

The Constitution of *Archaeology in Marlow*

A Name.

The name of the Association is Archaeology In Marlow, ("the Charity")

B Administration.

Subject to the matters set out below, the Charity and its property shall be administered and managed in accordance with this constitution, by the members of the Executive Committee, constituted by clause H of this constitution ("the Executive Committee").

C Objects.

The Charity's objects ("the objects") are to increase and promote archaeological knowledge and to advance the education for public benefit within the Town of Marlow and its surrounding Parishes.

D Status

The Charity shall be non-profit making.

E Powers.

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

(1) power to raise funds and to invite and receive contributions, provided that in raising funds, the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law. The Executive Committee will be responsible for agreeing all matters of income and expenditure incurred by and on behalf of the Charity;

(2) 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;

(3) power, subject to any consents required by law, to sell, lease or dispose of all or any part of the property of the Charity;

(4) power, subject to any consents required by law, to borrow money and to charge all, or any part, of the property of the Charity, with repayment of the money so borrowed;

(5) power to employ such staff (who shall not be members of the Executive 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;

(6) 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;

(7) power to establish, or support, any charitable trusts, associations, or institutions, formed for all, or any, of the objects;

(8) power to establish working groups, as the Executive Committee may think fit. Each working group must include at least one Executive Committee member and must report at each Executive Committee meeting;

(9) power to do all such other lawful things, as are necessary, for the achievement of the objects.

F Membership.

(1) Membership of the Charity shall be open to:

(a) individuals (over the age of 18 years), or families, who are interested in furthering the work of the Charity and who have paid an annual subscription. A family is defined as two adults living at the same address. The Charity will ensure that individuals and families will be able to join the Charity no matter what their race, creed, colour, or sexual orientation, and, where possible, membership facilities and opportunities will be made available to members with disabilities. The duration and level of subscriptions, and the categories of membership they should apply to, will be decided upon by the Executive Committee from time to time, but subject to ratification at the Charity's following AGM, and

(b) any body corporate or unincorporated association which is interested in furthering the Charity's work and has paid any annual subscription (any such body being called in this constitution a "member organisation"). The duration and level of these subscriptions, will be decided upon by the Executive Committee from time to time, but subject to ratification at the Charity's following AGM.

(2) Members must abide by the Constitution of the Society and agree to the Charity holding their details on computer. The database containing members' details is private and confidential and may only be used for the Charity's purposes, by members authorised by the Executive Committee. The Executive Committee must ensure that the terms of the Data Protection Act are complied with at all times.

(3) Membership Benefits - Members of the Charity are entitled to receive beneficial rates concerning the Charity's events, priority above non-members to restricted, or limited, events and to receive information on the activities and events organised and run by the Charity on a regular basis.

(4) Every member present at the Annual General Meetings or any Extraordinary General Meeting shall have one vote.

(5) Each member organisation shall have one vote. The member organisation shall appoint an individual to represent it and to vote on its behalf; the name of such individual to be notified to Executive Committee at the start of the General Meeting where the vote is to be taken.

(6) The Executive Committee will have the right to deny, or remove from membership, any individual, or family, or member organisation who is/are seen to be acting against the interests of the Charity or considered to have brought the Charity in disrepute: In such cases there will be a right of appeal, whereby the person, or family, or member organization, may request a meeting. Such a meeting will be with either, the Executive Committee, or at an EGM especially convened to hear the appeal, as the appellant desires. The appellant must write to the Secretary within 28 days requesting an EGM to hear the appeal. The appeal must be held within 28 days of his/her request. The appellant may be accompanied by, and/or represented by, a colleague. Following the appeal, the Executive Committee's decision, or the decision of the EGM, shall then be final. .

(7) Loss of Membership - Should any member fail to pay any renewal fee within one month of the due date, a reminder will be sent out. Membership will be consequently terminated, should there be no response fourteen days from the reminder being sent out.

G Honorary Officers.

At the annual general meeting of the Charity the members shall elect from amongst themselves a Chairman, a Vice-Chairman, a Secretary, a Treasurer and a Membership Secretary, who shall hold office from the conclusion of that meeting.

H Executive Committee.

