

BERKSHIRE ARCHAEOLOGICAL SOCIETY CONSTITUTION

Status: Approved

An amendment to this constitution was approved at the Annual General Meeting of the Society held on 20 September 2014
The first issue of this constitution was approved at a Special General Meeting of the Society held on 21st October 2006

Issue date: 18th February 2015

A Name.

The name of the Association is the **Berkshire Archaeological Society**, hereafter referred to as the '**Society**'.

B Administration.

Subject to the matters set out below the Society and its property shall be administered and managed in accordance with this constitution by the members of the Board of Trustees, constituted by clause G of this constitution ("the Board of Trustees").

C Objects.

The Society's objects ("the objects") are to advance the education of the public in the fields of archaeology and history in the past and present county of Berkshire.

D Powers.

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

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Board of Trustees 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 Society;
- (iv) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Society with repayment of the money so borrowed;
- (v) 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;
- (vi) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

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- (vii) power to appoint and constitute such advisory committees as the Board of Trustees may think fit;
 - (viii) power to do all such other lawful things as are necessary for the achievement of the objects.

E Membership.

- i) Membership of the Society shall be open to:
 - (a) individuals (over the age of 18 years) who are interested in furthering the work of the Society and who have paid any annual subscription ratified at the Annual General Meeting (AGM) of the Society
 - (b) any voluntary group that is a body corporate or unincorporated association whose main purpose is encourage interest in the history, archaeology and architecture of the past and present county of Berkshire and has paid any annual subscription (any such body being called in this constitution an "Affiliate member")
 - (c) any body corporate or organisation which is interested in furthering the Society's work but does not qualify for membership under clause E (i) (ii) and who has paid any annual subscription (any such body being called in this constitution a "Corporate member")
 - (d) honorary membership may, completely or in part, be granted, subject to ratification at the Annual General Meeting (AGM) of the Society. Honorary members shall not have voting rights but will otherwise have all the rights of ordinary members
 - (e) associate membership may be granted to any individual who has signed a sign-on sheet for an event organised by the Society and who have paid any fee approved by the Council for that event. Associate members are only members for the day on which they signed the sign-on sheet. The right they have is to attend and participate in the event as if they were individual members of the Society; they have no voting or other rights
- (ii) Every member, whether individual, affiliate or corporate shall have one vote.
- (iii) Each member organisation shall appoint an individual to represent it and to vote on its behalf at meetings of the Society; and may appoint an alternate to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.
- (iv) Each member organisation shall notify the name of the representative appointed by it and of any alternate to the secretary. If the representative or alternate resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation.
- (v) Individual, affiliate or corporate membership will be conditional on the payment of an annual subscription. The due date of the annual subscription and the amount payable by each type of member shall be determined by the Society from time to time according to the rules of the Society and approved at the Annual General Meeting of the Society next

following such determination.

- (vi) The Board of Trustees may unanimously and for good reason terminate the membership of any individual or member organisation: Provided that the individual concerned or the appointed representative of the member organisation concerned (as the case may be) shall have the right to be heard by the Board of Trustees, accompanied by a friend, before a final decision is made.

F Honorary Officers.

At the annual general meeting of the Society the members shall elect from amongst themselves a chairman, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

G Board of Trustees.

- (i) The Board of Trustees shall consist of not fewer than four members and not more than five being: the honorary officers specified in the preceding clause plus no fewer than one, or more than two members elected at the Annual General Meeting or a Special General Meeting who shall hold office from the conclusion of that meeting.
- (ii) All the members of the Board of Trustees shall retire from office together at the end of the Annual General Meeting next after the date on which they came into office but they may be re-elected or re-appointed.
- (iii) The proceedings of the Board of Trustees 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.
- iv) Nominations for election to the Board of Trustees must be made by members of the Society in writing and must be in the hands of the secretary of the Board of Trustees at least 14 days before the Annual General Meeting or a Special General Meeting. Ordinary members shall be eligible for election to Board of Trustees after having been subscribing members for at least one year. Should nominations exceed vacancies, election shall be by ballot.
- (v) Nobody can be appointed as a specific honorary officer if they have previously occupied that post for five consecutive years.
- (vi) Nobody shall be appointed as a member of the Board of Trustees who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (vii) No person shall be entitled to act as a member of the Board of Trustees whether on a first or on any subsequent entry into office until after signing in books kept for this purpose by the Board of Trustees and thereby making a declaration of acceptance and of willingness to act in the trusts of the Society.

H Determination of Membership of Board of Trustees.

A member of the Board of Trustees shall cease to hold office if he or she::

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

I Board of Trustees Members not to be personally interested.

- (i) Subject to the provisions of sub-clause (2) of this clause no member of the Board of Trustees shall acquire any interest in property belonging to the Society (otherwise than as a trustee for the Society) or receive remuneration or be interested (otherwise than as a member of the Board of Trustees) in any contract entered into by Board of Trustees.
- (ii) Any member of the Board of Trustees 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 him or her or his or her firm when instructed by the other members of the Board of Trustees to act in a professional capacity on behalf of the Society: Provided that at no time shall a majority of the members of the Board of Trustees benefit under this provision and that a member of the Board of Trustees 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. Limited Liability.

The liability of members of the Board of Trustees for the debts of the Society shall be limited to £1.00 each

K. Meetings and proceedings of the Board of Trustees.

- (i) The Board of Trustees shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Board of Trustees upon not less than 14 days' notice being given to the other members of the Board of Trustees of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
- (ii) The chairman shall act as chairman at meetings of the Board of Trustees. If the chairman is absent from any meeting, the members of the Board of Trustees present shall choose one of their number to be chairman of the meeting before any other business is transacted.

