

Chester Archaeological Society

President: His Grace the Duke of Westminster KG CB CVO OBE TD CD DL
Registered Charity No 1068062



CONSTITUTION OF THE CHESTER ARCHAEOLOGICAL SOCIETY

Rules of the Society as approved by the Annual General Meeting on the 10th April 2013

A TITLE

- 1.0 The Society shall be called 'The Chester Archaeological Society'.

B STATUS

- 1.0 The Society shall be an independent, voluntary body, pursuing its aims by charitable means for charitable purposes.
- 2.0 The Society shall be governed by the terms of this Constitution.
- 3.0 The Society shall owe allegiance to no political party and to no avowed political pressure group and shall act at all times in a non-discriminatory manner.

C OBJECTS

- 1.0 The objects of the Society shall be to further the education of the public in the archaeology, history and architecture of Chester, Cheshire and North Wales and to promote public knowledge, understanding and appreciation of these subjects generally.
- 2.0 The Society will achieve its objects through activities which may include:
 - 2.1 Promoting the preservation and improvement of archaeological sites and landscapes, ancient monuments, historic buildings and spaces and other antiquities situated in, discovered in or connected with Chester, Cheshire and North Wales;
 - 2.2 Undertaking, assisting or encouraging archaeological, architectural and historical research;
 - 2.3 Organising lectures, meetings and exhibitions on archaeological, architectural and historical subjects;
 - 2.4 Organising excursions to places of archaeological, architectural and historical interest;
 - 2.5 Maintaining and enhancing the Society's library of works on relevant topics;
 - 2.6 Publishing a journal and disseminating information in a variety of media on relevant archaeological, architectural and historical subjects and on the work of the Society.

D MEMBERSHIP

- 1.0 Membership of the Society shall be open to all interested persons and institutions upon payment of the appropriate annual subscription and shall consist of Ordinary,

Associate, Institutional and Distinguished Members. The subscription shall be due on a date to be determined by the Council.

- 2.0 Ordinary Members shall be entitled to attend all lectures, meetings exhibitions, excursions and meetings of the Society; to vote at Annual and Special General Meetings; to use the Society's Library in accordance with its rules; and to receive a copy of the Society's Journal as published. Ordinary Members may also purchase further copies of the Journal, and back numbers if available, at a discount determined by the Society's Council.
- 3.0 Associate Members may be:
 - a) students receiving full-time education; or
 - b) persons in receipt of state retirement pension; or
 - c) members of the family of an Ordinary Member, living in the Ordinary Member's house.
- 3.1 Associate Members shall be entitled to attend lectures, meetings, exhibitions and excursions of the Society, and to use the Society's Library in accordance with its rules, but not to vote at Annual or Special Meetings or receive a copy of the Journal.
- 3.2 Upon production of a photocopy of their current student card, full-time students receiving tertiary education at a university or college shall be entitled to the privileges of Associate Members, plus a copy of the Society's Journal, and shall be categorised as Student Members. They may also purchase further copies of the Journal or back numbers, if available, at a discount determined by the Society's Council.
- 3.3 All members of an Ordinary Member's family resident with the Ordinary Member shall be entitled to attend lectures, meetings, exhibitions and excursions in return for a single Associate Membership subscription.
- 4.0 Institutional Members shall be entitled to receive one copy of the Journal as published. In addition, they may purchase further copies of the Journal or back numbers, if available, at a discount determined by the Society's Council.
- 5.0 Distinguished Members are those who have given long and distinguished service to the Society and who are elected at the AGM on the recommendation of the Council. They shall be entitled to all the privileges of Ordinary Membership but shall pay no subscription.
- 6.0 The Council reserves the right to refuse a subscription or to refuse to accept the renewal of any subscription, provided that the Member concerned or his/her representative shall have been given the opportunity to be heard by the Council before a final decision is made.
- 7.0 Proposed alterations in the rates of membership subscription shall be considered by the Society's Council. Their recommendations shall be put to an Annual General Meeting of the Society at which a two-thirds majority in favour shall be necessary for approval.
- 8.0 Members whose subscriptions are in arrears by twelve months shall cease to be members, and shall not receive a volume of the Journal for the period during which the subscription was unpaid.

E HONORARY OFFICERS AND COUNCIL MEMBERS

- 1.0 There shall be a President and not more than six Vice-Presidents who shall be nominated at the Annual General Meeting on the recommendation of the Society's Council when they consider appropriate. The Council will review annually whether changes in the President or Vice-Presidents should be recommended to the Annual General Meeting.

