

COUNCIL FOR BRITISH ARCHAEOLOGY SOUTH EAST CONSTITUTION

Adopted on the Twenty-ninth day of April 1995 and amended on the Thirteenth day of January 2024

A. Name

The name of the Charity is Council for British Archaeology *South East* hereinafter called "The Charity"

B. Status

The Charity

1. Shall be an independent, voluntary body, pursuing its aim by charitable or educational means for charitable or educational purposes;
2. Shall be governed by the terms of this Constitution;
3. As such shall owe allegiance to no political party and to no avowed political pressure group and shall have no religious or racial bias and operates to safeguard its membership and all those it comes into contact with.

C. Relationship with Council for British Archaeology (CBA)

1. The Charity is supported by the CBA and works on a local and regional level to further the aims of the CBA.

D. Administration

The general management and control of the Charity and its assets shall be vested in the Management Committee ("the Committee").

E. Objects

The Objects of the Charity are to advance public education and knowledge in archaeology and in Britain's history and historic environment in the area covered by the historic counties of Kent, Sussex and Surrey, which shall be taken to mean the modern counties of Kent, Surrey, East Sussex, West Sussex and the London Boroughs south of the Thames which include Bromley, Bexley, Greenwich, Lambeth, Southwark, Wandsworth, Merton, Lewisham, Croydon, Sutton, Kingston and Richmond.

F. Powers

In furtherance of the Objects but not otherwise the Committee may:

1. Pursue the Role, Aims and Goals of the CBA.
2. Raise funds and invite and receive contributions provided that in raising funds the Committee shall not undertake permanent trading activities;
3. Co-operate with the CBA, other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
4. Arrange and provide for, or join in, arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
5. Collect and disseminate information on all matters affecting the Objects within the Region and exchange such information with the CBA, individuals and other bodies having similar Objects;
6. 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 both) as shall further the Charity;
7. Appoint and constitute such advisory committees as the Committee may think fit;
8. i. Hire or otherwise acquire any premises e.g. public hall necessary;
ii. Purchase, hire, take on lease, or in exchange, or otherwise acquire any equipment or any rights and privileges necessary;
9. Dispose of all or any part of the property of the Charity subject to any consents required by law;
10. Do all such other lawful things as are necessary for the achievement of the Objects.

G. Membership

1. Membership of the Charity shall be open to:

i. Individuals who are interested in furthering the work of the Charity;

- a) who have paid an annual subscription to the CBA at rates laid down annually by the CBA Council, the member being allocated to the Charity as part of CBA membership; **OR**

- b) after having completed an application form to the Charity at a rate laid down from time to time by the Committee and ratified at the AGM;
- ii. Institutional members, being any body corporate or unincorporated association active in archaeology or related fields ("member organization"), which has paid any annual subscription as aforesaid.
- 2. Every individual member shall have one vote at the AGM or any other special meeting as defined elsewhere in the Constitution.
- 3. i. each member organization shall have one vote;
- ii. each member organization shall appoint; a) one individual to represent it and to vote on its behalf at general meetings of the Charity; b) a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Charity;
- iii. In the event of a representative resigning or otherwise leaving the member organization, they shall forthwith cease to be the representative thereof.
- 4. Honorary members may be appointed at the discretion of the Committee. Honorary members shall not be entitled to vote.
- 5. The Committee shall have the right on a simple majority vote to:
 - i. approve or reject applications for membership;
 - ii. for good and sufficient reason to terminate the membership of any individual or organization, PROVIDED THAT the individual or representative concerned shall have the right to be heard by the Committee before a final decision is made.
- 6. After the sending of a renewal notice, if no subscription is received within 3 months, the membership shall be considered to have lapsed.

H. Honorary Officers

- 1. At the Annual General Meeting of the Charity the members shall elect from among themselves the following Officers - Chair, Vice-Chair, Secretary and Treasurer – and such other officers as are required for the efficient and effective running of the charity.
- 2. The Chair & Vice Chair of the Charity shall hold their respective office until the conclusion of the annual general meeting after their election but shall be eligible for election for not more than three consecutive years. They will be eligible for re-election after a period of two years has elapsed.
- 3. The Charity shall appoint an independent examiner or qualified auditor and shall determine their remuneration (if any).
- 4. If vacancies occur amongst the Honorary Officers, the Committee shall have the power to fill these from among its members, until the next AGM.