(1) There shall be an Executive Committee elected by the Charity's full members at the A.G.M. of the Charity. Executive Committee members must be fully paid up full members of the Charity. All nominations to the

Executive Committee must be proposed and seconded by full members of the Charity and have the nominee's agreement to stand. The Executive Committee shall consist of, not less than five members, nor more than fourteen members, all of whom will be voting members, being:

- (a) the Honorary Officers specified in this and the preceding clause;
- (b) not more than seven other members elected at the annual general meeting, who shall hold office from the conclusion of that meeting;
- (c) not more than two co-opted members specified in (2) below

(2) The Executive Committee may in addition appoint not more than two 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 Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause K. and shall take effect from the end of that meeting, unless the appointment is to fill a place which has not then been vacated, in which case, the appointment shall run from the date when the post becomes vacant.

(3) Executive Committee Resignations & Vacancies - If an Executive Committee member resigns, if thought necessary, the Executive Committee may co-opt a replacement as soon as practicable.

(4) All the members of the Executive Committee 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.

(5) The proceedings of the Executive 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.

(6) No person shall be entitled to act as a member of the Executive Committee whether on a first, or on any subsequent, entry into office, until after signing in the minute book of the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

(7) Between AGMs, the Executive Committee will ensure that the membership is kept informed of the Charity's activities. The Executive Committee will from time to time seek the views and advice of the membership regarding the Charity's future strategies and developments.

I Determination of Membership of Executive Committee.

A member of the Executive Committee shall cease to hold office if he or she:

(1) is disqualified from acting as a member of the Executive 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 his or her own affairs;

(3) fails to attend four consecutive committee meetings, then the Executive Committee will resolve that his or her office be vacated; or

(4) is absent without the permission of the Executive Committee from all their meetings held within a period of six months, then the Executive Committee will resolve that his or her office be vacated; or

(5) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

J Executive Committee Members not to be personally interested.

(1) [Subject to the provisions of sub-clause (2) of this clause] no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity), or receive remuneration, or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

[(2) Any member of the Executive 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 him or her or his or her firm when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Charity: Provided that at no time shall a majority of the members, of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which her own instruction or remuneration, or that of his or her firm, is under discussion.]

K Meetings and proceedings of the Executive Committee.

(1) The Executive Committee 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 Executive Committee, upon not less than 14 days' notice being given to the other members of the Executive Committee of the matters to be discussed, but if the matters include an appointment of a co-opted member, then not less than 14 days' notice must be given.

(2) The Chairman shall act as Chairman at meetings of the Executive Committee. If the Chairman is absent from any meeting, the Vice-Chairman will chair the meeting. If both the Chairman and Vice Chairman are absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chairman of the meeting, before any other business is transacted.

(3) There shall be a quorum when at least one half of the number of members of the Executive Committee, two of which must be Officers, are present at a meeting.

(4) Although consensus will be sought in order to make decisions, a simple majority of votes of the members of the Executive Committee present and voting on the question will decide. The Chairman will not have a vote, except in the case of a tied vote; then the Chairman may vote to decide the matter, but if the Chairman does not vote, the status quo will prevail.

(5) The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.

(6) All decisions must be taken at properly constituted and minuted business meetings. The Charity's minute book must be kept containing all the minutes of business and general meetings and the most recent constitution of the Charity. This minute book will be available for inspection by any of the Charity's members at a Executive Committee meeting, or general meeting.

(7) Executive Committee meetings will be advertised to the membership in advance and all members will have the right, and are encouraged to, observe at the Charity's committee meetings, but observers will not be able to speak (without invitation), or to vote.

(8) The Executive 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.

(9) The Executive Committee may appoint one or more working groups, each of which must include at least one member of the Executive Committee for the purpose of making any inquiry, or supervising, or performing, any function, or duty, which, in the opinion of the Executive Committee, would be more conveniently undertaken, or carried out, by a working group: provided all acts and proceedings of any such working group shall be fully reported to each Executive Committee meeting.

L Receipts and expenditure.

(1) The funds of the Charity, including all donations, contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee who have been authorized by the Executive Committee to sign them.

(2) The funds belonging to the Charity shall be applied only in furthering the objects.

M Property.

(1) Subject to the provisions of sub-clause (2) of this clause the Executive Committee shall cause the title to:

(a) all land held by, or in trust, for the charity which is not vested in the Official Custodian for Charities and

(b) all investments held by, or on behalf of, the charity;

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 Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive 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 Executive 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 Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

N Accounts.