- 2.0 The Society shall be managed by a Council consisting of the following officers: Chairman, Vice Chairman, Honorary Secretary, Honorary Treasurer (the principal officers) and also other officers as the Council sees fit to appoint (e.g. Honorary Editor, Honorary Field Officer, Honorary Librarian, Honorary Excursions Secretary) and up to twelve members of the Council. All officers and elected members of the Council shall be Trustees of the Society. The officers and members of Council shall be elected by a show of hands, or by a ballot if posts are contested, at the Annual General Meeting.
- 3.0 A Chairman is normally elected for three years and shall not ordinarily be eligible for re-election as Chairman until a further period of three years has elapsed. A Chairman is normally succeeded by the Vice Chairman. If this is not possible the current Chairman can be re-elected for a period of one or two years immediately following any period of three years after which extended time he/she will not be eligible for re-election as Chairman until a period of three years has elapsed but is eligible to be elected immediately a Council member.
- 4.0 All officers, excluding the Chairman (see section E3), and council members shall be elected for a three year term at the Annual General Meeting and shall be eligible for re-election for a second three year term. The Council must actively seek out and appeal for new Council members and officers as part of its duty to actively renew the Council. Officers and Council members would normally retire after two terms, however, re-election beyond two three-year terms will be allowed in special circumstances, such as the need to retain specialist skills, the need to maintain the representation of particular sectors or the lack willing candidates despite the Council's best efforts and only then at the Council's discretion. *Subject to this Council discretion*, officers retiring after two terms shall not be eligible for re-election as officers for one year but are eligible to stand as a Council member. *Also subject to this Council discretion* retiring Council members after two terms shall not be eligible for re-election for one year unless elected as officers.
- 5.0 The Council shall have power to co-opt not more than three additional members to carry out specific assignments for the current year. They may only re-join the Council the following year if elected at the Annual General Meeting. Co-opted members of Council are not trustees of the Society and do not have voting powers.
- 6.0 Any casual vacancy in the Council may be filled by the Council, and any person appointed to fill such a casual vacancy may only rejoin the Council the following year if elected at the Annual General Meeting. Such members of Council are not trustees of the Society and do not have voting rights.

F DETERMINATION OF MEMBERSHIP OF COUNCIL

- 1.0 Nobody shall be appointed as a member of the Council who is aged under 18 years. However, members of the Society who are aged under 18 years may attend and contribute to Council meetings at the invitation of any Council member.
- 2.0 A member of the Council shall cease to hold office if he or she:
- 2.1 is disqualified from acting as a member of the Council by virtue of section 12 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - 2.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - 2.3 is absent without the permission of the Council from all their meetings held within a period of one (1) year and the Council resolve that his or her office be vacated, or;
 - 2.4 notifies to the Council a wish to resign (but only if at least three elected members of the Council will remain in office when the notice of resignation is to take effect).

G POWERS OF THE COUNCIL

- 1.0 In furtherance of the Society's objects but not otherwise, the Council may:
 - 1.1 raise funds and invite and receive contributions, provided that in raising funds the Council shall not undertake permanent trading activities;
 - 1.2 co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Society's objects, or of similar charitable purposes, and exchange information and advice with them;
 - 1.3 arrange and provide for or join in arranging and providing for the holding of, lectures, meetings, seminars, classes, training courses, exhibitions, fieldwork including excavations;
 - 1.4 collect and disseminate information on all matters affecting the Society's objects within the region and exchange such information with individuals or other bodies having similar objects;
 - 1.5 cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such books, periodicals, pamphlets and other documents, films and other media of communication as shall further the Society's objects;
 - 1.6 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;
 - 1.7 borrow money and charge all or any part of the property of the Society as security for repayment of the money so borrowed, subject to the Charities Act 2011.
 - 1.8 appoint and constitute such advisory and executive committees and sub-committees as the Council may think fit, which shall report to and act under the control and supervision of the Council;
 - 1.9 employ such staff as are necessary for the proper pursuit of the objects; do all such other lawful things as are necessary for the achievement of the objects.

H MEETINGS AND PROCEEDINGS OF THE COUNCIL

- 1.0 The Council shall hold at least four (4) meetings each year. A special meeting may be called at any time by the Chairman or by any two members of the Council upon not less than four working days' notice being given to the other members of the Council of the matters to be discussed.
- 2.0 The Chairman shall act as chairman at meetings of the Council. If the Chairman is absent from any meeting, the Vice-Chairman or another principal officer shall preside.
- 3.0 The President and Vice-Presidents shall be entitled to attend Council but shall not be entitled to vote.
- 4.0 There shall be a quorum when at least five (5) elected members of the Council are present, provided that at least one is a principal officer (Chairman, Vice-Chairman, Secretary, Treasurer).
- 5.0 Every matter shall be determined by a majority of votes of the members of the Council 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.
- 6.0 The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every Council and sub-committee meeting of the Council.
- 7.0 The Council may from time to time make and alter rules for the summoning and conduct of its meetings, the conduct of its business, and the custody of documents. No rule may be made which is inconsistent with this constitution.

