Southampton Archaeology Society Constitution (Revised and Ratified at …….)

1. Name

1.1 The name of the Society shall be the Southampton Archaeology Society.

2. Aims

2.1 The Society shall exist to promote all forms and branches of archaeological research within the Southampton district and, where relevant, in co-operation with kindred societies in adjacent districts.

2.2 The Society will aim to encourage engagement in archaeology amongst all residents and communities in the Southampton area, and to generate interest in archaeology through the production of a regular newsletter and by sharing of publications. It will arrange lectures, conferences, excursions and specific projects, all of which will be open to the public.

3. Membership

3.1 Membership is open to all who support the aims of the Society as stated at 2 above.

3.2 An applicant for membership must submit a signed and dated application form to the Membership Secretary stating:

i) the applicant's name, address and date of birth;

ii) that the applicant of the Society agrees to be bound by the Rules immediately upon admission to membership;

iii) the applicant's consent to the holding of relevant data for the purposes of the General Data Protection Regulations (GDPR) 2018. The Society will comply with all relevant provisions of GDPR 2018.

3.3 Until an applicant is approved for membership, he or she is not entitled to any of the privileges of the Society.

3.4 The Membership Secretary shall decide all applications for membership.

4. Officers and Their Duties

4.1 The Society has the following Officers, who are elected by the members for one-year terms:

- *Chair* - who chairs all General Meetings and all Executive Committee meetings when present
- *Vice Chair* – who will carry out duties delegated or designated by the Chair in their absence
- *Honorary Secretary* - who is responsible for the keeping of all books and records of the Society, and the taking of minutes of all General Meetings and Committee meetings
- *Honorary Treasurer* - who ensures that the financial affairs of the Society are kept in good order and that annual accounts and a financial report are submitted to the Executive Committee for it to place before the members at the Annual General Meeting. The Financial Report will be subject to review by the independent examiner. The Hon Treasurer will act as Membership Secretary and will maintain the Members' Register (containing the name and address of every member and such other contact details as the member supplies).
- *One Other* - who is a current member of the Management Committee.

President

5.1 The Society may appoint an Honorary President. Any appointment will be confirmed at the Annual General Meeting (AGM) and renewed annually.

6. Executive Committee

6.1 The day-to-day running of the Society is under the control of the Executive Committee which consists of the five Officers of the Society.

6.2 Nominations for the members of the Executive Committee must be made by a paid-up member of the Society and receive the permission of the proposed candidate.

6.3 Such nominations may be made in writing, to the Hon Secretary before the commencement of the Annual General Meeting, but may also be accepted from the floor at the meeting. If no nominations are received by that time the existing Officers and Committee will be automatically re-elected if they are willing to stand. If more than one nomination is received for any post on the Executive Committee there will be an election. Members are eligible for re-election for further terms as Officers, Auditors or members of the Committee.

6.4 A quorum for Executive Committee meetings is three members.

6.5 The members present will elect a chair (normally the Vice Chair) for that meeting whenever the Chair is not present.

6.6 Minutes of Committee meetings must be taken and made available to all Society members.

6.7 The Executive Committee has the following powers and responsibilities:

i) Supervision and direction of the day-to-day running of the Society.

ii) Preparation and presentation to the Annual General Meeting of a written annual report on the Society and its activities (annexing the annual accounts and the Hon Treasurer's financial report).

iii) Appointment of sub-committees, whose membership must include at least one member of the Management Committee, to which it may delegate powers and duties on such terms as the Committee thinks fit.

6.8 The Executive Committee may appoint or co-opt a member to fill any casual vacancy on the Committee until the next annual general meeting. Any member so appointed or co-opted must retire at the next annual general meeting, but may be elected as a member of the Committee at that meeting.

7. Management Committee

7.1 The Management Committee shall comprise the Executive Committee and a number of members of the Society as elected at the Annual General Meeting.
The Management Committee will:

i) Formulate the direction of the Society and carry out key tasks in the delivery of its business

ii) Individual members of the committee may take specific roles as agreed by the committee.

7.2 Nominations for the members of the Management Committee must be made by a paid-up member of the Society and receive the permission of the proposed candidate.
Such nominations may be made in writing, to the Hon Secretary before the commencement of the Annual General Meeting, but may also be accepted from the floor at the meeting. If no nominations are received by that time the existing officers and Management Committee will be automatically re-elected if they are willing to stand. If more than one nomination is received for any post on the Management Committee there will be an election. Members are eligible for re-election for further terms as Officers, Independent Examiner or members of the Committee.

7.3 A quorum for Management Committee meetings is four members.

8. Financial year, accounts and auditors

8.1 The Society's financial year runs to 31st March. An income and expenditure account must be made for each financial year.

8.2 One member, who is not elected or co-opted to the Management Committee, is to be elected by the members as Independent Examiner for a one-year term and will approve the annual accounts.

9. Subscriptions

9.1 Rates of subscription shall be drawn up from time to time, as appears necessary by the Executive and Management Committees and submitted to the Annual General Meeting for ratification, 14 days' clear notice having previously been given to all members. The subscription year shall commence on 1st May each year and all subscriptions then falling due must be paid within three months of that day. Members with outstanding subscriptions will then be notified, and after a further month a defaulting member will be deemed to have resigned.

