CBA East Midlands Constitution

Adopted on 2nd April 2023

A NAME

The name of the charity is Council for British Archaeology East Midlands (hereinafter called 'the Group').

B STATUS

1. The Group shall be an independent, voluntary body, pursuing its aims by charitable means for charitable purposes.

2. The Group shall be governed by the terms of its Constitution.

3. As such, the Group shall owe allegiance to no political party and to no avowed political pressure group and shall have no religious, racial or other protected characteristic bias.

C OBJECTS

The Group is established to advance the education of the public in all aspects of archaeology in, but not exclusively in, the ancient counties of Derbyshire, Leicestershire, Lincolnshire, Nottinghamshire and Rutland.

D POWERS

1. In furtherance of the objects but not otherwise, the Committee may:

2. raise funds and invite and receive contributions provided that in raising funds the Committee shall not undertake permanent trading activities;

3. Facilitate, arrange and provide for, or join in arranging and providing for, the holding of activities such as exhibitions, indoor/outdoor meetings, lectures, classes, seminars, region-wide research projects, fieldwork and training courses;

4. collect and disseminate information on all matters affecting the objects within the region, for the benefit of individuals and other bodies with similar objects, in order to publicise events; encourage best practice; provide information on grants, fieldwork opportunities and other sources of information; and provide links to outside the region;

5. collect and disseminate information on all matters affecting the objects within the region and exchange such information with the CBA, individuals or other bodies having similar objects;

6. provide grants to individuals and other organisations for the furtherance of research that complies with the Group's objects;

7. cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or other media of communication) as shall further the objects;

8. appoint and constitute such sub-committees as the Committee may think fit;

9. purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the achievement of the objects and maintain and equip it for use;

10. dispose of all or any part of the property of the Group subject to any consents required by law;

11. borrow money and charge all or any part of the property of the Group with repayment of the money so borrowed subject to any consents required by law;

12. employ such staff as are necessary for the proper pursuits of the objects;

13. do all such other lawful things as are necessary for the achievement of the objects.

E RELATIONSHIP WITH COUNCIL FOR BRITISH ARCHAEOLOGY (CBA)

The CBA EM is an autonomous organisation operating under the umbrella of the CBA. The Group and the CBA are mutually supportive, working in partnership under a formal Memorandum of Understanding to achieve their shared aims.

F ADMINISTRATION

The general management and administration of the Group shall be vested in the Group's Committee, as defined in clause I.1 below, and elected for the time being in accordance with Clauses H.2 and I.3. Management and control of the Group's assets shall be vested in the Group's Trustees, comprising the Group's Honorary Officers (specifically the Chairman, Vice-Chairman, Treasurer, Secretary and Membership Secretary), as defined in clause H.1 and elected for the time being in accordance with Clause H.2.

G MEMBERSHIP

1. Membership of the Group shall be open to:

   i) individuals who are interested in furthering the work of the Group and who have paid the correct annual subscription to the Group, either directly or through the CBA, at a rate laid down from time to time by the Committee.

   ii) institutions, being any body corporate or unincorporated association active in archaeology or related fields ('member organisation'), who have paid the correct annual subscription as aforesaid.

2. Every individual member over the age of 18 years shall have one vote. Members under the age of 18 years are eligible to attend Group meetings, but are not eligible to vote.

3. i) Each member organisation shall have one vote.

   ii) Each member organisation shall appoint from its membership:

      a) one individual to represent it and to vote on its behalf at general meetings of the Group;

      b) a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Group.

4. Honorary members may be appointed at the discretion of the Committee.

5. The Committee shall have the right (on a simple majority vote) to terminate for good and sufficient reason the membership of any individual or organisation, provided that the individual or representative concerned shall have the right to be heard by the Committee before a final decision is made.
6. Should such membership be terminated, there will be a right of appeal at which the applicant may request that the appeal committee includes an independent member (non-CBA-EM).

H HONORARY OFFICERS

1. At the annual general meeting of the Group the members should elect from among themselves a Chairman, Vice-Chairman, Secretary, Treasurer and such other Honorary Officers as the Group shall from time to time decide.

2. The Honorary Officers of the Group shall hold office until the conclusion of the annual general meeting next after their election, but shall be eligible for immediate re-election. It is expected that

Honorary Officers will remain in the same post for no more than five consecutive years, but this period may be exceeded if no replacement can be found among the members.

3. The Group shall appoint an independent examiner or qualified auditor who is not a member of the Committee and shall determine his or her remuneration (if any).

4. If vacancies occur amongst the Honorary Officers of the Group, the Committee shall have the power to fill these from amongst the membership, to serve until the next general meeting.

I THE COMMITTEE

1. The Committee shall consist of no fewer than ten members nor more than eighteen members, being:

   i) the Honorary Officers specified in the preceding clause;

   ii) no fewer than six members elected at an annual general meeting who shall hold office from the conclusion of the meeting ('ordinary members').

