

# **Constitution of Scarborough Archaeological & Historical Society**

An un-incorporated association

Adopted at the Annual General Meeting on the 4<sup>th</sup> day of April 2005

## 1.0 NAME.

- 1.1 The name of the Society is Scarborough Archaeological and Historical Society ("the Society")

## 2.0 ADMINISTRATION.

- 2.1 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 Committee, constituted by clause 6.0 of this constitution ("the Committee").

## 3.0 OBJECTS

- 3.1 The Society's objects ("the objects") are:-

To advance the education for the public benefit in the archaeological and local history of Scarborough and the surrounding area by the following:

- a) To increase and disseminate knowledge of and interest in the same.
- b) To undertake and support research into sites and archives of archaeological, architectural and historical interest, and the publication of the results of such researches.
- c) To encourage the identification, protection and preservation of such sites and archives.

## 4.0 POWERS.

- 4.1 In furtherance of the objects but not otherwise the Committee may exercise the following powers:-

(i) power to raise funds and to invite and receive contributions provided that in raising funds the Committee shall not undertake any substantial 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 employ such staff (who shall not be members of the Committee) as are necessary for the proper pursuit of the objects and to make all reasonable payment;

(vi) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar purposes and to exchange information and advice with them;

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

(viii) power to appoint and constitute such advisory committees as the Committee may think fit;

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

## 5.0 MEMBERSHIP

### 5.1 Membership of the Society shall be open to:

(i) individuals (over the age of 18 years) who are interested in furthering the work of the Society and who have paid any annual subscription laid down by the Annual General Meeting

(ii) any body corporate or un-incorporated association which is interested in furthering the Society's work and has paid any annual subscription (any such body being called in this constitution a "member organisation").

### 5.2 Every member shall have one vote.

### 5.3 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 alternative to replace its appointed representative at any meeting of the Society if the appointed representative is unable to attend.

### 5.4 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.

### 5.5 The Committee may unanimously and for good reason terminate the membership of any individual concerned or the appointed representative of 2

the member organisation concerned (as the case may be). They shall have the right of appeal which will be heard by the Committee, accompanied by a friend, before a final decision is made.

5.6 Honorary Life Membership may be conferred by the Society subject to the approval first of the Committee and then of the Society at an Annual General Meeting. An Honorary Life Member will not be required to pay any further subscriptions to the Society.

## 6.0 COMMITTEE.

6.1 At the annual general meeting of the Society the members shall elect from amongst themselves a Committee who shall hold office from the conclusion of that meeting comprising.

(a) a President, and Vice-presidents

(b) a Chairman, two Vice-Chairmen, a Secretary, a Treasurer and any such other officer as shall be identified by the Committee from time to time.

(c) up to 14 other Committee members such that the total number of Committee members elected under b) and c) above shall not exceed 21

6.2 The Society shall have an Executive Sub-Committee composed of the Chairman (or in his absence a Vice-chairman), the Secretary and the Treasurer for the time being. The Executive Sub-Committee shall have such powers as the Committee shall from time to time decide.

6.3 The Committee may in addition appoint not more than 6 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 Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Committee called under the clause 9.1 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 became vacant.

6.4 All the members of the 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. If, however, the Chairman shall have held office for three consecutive years, then he or she shall not be eligible for re-election as Chairman during the following year.

6.5 The proceedings of the 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.

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

## 7.0 DETERMINATION OF MEMBERSHIP OF THE COMMITTEE.

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

(i) is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (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 Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or

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

## 8.0 COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED.

### 8.1 No member of the Committee 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 Committee) in any contract entered into by the Committee.

## 9.0 MEETINGS AND PROCEEDINGS OF THE COMMITTEE.

9.1 The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the President, Chairman, Secretary or by any 6 members of the Committee upon not less than 4 days' notice being given to the other members of the Committee of the matters to be discussed but if the matters include an appointment of the co-opted member then not less than 21 days' notice must be given.

9.2 The Chairman shall act as chairman at meetings of the Committee. If the Chairman is absent from any meeting, the members of the Committee present shall choose one or other of the Vice-chairmen to be chairman of the meeting before any other business is transacted.

9.3 There shall be a quorum when at least 6 members of the Committee are present at a meeting.

9.4 Every matter shall be determined by a simple majority of vote of the members of the Committee 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.