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

(a) the keeping of accounting records for the charity

(b) the preparation of annual statements of account for the charity

(c) the auditing or independent examination of the statements of account of the Charity; and

(d) the transmission of the statements of account of the charity to the Commission.

O Annual Report.

The Executive Committee shall comply with their obligation 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.

P Annual Return.

The Executive 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.

Q Annual General Meeting (AGM).

(1) There shall be an annual general meeting of the Charity, which shall be held in the second quarter of each year, or as soon as practicable thereafter.

(2) Every annual general meeting shall be called by the Executive Committee. The Secretary shall give at least 42 days notice of the annual general meeting to all the members of the Charity. All the members of the charity shall be entitled to attend and vote at the meeting. The Executive Committee must provide all members with details of the business to be discussed at the AGM, requesting motions for debate and inviting members to stand for the Executive Committee. At least two weeks before the AGM, an agenda must be circulated to all members.

(3) Members wishing to stand for election must be proposed and seconded by other members of the Charity in writing. Motions for debate must be proposed in writing by a member and seconded by three other members. Nominations for election to the Executive Committee and motions for debate must be in the hands of the Secretary of the Executive Committee at least 21 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.

(4) Before any other business is transacted at the first annual general meeting the persons present shall appoint a Chairman of the meeting. Only items on the agenda of the AGM will be discussed and/or voted upon at the AGM.

(5) Although consensus will be sought in order to make decisions, a simple majority of votes of the members of the members present and voting on the question (see clauses U (1) and V for exceptions) will decide. In the case of a tied vote, the Chairman may vote to decide the matter, but if the Chairman does not vote, the status quo will prevail.

(6) The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.

(7) Auditors must be appointed at the AGM to audit the next year's accounts.

R Extraordinary General Meetings (EGMs).

(1) The Executive Committee may call an Extraordinary General Meeting of the Charity at any time. If at least ten members, or 10% of the membership, whichever is the greater, request such a meeting in writing, stating the business to be considered, the Secretary shall call such meeting. An expelled member requesting to make an appeal at an EGM held for the purpose, must make the request in writing to the Secretary who shall arrange the meeting. An EGM must be held within 28 days from the date of notification. The Executive Committee must arrange for such a meeting to be held, giving at least 14 days notice to members, and must provide members with details of the business to be discussed thereat. Action and expenditure relating to the E.G.M. matter must be suspended pending the outcome of the E.G.M.

(2) Although consensus will be sought in order to make decisions, a simple majority of votes of the members of the members present and voting on the question (see clauses U (1) and V for exceptions) will decide. In the case of a tied vote, the Chairman may vote to decide the matter, but if the Chairman does not vote, the status quo will prevail.

S Procedure at General Meetings (AGMs, and EGMs).

(1) The Secretary, or other person specially appointed by the Executive Committee, shall keep a full record of proceedings at every general meeting of the Charity.

(2) There shall be a quorum when at least 10% of the number of members of the Charity for the time being, or ten members of the charity, whichever is the greater, are present at any general meeting.

T Notices.

Any notice required to be served on any member of the charity shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally, or by email, or by sending it by first class post in a 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.

U 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 in favour of an amendment 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 the charity clause,) clause C (the objects clause), clause J (Executive Committee members not to be personally interested clause), clause V (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 Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

V Dissolution.

If the Executive Committee considers that it is necessary or advisable to dissolve the Charity it shall call an EGM of all members of the charity 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 Executive Committee shall ensure that all assets will be firstly offered to be returned to their donors, but if not accepted, then offered for sale to members of the Charity; secondly offered to local Archaeological Societies and Groups; and thirdly to the general public. The 'sale price' of any assets to be sold will be based on the valuation figures as stated in the most recent financial accounts. All proceeds from these sales, all other Charity funds and any artefacts owned by the Charity will be forwarded to the Marlow Museum, or, if this is not yet in existence, the most appropriate local public body. A copy of the statement of accounts or account and statement, for the final accounting period of the Charity must be sent to the Commission.

The above Constitution was amended at the AGM of Archaeology In Marlow on the 2nd of June 2011. A copy of this Constitution is to be inserted in the minute book, once signed by the relevant Officers stated below.

Signed on.....by.....Chairman

Signed on.....by.....Treasurer

Signed on.....by.....Secretary