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- (iii) There shall be a quorum when at least one third of the number of members of the Board of Trustees for the time being or three members of the Board of Trustees, whichever is the greater, are present at a meeting.
 - (iv) Every matter shall be determined by a majority of votes of the members of the Board of Trustees present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
 - (v) The Board of Trustees shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Board of Trustees and any sub-committee.
 - (vi) The Board of Trustees 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.
 - (vii) Where there is any dispute about the meaning of any section in this constitution. The interpretation of the section given by the Board of Trustees in writing shall be the final and determining decision on the matter.
 - (viii) In addition to the Council, the Board of Trustees may appoint one or more sub-committees consisting of two or more members of the Board of Trustees plus up to four co-opted members for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees 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 Board of Trustees.

L The Council.

- (i) This constitution establishes a subcommittee to the Board of Trustees known as the Council that is responsible for providing services as defined by the Rules. The Council shall meet on such days as they shall from time to time determine, but shall meet no less than four times in each year and not less than five days' written notice of such meetings shall be given.
- (ii) The Rules governing the operation of the Council will be agreed by the Board of Trustees and approved by the Annual General Meeting
- (iii) The Council shall consist of all the members of the Board of Trustees and not more than seven other members of the Society
- (iv) The members of the Council will retire from office together at the end of the Annual General Meeting.
- (v) Election to Council shall take place at the Annual General Meeting or a Special General Meeting.

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- (vi) Nominations for election to the Council must be made by members of the Society in writing and must be in the hands of the secretary of the Board of Trustees at least 14 days before the Annual General Meeting or a Special General Meeting. Ordinary members shall be eligible for election to Council after having been subscribing members for at least one year. Should nominations exceed vacancies, election shall be by ballot.
 - (vii) All acts and proceedings the Council shall be fully and promptly reported to the Board of Trustees.
 - (viii) Council shall have the power to co-opt, to fill any temporary vacancy among office-holders and, with the agreement of the Board of Trustees, to set up sub-committees. Such sub-committees shall conform in all respects with any instructions or regulations that the Council and the Board of Trustees may impose on them.
 - (ix) Seven members of Council, including two officers, shall form a quorum.

M Receipts and expenditure.

- (i) The funds of the Society, including all a subscriptions, donations, contributions and bequests, shall be paid into an account operated by the Board of Trustees in the name of the Society at such bank as the Board of Trustees shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Board of Trustees.
- (ii) The funds belonging to the Society shall be applied only in furthering the objects.
- (iii) The levels of subscriptions shall be stated in the Rules.

N Assets.

Subject to the provisions of sub-clause (ii) of this clause, the Board of Trustees shall cause the title to:

- (i) All investments held by or on behalf of the Society 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 Board of Trustees at their pleasure and shall act in accordance with the lawful directions of the Board of Trustees. Provided they act only in accordance with the lawful directions of the Board of Trustees, the holding trustees shall not be liable for the acts and defaults of its members.
- (ii) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Society, the Board of Trustees 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 stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Board of Trustees, and may pay such a nominee reasonable and proper remuneration for acting as such.

O Accounts.

- (i) The Board of Trustees shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to the:
- (a) keeping of accounting records for the Society;
 - (b) preparation of annual statements of account for the Society;
 - (c) auditing or independent examination of the statements of account of the Society and
 - (d) transmission of the statements of account of the Society to the Commission.
- (ii) The financial year will run from April in one year to March the next year.

P Annual Report.

The Board of Trustees 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.

Q Annual Return.

The Board of Trustees shall comply with its 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.

R Annual General Meeting.

- (i) There shall be an Annual General Meeting of the Society which shall be held in the month of September each year or as soon as practicable thereafter.
- (ii) Every Annual General Meeting shall be called by the Board of Trustees. The secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Society. All the members of the Society shall be entitled to attend and vote at the meeting.
- (iii) The Board of Trustees shall present to each Annual General Meeting the report and accounts of the Society for the preceding financial year.
- (iv) Nominations for election to the Board of Trustees must be made in accordance with section G.
- (v) Nominations for election to the Council must be made in accordance with section L.
- (vi) Any member of the Society may propose a motion at the Annual General Meeting, seconded by another member, relating to the affairs and activities of the Society, not otherwise included in the agenda, provided that the Honorary Secretary has been notified at least 21 days beforehand.

S Special General Meetings.

The Board of Trustees may call a Special General Meeting of the Society at any time. If at least ten members request such a meeting in writing stating the business to be considered, the secretary must call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

T Procedure at General Meetings.

- (i) The secretary or other person specially appointed by the Board of Trustees shall keep a full record of proceedings at every general meeting of the Society.
- (ii) There shall be a quorum when at least one tenth of the number of members of the Society for the time being or ten members of the Society, whichever is the greater, are present at any general meeting.

U Notices.

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

V Alterations to the Constitution.

- (i) 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.
- (ii) No amendment may be made to clause A, clause C, clause I, clause U or this clause without the prior consent in writing of the Commissioners.
- (iii) No amendment may be made which would have the effect of making the Society cease to be a charity at law.
- (iv) The Board of Trustees should promptly send to the Commission a copy of any amendment made under this clause.

W Dissolution.

If the Board of Trustees decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society, 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 Board of Trustees shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions, either local or national, having objects similar to the objects of the Society as the members of the Society 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 Society must be sent to the Commission.

I certify that this is a true copy

Signed:.....

Date:.....