I GENERAL MEETINGS

- 1.0 The Annual General Meeting of the Society shall be called by the Council and shall be held before the end of April each year. The Secretary shall give not less than fourteen (14) days' notice of the meeting to members.
- 2.0 The Council shall present to each Annual General Meeting the report and accounts of the Society for the preceding year.
- 3.0 Special General Meetings may be called either at the instance of the Council or on a written requisition to the Honorary Secretary signed by not less than ten members. The Secretary shall give not less than fourteen (14) days' notice of the meeting to members, stating the objects of the meeting.
- 4.0 In the absence of the President, the Chairman shall preside at general meetings. In the absence of the Chairman, the Vice Chairman or in the absence of both a Vice-President shall preside.
- 5.0 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Twenty-one (21) members exclusive of the Chairman, Secretary and Treasurer shall constitute a quorum.
- 6.0 The Secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Society.

J FINANCIAL ARRANGEMENTS

- 1.0 The Society's financial year shall run from 1 January to 31 December.
- 2.0 The property of the Society shall be vested in the elected members of the Council, who shall constitute the trustees of the Society.
- 3.0 The income and property of the Society shall be applied solely towards the promotion of its objects. Disposal of property can be authorised by the Council if they consider it to be in the best interests of the Society and complies with the Charities Act 2011. All property belonging to the Society shall be preserved for the use of its Members or their agents at such place or places as the Council shall decide.
- 4.0 The funds of the Society, including all donations, contributions and bequests, shall be paid into account(s) operated by the Council in the name of the Society at such bank as the Council shall from time to time decide.
- 5.0 All orders for payment shall be made by the Honorary Treasurer under the direction of the Council. Cheques may be signed by two out of three of the following officers: Chairman, Treasurer and Honorary Secretary. All cheques over £2000 or such other sum as shall be agreed by the Council from time to time shall require specific prior authorisation by the Council.
- 6.0 The Council shall comply with their obligations under the Charities Act 2011 with regard to:
 - 6.1 the keeping of accounting records for the Society;
 - 6.2 the preparation of annual statements of account for the Society;
 - 6.3 the auditing or independent examination of the statements of account for the Society for which an auditor or independent examiner shall be elected at each Annual General Meeting;
 - 6.4 the annual return requirements of the Charity Commission.
- 7.0 None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a trustee from receiving:
 - 7.1 Benefit from the Society in the capacity of a beneficiary of the Society;
 - 7.2 Reasonable and proper remuneration for any goods or services supplied to the Society.

K COUNCIL MEMBERS NOT TO BE PERSONALLY INTERESTED

- 1.0 Subject to the provisions of sub-clauses (2.0 and 3.0) of this clause, no members of the Council shall acquire any interest in property belonging to the Society (otherwise than as a trustee of the Society) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.
- 2.0 Any member of the Council who for the time being is engaged in a profession (e.g. accountant, archaeologist, archivist, solicitor) may charge and be paid all the usual professional charges for business done by him or her or by his or her firm when instructed by the other members of the Council to act in a professional capacity on behalf of the Society; provided that at no time shall a majority of the members of the Council benefit under this provision and that a member of Council shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
- 3.0 A Council member is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

L LIBRARY

- 1.0 All members using the library shall observe such rules as are made from time to time by the Society's Council or by those authorised by the Council to make such rules.

M ALTERATION OF RULES

- 2.0 Any change of rules must be approved by a two-thirds majority at an Annual General Meeting of the Society.
- 3.0 Any proposal to alter the rules must be communicated to the Secretary in writing and must be considered by the Council at its next meeting.
- 4.0 No amendment may be made to clause A (the name of the Society), clause C (the Objects), clause K (Council members not to be personally interested), clause N (Dissolution) or this clause without the prior consent in writing of the Charity Commissioners.
- 5.0 No amendment may be made which would have the effect of making the Society cease to be a charity at law.

N DISSOLUTION OF THE SOCIETY

- 1.0 If the Council decides that it is necessary to dissolve the Society, it shall call a meeting of all the members of the Society. The Secretary shall give not less than twenty-one days' notice of the meeting to members, stating the terms of the resolution to be proposed.
- 2.0 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 Society.
- 3.0 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 those of the Society as members may determine or, failing that, shall be applied to some other charitable purpose.
- 4.0 A copy of the statement of accounts, or account and statement, for the final accounting period of the Society shall be sent to the Charity Commissioners.