be a member of that organisation, then that person shall forfeit the rights to attend the Association meeting as a representative or to vote on behalf of that organisation.

3.10 Groups, organisations or individuals not wishing to join as Full Members of the Association may become affiliated to the Association for the duration of a specific project. They may attend Association meetings by invitation of the Executive Committee, but shall not be entitled to vote. They shall not be subject to membership subscription. At the end of the project they may apply for full membership of the Association, or cease to be affiliated members of the Association. They may be liable for any relevant ongoing costs associated with the project.

4. HONORARY OFFICERS AND EXECUTIVE COMMITTEE MEMBERSHIP

4.1 At the Annual General Meeting hereinafter mentioned the Association shall elect the following Honorary Officers: -

Chair
Vice-chair
Secretary to the Association
Treasurer
IT co-ordinator

In addition up to six ordinary members shall be elected to the Executive Committee.
Further persons may be co-opted on to the committee in specialist support roles as per clause 5.2.

4.2 The Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election PROVIDED THAT no person shall hold a particular office for more than five consecutive years.

4.3 An Honorary Officer having served the maximum period of five consecutive years shall not be eligible for reappointment for a period of one year after vacating the office, except that an individual may agree to continue in office for one further period of one year if the Association has unanimously determined that it is in the interests of the Association for that Officer's appointment to continue.

4.4 In the event of an Honorary Officer having served continuously for six years and no nominations having been received for the post, then (subject to the agreement of the incumbent) and the unanimous agreement of the meeting that it is in the interests of the Association for that officer’s appointment to continue, the incumbent shall be re-elected in an acting capacity until such time that a new nomination be received.

4.5 Further to clause 4.4, no Honorary Officer may serve in an acting capacity for a period

of greater than two years.

4.6 In addition to the Executive Committee an Annual General Meeting may appoint one Honorary President and one (or more) Honorary Vice-President who must have served as Honorary Officers of the Association for at least five years. Such Honorary Presidents may attend and will be invited to participate fully at any meeting of the Association or the Executive Committee but shall not be entitled to vote (in this capacity). In the event of an Honorary President or Honorary Vice-President failing to attend any meetings of the Association for a period exceeding one year the holder may be removed from their position subject to approval at the Annual General Meeting.

5. EXECUTIVE COMMITTEE

5.1 The Honorary Officers and elected ordinary members may meet from time to time as an Executive Committee, to take all such actions as are deemed necessary for the good management of the affairs of the Association and shall prepare agendas, reports and recommendations for meetings of the Association.

5.2 The Executive Committee may co-opt persons to that committee in order to assist the Association in the furtherance of its aims. Persons co-opted in this way will be invited to participate fully at any meeting of the Association or the Executive Committee but shall not be entitled to vote.

5.3 In the event of an Honorary Officer resigning, ceasing to represent a Member Group, or becoming otherwise incapacitated, the Executive Committee may temporarily co-opt a member of the Executive Committee or another member of the Association to represent the Association in an acting capacity, until the time of the next Annual General Meeting, provided that such action is notified to all members of the Association as soon as reasonably possible.

6. MEETINGS OF THE ASSOCIATION

6.1 Meetings of the Association shall comprise the duly appointed representatives of Member Groups and Individual Members of the Association, together with all invited observers and Affiliate Members (refer to clause 3.10).

6.2 The Association shall hold an Annual General Meeting in September/October each year. Other meetings will be held as and when required, but not less than four times in total annually. At the discretion of the Executive Committee it shall be possible to call Extraordinary General Meetings to discuss and determine constitutional matters.

6.3 At least 21 clear days written notice of Annual and other meetings shall be given to all members of the Association and to any invited observers. Written notice is deemed to include email.

6.4 The business to be transacted at the Annual General Meeting shall include the following: -

Minutes of the previous AGM
Report of the Chair
Report of the Treasurer
Approval of the accounts
Election of Honorary Officers
Appointment of independent examiners/auditors
Setting of subscriptions
Setting of additional member charges associated with projects such as webhosting
Changes to the Constitution
Motions for which 28 clear days notice has been given in writing to the Secretary
The transaction of such other matters as may from time to time be necessary

6.5 A Special General Meeting of the Association may be called at any time by the Executive Committee or a quorum of members provided due written notice is given to the Secretary at least seven clear days before the proposed date, stating the business to be transacted. The meeting shall only discuss the stated business. Any ballot shall be by simple majority of those present, and entitled to vote.

7. NOMINATIONS OF HONORARY OFFICERS

7.1 Only the representatives of paid-up group or individual members of the Association shall be eligible to serve as Honorary Officers or Ordinary Members of the Executive Committee. Nominations for Honorary Officers and Ordinary Members of the Executive Committee must be made by members of the Association in writing and must be in the hands of the Secretary at least 7 clear days before the Annual General Meeting. Should nominations exceed vacancies election shall be by ballot decided by simple majority of those present and entitled to vote.

7.2 The Secretary shall maintain a register of members and their appointed representatives. All Members shall be responsible for providing the Secretary with contact details.

8. RULES OF PROCEDURE AT MEETINGS

8.1 QUORUM The quorum at a formal meeting of the Association shall be one-third of the total actual membership of the Association or a minimum of 12 members of which at least half must be representing member groups.

8.2 VOTING All representatives shall be entitled to vote on all matters at meetings of the Association. Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made with regard to Clauses 11 and 12 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests. In case of equality of votes, the Chair of the meeting shall have a second or casting vote.