- 9.5 The Committee shall keep minutes, in books kept for the purpose of the proceedings at meetings of the Committee and any sub-committee.
- 9.6 The 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.
- 9.7 The Committee may appoint one or more sub-committees consisting of three or more members of the Committee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Committee 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 Committee.
- 10.0 ANNUAL REPORT.
- 10.1 The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of the Act) with regard to the preparation of an annual report and its transmission to the Commissioners.
- 11.0 ANNUAL RETURN.
- 11.1 The Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.
- 12.0 ANNUAL GENERAL MEETING.
- 12.1 An Annual General Meeting of the Society shall be held after the end of each financial year of the Society and not later than the following 31st May, to transact the following business:-  
(i) to receive-and, if approved, to adopt the Annual Report and Accounts for the preceding financial year;  
(ii) to fix the amounts of the annual subscriptions payable by Members for the current financial year;  
(iii) to elect the members of the Committee;  
(iv) to appoint independent examiners or auditors;
- 12.2 Every annual general meeting shall be called by the Committee. 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.
- 12.3 Nominations for election to the Committee proposed and seconded by members of the Society may be made prior to or at the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

13.0 SPECIAL GENERAL MEETINGS.

13.1 The Committee 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 shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

14.0 PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS.

14.1 The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Annual or Special General meeting of the Society.

14.2 There shall be a quorum when at least one tenth of the number of members of the Society for time being or ten members of the Society, whichever is the greater, are present at any general meeting.

15.0 NOTICES.

15.1 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 Committee 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 know address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

16.0 ALTERATIONS TO THE CONSTITUTION.

16.1 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 at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.

16.2 No amendment may be made to clause 1.0 clause 3.0, clause 8.0, clause 19.0 or this clause without the prior consent in writing of the Commissioners.

16.3 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

16.4 The Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

17.0 FINANCE

17.1 The Society's financial year shall commence on the 1st September and end on the following 31st August.

- 17.2 The Society shall have such a banking accounts and investments as shall be authorised by the Committee from time to time.
- 17.3 No expenditure shall be incurred on behalf of the Society by any person unless it shall have been previously authorised in writing by the Executive Subcommittee, acting within powers conferred upon it by the Committee.
- 18.0 REPEALS.
- 18.1 All previous Rules of the Society are rescinded by this Constitution
- 19.0 DISSOLUTION.
- 19.1 If the Committee 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.
- 19.2 If the proposal is confirmed by a two-thirds majority of those present and voting the Society shall be dissolved. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions 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 Commissioners.

This constitution was adopted on the date mentioned above by a unanimous majority of the members of the Society present.

Signed.....  
 Keith Johnston  
 Chairman of the meeting

Signed.....  
 Christopher Hall  
 Secretary of the meeting

## STANDING ORDERS

Note: These do not form part of the Constitution; they set out the practice adopted by the Committee on certain matters.

### 1.0 MEMBERSHIP

- 1.1 Members paying a full subscription shall be entitled to a free copy of each current issue of the Transactions.
- 1.2 A member of the same household as a Member of the Society may elect to pay a reduced annual subscription (at present 75%) but in so doing shall not be entitled to a free copy of the Transactions
- 1.3 Student Members pay an annual subscription of one half of the subscription payable and shall be entitled to a free copy of the Transactions and to vote on matters of business. This applies to students of any age who are receiving full time education provided that they produce evidence of student status when paying the annual subscription.
- 1.4 A person joining the Society between the 1st January and the 31st March in any year may pay a reduced subscription (if any) which shall be set by the Executive Sub-Committee.
- 1.5 The Society may have a junior section open to young people between the ages of 12 and 18 inclusive. The subscription to the junior section shall be at the same rate as student membership except that a subscription will be waived for members of the Young Archaeologists Club on proof of membership.

### 2.0 COMMITTEE

- 2.1 The additional officers comprise Membership Secretary, Minutes Secretary, Social Secretary, Librarian, Editor, Projects Officer, Publications Officer and Equipment Officer)
- 2.2 Co-option of Committee Members will be a standing item on every meeting of the Committee.

### 3.0 FINANCE

- 3.1 Cheques and similar documents relating to the bank or other Accounts shall bear two signatures. The persons authorised to sign shall be determined by the Committee.

### 4.0 TRUSTEES

- 4.1 The Trustees of the Charity shall consist of The President, Vice-President(s), Chairman, Secretary and Treasurer duly elected at the Annual General Meeting and one other member of the Committee to be appointed at the first Committee meeting following the Annual General Meeting
- 4.2 The President for the time being shall be the Chairman of the Trustees.