I. Membership of the Management Committee

- 1. The Committee shall consist of
 - i. the Officers specified in the preceding Clause (H.1) and
 - ii. not more than 12 ordinary members elected at the annual general meeting who shall hold office from the conclusion of that meeting. The numbers of Ordinary members and Officers, taken together, shall normally be such as to maintain a balanced representation of the Historic Counties of Kent, Surrey and Sussex.
- 2. The Committee may in addition appoint up to 3 co-opted members PROVIDED THAT the number of co-opted members shall not exceed one third of the elected Committee. Such co-opted members shall serve until the next annual general meeting.
- 3. The Committee may, from time to time, appoint from among its members any further posts as it may deem necessary.
- 4. Election of ordinary members to the Committee shall be for a maximum of five consecutive years.
- 5. The proceedings of the Committee shall not be invalidated by any vacancy amongst their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 6. Any casual vacancy on the Committee may be filled up 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.

J. Determination of Membership of the Committee

A member of the Committee shall cease to hold office if they;

- i. are 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);

- ii. Become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
- iii. are absent without good reason from the Committee from all meetings within a period of six months, and the Committee resolve that their offices be vacated;
- iv. 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).
- v. It may be that Committee members from time to time find themselves in circumstances where they may be in a conflict of interest due to their role on the Committee and outside interests/positions. When this happens, those members must declare their conflict of interest, and seek advice of the Committee/Chair as to whether they should take part in the discussion, remain silent or withdraw.

K. Meetings and Proceedings of the Committee

1. The Committee shall hold at least three ordinary Committee meetings a year. A special meeting may be called at any time by the Chair, or by any two members of the Committee, upon not less than 7 day's notice being given to the other members of the Committee of the matters to be discussed; but if the matters include the appointment of a co-opted member, then not less than 21 day's notice must be given.
2. The Chair shall act as Chair at meetings of the Committee. If the Chair is absent from any meeting, the Vice-Chair will preside. If both are absent the members of the Committee present shall choose one of their number to be Chair of the meeting before any other business is transacted.
3. There shall be a quorum when at least 5 of the number of members of the Committee for the time being are present at a meeting, PROVIDED THAT at least two officers are 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 Chair of the meeting shall have a second or casting vote.
5. The Committee shall keep Minutes in which shall be recorded the proceedings of the Committee and any sub-committee.
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.
7. The Committee may appoint one or more sub-committees consisting of two 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-committee shall, in accordance with its terms of reference, be fully and promptly reported to the Committee.

L. Receipts and Expenditure

1. The funds of the group, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Charity at such Bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two Officers of the Committee.
2. The funds belonging to the Charity 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:

- i. the keeping of accounting records for the Charity;
- ii. the preparation of annual statements of account for the Charity;
- iii. the auditing or independent examination of the statements of the account for the Charity; and
- iv. the transmission of the statements of account of the Charity to the 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 Charity which shall be held within two months of the end of the financial year or as soon as practicable thereafter.

2. Every Annual General Meeting shall be called by the Committee. The Secretary shall give at least 21 day's notice of the Annual General Meeting to all members of the Charity. All members of the Charity shall be entitled to attend and vote at the meeting.
3. The Committee shall present to each Annual General Meeting the report and accounts of the Charity for the preceding year.
4. The Committee 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 day's 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 special meeting of the Charity.
6. There shall be a quorum of at least fifteen paid-up members of the Charity, where not fewer than 5 should be members of the Committee, present at any general meeting.
7. For clarity, the expression 'meeting', except where inconsistent with any legal obligation, includes;
 - i. a physical meeting
 - ii. a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation.
 - iii. or telephone conferencing

Q. 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 E (the Objects), Clause R (dissolution) or this Clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity 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.

R. Dissolution

If the Committee decides that it is necessary to dissolve the Charity it shall call a meeting of all the members of the Charity, of which not less than 21 day's 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 Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the CBA, or 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 for 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 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.....dated.....21/02/2024.....