

CONSTITUTION OF THE ESSEX SOCIETY FOR ARCHAEOLOGY & HISTORY **(formerly The Essex Archaeological Society)**

A: Name

The name of the association is the Essex Society for Archaeology and History (“the Charity”)

B: Objects

The Charity’s objects (“the objects”) are:

- a) to promote and encourage the study of the archaeology and history of the historic county of Essex;
- b) in furtherance of the above, to publish the results of such studies and to disseminate information on matters relating to archaeology and history in Essex through the appropriate media;
- c) to organise conferences, lectures and visits for the benefit of the Charity members and interested members of the public; to educate the wider community in the historical and archaeological heritage of Essex; to co-operate with other bodies on matters of common interest and concern; and
- d) to provide library facilities for the Charity members and approved members of the public.

C: Membership

- 1) Membership of the Charity shall be open to:
 - a) any individual, (“member”) (which the Charity may classify as “individual member”, “family member” or “associate member” or any other such classification as may be determined at an Annual General meeting of the Charity), interested in furthering the objects of the Charity and who pays its annual subscription as agreed from time to time; and
 - b) any corporate or unincorporated body (“institutional member”) interested in furthering the objects of the Charity which pays the said subscription
- 2) All members shall have one vote each
- 3) Every member and institutional member (together where the context allows “member” or “members”) shall observe such conditions of membership as the Charity may issue from time to time
- 4) In recognition of services rendered to it, the Charity may nominate individuals for honorary membership at an Annual General Meeting.
- 5) Acting reasonably, the Charity may in its unfettered discretion, terminate the membership of any member

D: Trustees and Management of the Charity

- 1) At the Annual General Meeting of the Charity, the members may elect from the eligible membership:
 - a) a Patron of the Charity;
 - b) a President of the Charity;
 - c) the Council of Management of the Charity (“the Council”) comprising; six members, (or such other higher number as the Council may decide from time to time), and the President, a Secretary, a Treasurer and such other ex officio positions as the Council may decide from time to time. The members elected in this sub clause c) shall be the legal Trustees (“the Trustees”) of the Charity;
 - d) a Curator of the Charity’s collection;
 - e) an Auditor or Independent Examiner; and
 - f) Vice-Presidents, up to ten in number, or such other number as the Council may decide from time to time, who may attend, but not vote at Council meetings.
- 2) All elected positions shall be held for three years, but holders may seek re-election for a concurrent three year term, apart from the President. Members holding an elected post for two concurrent three year terms must retire at the end of the second term and may not be re-elected without the consent of the Council.
- 3) An immediate past President is entitled to attend Council meetings without voting, for one year after vacating such post.

- 4) The Council may co-opt members, subject to the approval of the general membership, onto the Council to fill vacancies or for special purposes
- 5) An ex officio member of the Council may appoint a proxy to vote for them on any resolution which has been notified in advance, provided such member has notified the Secretary in advance how their vote is to be cast

E: Powers

In furtherance of the objects (but not otherwise) the Council may exercise the following powers

- a) power to raise funds, and to invite and receive contributions provided that, in raising funds, the Council shall not undertake any substantial trading activities and shall conform to any relevant requirements of the law;
- b) 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 such use;
- c) power, subject to any consents required by law, to sell, lease or dispose of any part of the property of the Charity;
- d) 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;
- e) power to employ such staff (who shall not be members of the Council) 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 such staff and their dependants;
- f) power to co-operate with other charities, voluntary bodies and statutory authorities in furtherance of the objects, or of similar charitable purposes, and to exchange information and advice with them;
- g) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- h) power to appoint and constitute such committees or groups as the Council may think fit;
- i) power to do all such other lawful things as are necessary for the achievements of the objects; and
- j) power to publish, exchange, place on loan or dispose of such books, papers, documents or other articles as it thinks fit.

F: Determination of membership Council

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

- a) is disqualified from acting as a member by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- b) becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;
- c) is absent without reasonable cause from meetings held over a period of twelve months, and Council resolve that his or her office be vacated;
- d) notifies Council of a wish to resign; and
- e) is under the age of 18 or in the reasonable opinion of Council has conducted themselves in such a manner as to bring the Charity into disrepute.