10. General Meetings of Members

10.1 **Annual General Meeting (AGM)**: An annual general meeting of paid-up members must be held in May each year (or, failing that, as soon as possible thereafter) and will be called by the Hon Secretary on 14 days' written notice to the members, stating the date, time and place of the meeting, and the business to be conducted. The business will include:

(i) presentation and summary explanation by the Hon Treasurer of the Society's annual accounts for the financial year last ended.
(ii) consideration of the Chair's annual report;
(iii) election of Officers, members of the Executive Committee, Management Committee and Independent Examiner;
(iv) appointment of the Society President,
(v) such resolutions as are stated in the notice of the meeting,
(vi) any other business may be taken at the meeting if it is notified to the Chair prior to the commencement of the meeting and if they give their permission.

10.2 **Special General Meeting:** At any time, the Executive Committee or any two members may, by a joint written notice, request the Hon Secretary to call a meeting of members. The Hon Secretary must then a call a Special General Meeting on no less than 21 days' written notice to all members stating the date, time and place of the meeting, and the business to be conducted.

10.3 The quorum for the Annual General Meeting and any Special General Meeting is ten ordinary members or 50% of the membership where the membership is less than 20.

10.4 The voting members present elect a chair for any general meeting whenever the Society Chair is not present.

10.5 Minutes of all General Meetings must be taken and made available to all members.

10.6 Any notice required or allowed to be given to any member under these Rules is validly given if: (i) sent by post to that member's address in the Members' Register (in which case it is deemed given to the member two days after posting); or (ii) given to them personally; or (iii) sent by email or fax to that member's email address or fax number in the Members' Register.

10.7 Any notice required or allowed to be given by any member to the Hon Secretary under these Rules is validly given if sent by post, email or fax to the Hon Secretary at the postal address, email or fax number most recently notified to members by the Hon Secretary. It is deemed given when actually received at that address, email or fax number.

11. Resolutions and Voting

11.1 Resolutions and other decisions at all General Meetings, Executive Committee or any Sub-committee meetings are passed and made if so voted by a majority of those members present and voting when the vote is taken.

11.2 Voting may, at the discretion of the Chair, be undertaken by show of hands, by ballot, or by show of hands followed by ballot.

11.3 Proxies may be permitted at the discretion of the Chair.

12. Trustees and Society Property

12.1 The Society will be a registered Charity – registered with the Charity Commission for England and Wales. The Trustees of the Charity will be the members of the Executive Committee as elected at the AGM and will include the Hon Treasurer.

12.2 A General Meeting may remove or appoint Trustees at any time. However, the Hon Treasurer cannot be removed as a Trustee unless a new Hon Treasurer is appointed. The new Hon Treasurer automatically becomes a Trustee.

12.3 A Trustee holds office until removal by a General Meeting, resignation or death.

12.4 Any Trustee who fails to attend any committee meetings for one year shall be deemed to have resigned.

12.5 All property of the Society including money is to be held and used by the Trustees for the benefit of the Society.

12.6 The Trustees will hold and use the Society's property in accordance with all lawful directions of the Executive Committee.

13. Indemnities and Limitation of Liability

13.1 Full indemnity out of the Society funds is given to:

i) Trustees against all payments and other liabilities properly incurred by them as Trustees;

ii) Officers and other members of the Executive Committee and Management Committee against all payments and other liabilities properly incurred by them in the exercise of their duties or powers for the Society.

iii) Every Trustee, Officer, or other member entering into any contract on behalf of the members against all payments and other liabilities incurred by them in connection with that contract

13.2 The liability of Trustees, Officers or other members entering into any contract for the Society and the liability of any members on whose behalf the contract is made is limited to the assets of the Society.

13.3 The limit of each member's indemnity given to Trustees, Officers or other members in any calendar year in relation to any contracts entered into by them for the Society is a sum equal to one year's membership subscription.

14. Legal Proceedings

14.1 No Trustees, Officers or members shall be bound to bring or defend any actual or prospective claim or proceedings or incur any actual or prospective liability for legal costs (including to any legal costs that may be payable to another party) unless they are first satisfied that they shall be sufficiently indemnified or otherwise protected against having to pay such costs and any other judgment against them (except as to the extent of one year's membership subscription) in one or more of the following ways: (i) indemnity out of the Society's assets (ii) personal indemnities from some or all of the members (iii) legal expenses insurance.

15. Borrowing and Charges

15.1 The Executive Committee may borrow money if authorised by a resolution of the members in general meeting and on the terms authorised in that resolution.

15.2 The Trustees shall make such dispositions of Society property and enter into such agreements as the Executive Committee directs for the giving of security for such borrowing.

15.3 All members whether or not voting on such resolution, and all members joining the Society after the passing of such resolution are to be taken as having assented to the resolution (as if they had voted in favour).

16. Amendment of the Constitution

16.1 This Constitution may be amended only at an Annual General Meeting or Extraordinary General Meeting. Not less than 14 days' notice of any such amendment shall be given to every member of the Society. Any member wishing to propose such an amendment shall give the Hon Secretary not less than 28 days' written notice of the amendment before the actual date of the General Meeting. A two-thirds majority of all members attending and voting shall be required to effect any such amendment to this Constitution.

17. Dissolution

17.1 The Society may be dissolved by a resolution passed by strictly more than 60% of the members present when the vote is taken but only if there are at least 50% of all members voting in favour of the resolution.

17.2. As soon as the resolution takes effect the Executive Committee must pay or otherwise settle all debts and other liabilities of the Society and divide the remaining Society property amongst charitable organisations with similar objectives. For these purposes the Executive Committee may decide on the sale or other realisation of Society property as it thinks fit.

Adoption

Adopted on this …day of ……20…….

Signed

Chair ……...

Hon Secretary ……