8.3 MINUTES Minutes shall be kept by the Association and Executive Committee, and the Secretary shall enter therein a record of all proceedings and resolutions. The minutes of

the Association shall be copied to all representatives, and be freely available and accessible to all members.

8.4 STANDING ORDERS AND RULES The Executive Committee shall have the power to adopt and issue standing orders and promote policy for the Association. Such standing orders and rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in general meeting and shall not be inconsistent with the Constitution/Terms of Reference of the Association.

9. FINANCE

9.1 All monies raised by and behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or repayment to members of the Association of reasonable expenses already incurred by them on behalf of the Association and on presentation of appropriate documentary evidence of such expenditure.

9.2 The Treasurer shall keep proper account of the finances of the Association.

9.3 The Treasurer shall arrange for the accounts to be independently examined at least once a year by a person or persons approved at the previous Annual General Meeting.

9.4 The Association shall appoint one or more auditors or independent examiners as appropriate and may determine their remuneration (if any).

9.5 The Treasurer shall present a statement of account for approval at the Annual General Meeting.

9.6 The Treasurer shall maintain a current account in the name of the Association which shall require for its operation at least two of the four authorised signatories selected from the Honorary Officers, of whom one must be the Treasurer.

9.7 The Association may from time to time provide grants to Full Members in furtherance of the objects of the Association. Such grants will be based on applications from paid-up Full Members, and be judged against stated criteria by the Executive Committee and in the case of a new member, not before a period of 18 months since the beginning of their membership. After receiving a grant, a period of at least 12 months must have elapsed before any additional grant application can be made. All such grant awards will be notified to the Association at meetings of the Association. This period of 12 months may be waived at the discretion of the Executive Committee, where it is in the interests of the Association to do so.

9.8 The financial year of the Association runs from 1st October to 30th September the following year.

9.9 Bequests and legacies received directly or indirectly by the Association, shall be used in accordance with the requirements of the relevant will, or developed guidelines relating to

that will. Such monies shall be separately administered by the Association, and used only in pursuance of the objectives of the Association.

10. SUBSCRIPTIONS

10.1 The Association shall decide and adopt the level of fees for members by vote at the Annual General Meeting of the Association. Such fees to be paid annually and to fall due immediately after the Annual General Meeting, and run from 1st October to 30th September the following year.

10.2 Where appropriate, additional reimbursement may be sought to cover additional annual costs such as webhosting, based on the recommendation of the Executive Committee.

10.3 The fee for Individual Members shall be one half of the fee for group membership.

10.4 The fee for Individual Members webhosting will be set at an appropriate proportion of a full group members web hosting fee.

10.3 The Treasurer not having received the relevant subscription fees for the year commencing 1 October by the following 31 December, membership of the Association will have deemed to have lapsed. In such circumstances the Executive Committee will consider appropriate action in respect of continued member benefits, such as removal of member webpages. The Executive Committee will provide reasonable notice of such actions to the lapsed member.

11. ALTERATIONS TO THE CONSTITUTION/TERMS OF REFERENCE

11.1 The Constitution/Terms of reference may be altered by the assent of not less than two-thirds of the total membership of the Association for the time being represented and voting at an Annual General Meeting or Extraordinary General Meeting of the Association.

11.2 The proposers of the resolution for alteration of the Constitution/Terms of Reference shall provide details of the precise change proposed and the reasons for making the change to the Secretary in writing not less than 40 clear days before the aforesaid Annual General Meeting or Extraordinary General Meeting. The Secretary shall set forth in writing the terms of the alteration to all members of the Association when giving notice in writing of such a meeting with regard to Clause 6.2 thereof.

12. DISSOLUTION

12.1 If the Association by a simple majority decide at any time that on the grounds of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association, of which meeting not less than 21 days clear notice (stating the terms of the resolution to be proposed thereat) shall be given.

12.2 If such decision shall be confirmed by a majority of at least two-thirds of those members of the Association for the time being represented and voting in favour of

dissolution at such a meeting, the Association shall have power to dispose of any assets held.

12.3 Any assets remaining after the satisfaction of any proper outstanding debts and liabilities shall be given or transferred to such other local institution or institutions having objects similar to the objects of the Association, as may be determined on the advice of Arts Council England (or its successors in title) or other appropriate bodies with specific interests in the safeguarding of heritage.

13. TRADING AND EXTERNAL RELATIONSHIPS

13.1 The Association is a not for profit organisation and may not undertake commercial trading activities in its own name. This does not restrict the Association from raising monies through grants and other means to undertake projects in furtherance of its objectives and for the benefit of its members.

13.2 The Association may consider entering into written agreement with a trading organisation, with similar stated aims and objectives to that of the Association, in general furtherance of the objects of the Association. The Executive Committee will consider the opportunity for such arrangements, and negotiate with suitable trading and management organisations, and with due regard to any ensuing formal operational relationship. No such written agreement will be entered into without the agreement of the Association at a meeting of the Association.

13.3 The Association may also consider entering into informal arrangements with heritage, tourism and other organisations in general furtherance of the objects of the Association.

13.4 The Association may also consider taking out membership of heritage, tourism and other organisations in general furtherance of the objects of the Association. All such memberships will be reported and confirmed at the next meeting of the Association.

Constitution/Terms of Reference (Version 2025 final) of The Milton Keynes Heritage Association agreed at the AGM 25th September 2025.

Certified as a true copy of the original

Signed **D.Muston**

DAVID MUSTON
MKHA Chair
25th September 2025