G: Council members not to be personally interested

No Council member shall acquire any interest in property belonging to the Charity (other than as a trustee of the Charity) or receive remuneration, or be interested (other than as a Council member) in any contracts entered into by Council

H: Meetings and procedure of the Council

- a) The Council should hold at least two meetings a year. A special meeting may be called at any time by the President, or by any two members of the Council, with at least 14 days notice of the matters to be discussed;
- b) The President shall act as chairman at the Council meetings. In the President's absence, the meetings of Council shall choose one of those attending to act as chairman for that meeting only;
- c) Five members shall be a quorum for a meeting of the Council;

- d) Matters requiring a vote shall be determined by a majority of votes of the Council members present, but if an equal number of votes are cast, the President or acting chairman shall have a second or casting vote;
- e) A permanent record of the minutes of the Council meetings shall be kept;
- f) Meetings of the Council may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule shall be made which is inconsistent with this Constitution;
- g) The Council may appoint committees comprising members of the Charity for any purpose consistent with good management and operation of the Charity and impose such conditions as it sees fit on the operation of such committees. The President shall be an ex officio member of all such committees; and
- h) All members of the Council have a right to attend any committee of the Charity.

I: Receipts and expenditure

- a) The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by Council in the name of the Charity at such bank as Council shall from time to time decide. All cheques in excess of an amount determined from time to time by Council drawn on this account must be signed by at least two officers of the Society. Single signatures are limited to the Treasurer; and
- b) The funds belonging to the Charity shall be applied only in furthering the objects.

J: Property

The income and property of the Charity shall be applied solely towards the promotion of the objects.

- (a) A Trustee is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity; and
- (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

None of the income or property of the Charity may be paid or transferred directly or indirectly by way of a dividend or bonus or otherwise by way of a profit to any member of the charity. This does not prevent a member who is not also a Trustee from receiving (a) a benefit from a charity in the capacity of a beneficiary of the charity; (b) reasonable and proper remuneration for any goods and services supplied to the charity.

K: Accounts

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to

- 1) the keeping of accounting records for the Charity;
- 2) the preparation of annual statements of account for the Charity;
- 3) the auditing or independent examination of the statements of account of the Charity; and
- 4) the transmission of the statements of account of the Charity to the Charity Commission.

L: Annual Report and Annual Return

The Trustees shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to the preparation of a) an annual report and b) an annual return, and their transmission to the Charity Commission.

M: Annual General Meeting

- a) There shall be an Annual General Meeting of the Charity at a date, time and place to be decided by the Council. All members of the Charity shall be advised of the date not less than three months before the day of the meeting. The agenda for the Annual General Meeting shall be sent to all members of the Charity at least 14 days before the meeting and a copy of the annual report and accounts made available on the website or such other form of communication as exists at the time. All members of the Charity shall be entitled to attend and to vote at the meeting;

- b) The President shall act as chairman of the Annual General Meeting. In his absence the members present shall appoint a chairman for the meeting;
- c) The Council shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year; and
- d) Nominations for election to the Council must be made by members in writing and formally seconded and in the hands of the Secretary at least 14 days before the Annual General Meeting.

N: Special General Meetings

The Council may call a Special General Meeting of the Charity 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.

O: Procedure at General Meetings

- a) The Secretary or other person specially appointed by the Council shall keep a full record of the proceedings at every General Meeting; and
- b) There shall be a quorum when either one twentieth of the number of members for the time being or fifteen members, whichever is less, are present at any General Meeting.

P: Notices

Any notice required to be served on any member shall be in writing and shall be served by the Secretary on any member either personally or by sending it by post in a pre-paid letter addressed to such member at his or her last known address or by email, and any letter or email so sent shall be deemed to have been received within fourteen days of posting.

Q: Alterations to the Constitution

- a) 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;
- b) No amendments may be made to clause A, clause B, clause G, clause R or this clause without the prior consent in writing of the Commissioners;
- c) No amendment may be made which would have the effect of making the Charity cease to be a charity at law; and
- d) the Council shall promptly send to the Charity Commission a copy of any amendment made under this clause.

R: Dissolution

If the Council decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, to whom not less than 21 days notice shall be given, stating the terms of the resolution to be proposed. If the proposal is confirmed by a two thirds majority of those present and voting, the Council shall have power to realise any assets held by or on behalf of the Charity. 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 Charity as the members of the Charity may determine or failing that shall be applied to some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Charity Commission.

The undersigned confirm that this amended Constitution was adopted at the Annual General Meeting of the Charity on the 26th day of September 2015.