2. The Committee may in addition appoint up to three co-opted members, provided that the number of co-opted members shall not exceed one third of the total membership of the Committee. Such co-opted members shall serve until the next annual general meeting.

3. Election to the Committee as an ordinary member shall be for three years. Ordinary members of the Committee shall be eligible for immediate re-election upon completion of their term of office, but shall defer to new candidates for election to the Committee should the total number of candidates exceed the number of places available.

4. 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.

5. Nobody shall be appointed as a member of the Committee who is aged under 18 years. However, members of the Group who are aged under 18 years may attend and contribute to Committee meetings at the invitation of the chairman of the meeting.

6. Any casual vacancy in the Committee may be filled by the Committee, and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next annual general meeting and shall be eligible for election at the meeting.

7. No member of the Committee shall acquire any interest in property belonging to the Group (otherwise than on behalf of the Committee), or receive remuneration, or be interested (otherwise than as a member of the Committee) in any contract entered into by the Committee.

J DETERMINATION OF MEMBERSHIP OF THE COMMITTEE

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

1. is disqualified from acting as a member of the Committee by virtue of section 12 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. is absent without the permission of the Committee from all their meetings held within a period of nine months and the Committee resolve that his or her office be vacated;

4. is determined by the Committee to have brought the Group into disrepute, or to have a conflict of interest through his or her continued presence on the Committee or contravened the CBA-EM

Codes of Conduct. The disqualified member will have the right of appeal at which the applicant may request that the appeal committee includes an independent member (non-CBA-EM); or,

5. notifies the Committee of 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).

K MEETINGS AND PROCEEDINGS OF THE COMMITTEE

1. The Committee shall hold at least two ordinary meetings per year. A special meeting may be called at any time by the Chairman or by any two ordinary members of the Committee upon no fewer than 14 days' notice being given to the other members of the Committee of the matters to be discussed.

2. The Chairman, or in his or her absence the Vice-Chairman, shall act as chairman at meetings of the Committee. If both Chairman and Vice-Chairman are absent from any meeting, the members of the 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 third of the number of members of the Committee for the time being, or three members of the Committee, whichever is the greater, are present at a meeting, provided that at least one of the Group's Honorary Officers is present.

4. Every matter shall be determined by a majority of votes 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.

5. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Committee and sub-committee meeting of the Group.

6. The Committee may from time to time make and alter rules for the purposes 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.

7. The Committee may appoint one or more sub-committees 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. The members of a sub-committee should include at least two Committee members.

L RECEIPTS AND EXPENDITURE

1. The funds of the Group, including all donations, contributions and bequests, shall be paid into accounts operated by the Committee in the name of the Group at such a bank as the Committee shall from time to time decide. All payments made from the account must be authorised by the Treasurer and either the Chairman or other person authorised by the Committee.

2. The funds belonging to the Group shall be applied only in furthering the objects.

M ACCOUNTS

The 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 Group;

b) the preparation of annual statements of account for the Group, made up to 31st December;

c) the auditing or independent examination of the statements of account for the Group; and

d) the transmission of the statements of account of the Group to the Charity Commissioners.

N ANNUAL REPORT

The 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 report and its transmission to the Commissioners.

O ANNUAL RETURN

The 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 Commissioners.

P GENERAL MEETINGS

1. There shall be an annual general meeting of the Group which shall be held in the month of March in each year or as soon as practicable thereafter. The annual general meeting may be either in person or held virtually, whichever the Committee feels will offer members the widest opportunity to participate.

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 members of the Group. The notice must state the business to be discussed. All members of the Group shall be entitled to attend and vote at the meeting, except for members who are under 18 years, who may attend but are not entitled to vote.

3. The Committee shall present to each annual general meeting the report and accounts of the Group for the preceding financial year.

4. The Committee may call a special general meeting of the Group 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.

5. The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Group.

6. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, twenty members exclusive of the Chairman, Secretary and Treasurer personally present shall be a quorum.

7. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other time or place as the Chairman or Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be a quorum.

Q COMPLAINTS

In the case of any complaints relating directly to CBA-EM activities, the Chair and/or Secretary of the Group should be contacted in the first instance. When possible, the complaint will be dealt with by the CBA-EM committee. If a satisfactory resolution cannot be found, the national CBA will be consulted for advice and/or mediation.

R 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 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 C (the objects), clause I.7 (Committee members not to be personally interested), clause R (dissolution) or this clause without the prior consent in writing of the Charity Commissioners.

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

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

S DISSOLUTION

If the Committee decides that it is necessary to dissolve the Group it shall call a meeting of all the members of the Group, of which no fewer 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 Committee shall have power to realise any assets held by or on behalf of the Group.

Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the CBA, insofar as it remains a charity, or to such other charitable institution or institutions having objects similar to the objects of the Group as the members of the Group 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 Group must be sent to the Commissioners.

This Constitution was adopted on the date mentioned above by the persons whose signatures appear at the bottom of this document. It replaces any previous constitution.

Signed
