

## **Cardiff Archaeological Society**

### **CONSTITUTION as amended at AGM 7 March 2018**

#### NAME AND ADDRESS

1. The Society shall be called the Cardiff Archaeological Society. It shall be administered by a committee ("the committee") constituted by clause 8 below. Communications to the Society shall be addressed to "The Chairman, Cardiff Archaeological Society". The address to be used shall be published, and notified to members every year.

#### OBJECTS

2. The objects of the Society are to promote and foster an active interest in archaeology amongst the people of Cardiff County and neighbourhood by lectures, field meetings, fieldwork and such other methods as the Committee consider appropriate.

#### MEMBERSHIP

3. Membership of the Society shall be open to all persons interested in the objects of the Society. There shall be four classes of members entitled, after payment of a subscription, to attend all meetings of the Society and to vote at Annual and Special General Meetings:

3.1. Individuals,

3.2. Couples (two adults at the same address, each having individual membership rights, but entitled to receive only one shared copy of notices from the Society),

3.3. Full time students and persons aged 17 to 21,

3.4. Persons aged 16 or less.

Members aged under 18 years shall not be entitled to vote at any meeting of the Society.

4. The Committee may recommend that honorary Life Membership of the Society be conferred subject to the agreement of the Society at a General Meeting. Honorary members shall not vote at General Meetings.

5. The annual subscription amounts for each class of member shall be determined by resolution passed at an Annual General Meeting. The subscription shall be payable in advance on 1st October. A member who fails to pay a subscription by the following 30th September will not be a subscribing member of the Society and will not be entitled either to receive the information usually sent to members or to vote at General Meetings.

6. The Committee shall have absolute discretion to decline for good reason an application for membership or membership renewal. A member refused renewal of membership shall be told in writing that there is a right to be heard by the Committee before the refusal is confirmed.

7. The Committee may fix the amount of any fees for members or guests to be charged for attendance at meetings or functions of the Society.

## COMMITTEE

8. The activities of the Society shall be managed by a Committee consisting of the Chairman, the Treasurer, and eight other members, all elected annually at the Annual General Meeting. Committee members must be, aged 18 or over and be eligible, under section 72 of the Charities Act 1993, to act as Trustees of the Society.
9. The Committee shall have a quorum of 5 members and shall meet not less than three times a year.
10. Notices of the Committee meetings together with agenda shall be sent to Committee members not less than seven days before the date of the meeting. Meetings of the Committee shall be minuted. The minutes may be inspected by members, provided that reasonable notice of the wish to do so is given to the Chairman.
11. If the Chairman is absent from a Committee meeting the members present shall elect a chairman for that meeting. Decisions at Committee meetings shall be by majority vote. The chairman of any Committee meeting shall have a casting vote.
12. The Committee may co-opt additional members from the Society's subscribing membership, to serve on the Committee for the remainder of its year of office. Co-opted members will not be entitled to vote in the Committee.
13. The Committee may appoint temporary sub-Committees of its own members and may delegate powers to them as it deems necessary. Such Sub-Committees shall report back to the next ordinary meeting of the Committee.
14. The Committee and each of its members shall be indemnified out of the assets of the Society against liabilities and expenses incurred by the Committee or any of its members while acting reasonably and with a proper standard of care in relation to the objects of the Society.

## GENERAL MEETINGS

15. An Annual General Meeting shall take place at which the Committee's report on the Society's activities and accounts for the previous year shall be presented and approved, elections to the Committee held, an honorary independent examiner for the next year's accounts appointed, the subscription amounts approved, and other appropriate business transacted. Notice of the Annual General Meeting, with the report and accounts, shall be sent to all members electronically or by ordinary prepaid post at least 14 days before the date of the meeting.
16. A Special General Meeting may be called by the Committee or by a petition to the Society signed by not less than fifteen subscribing members and stating the purpose of such a meeting. The Committee shall arrange that notice of the place, date, time and purpose of a Special General Meeting shall be sent to all members electronically or by ordinary prepaid post at least 21 days before the date of the meeting. A Special General Meeting shall have a quorum of 30 subscribing members of the Society. No business other than that stated in the notice calling the meeting may be considered.

17. The chairman of any General Meeting of the Society shall be the Chairman, or in the absence of the Chairman, such other person as is appointed for the purpose by the Committee.

18. Nominations to the Annual General Meeting for the election of Committee members must be received in writing by the Society not less than 21 days before the date of the Meeting, together with the names of the Proposer and Seconder, both of whom must be honorary or subscribing members of the Society, and the written consent of the Nominee. Existing Committee members will be deemed to stand for re-election without further nomination.

19. Motions to be considered at the Annual General Meeting must be in writing, signed by at least two honorary or subscribing members of the Society, and sent to the Society not less than 4 weeks before the date of the Meeting. The text of such motions, and of any motions proposed by the Committee, shall be sent to all members with the notice convening the Meeting.

20. Decisions at Annual and Special General Meetings shall be by majority vote on a show of hands, the chairman of the meeting holding a casting vote. The chairman of the meeting shall have discretion to allow, for a vote on any motion, the appointment of two tellers, one to be nominated by the proposer, one by majority vote of the meeting.

#### ACCOUNTS

21. All subscriptions and funds received by the Society shall be allocated as the Committee decide in furtherance of the objects of the Society. The Treasurer shall keep accounts of all monies received and expended on account of the Society. A banking account shall be opened on behalf of the Society. All cheques drawn upon the account shall require the signatures of the Honorary Treasurer and either the Chairman or one other person nominated from its members by the Committee.

22. The accounts of the Society shall be examined annually by the honorary independent examiner appointed by the Annual General Meeting.

#### ALTERATION OF THE CONSTITUTION

23. Any proposal for alteration of the Constitution of the Society must be submitted as a motion to the Annual General Meeting (see clause 19) or a Special General Meeting. The proposer and seconder may add to the motion a short written statement of reasons for making the change, which shall then be circulated with the motion as a notice to all members. The Committee may indicate on the notice whether it supports or opposes the proposed alteration, and may give reasons for so doing. No amendments shall be made which would cause the Society to cease to be a charity at law.

24. Valid motions for altering the Constitution shall be put to the vote at the next Annual General Meeting, in the form proposed, without amendment. If such a motion is approved, a copy of the amended Constitution shall be sent to every member at the next practicable opportunity.

#### DISSOLUTION OF THE SOCIETY

25. If the Committee decides that it is necessary or advisable to dissolve the Society it shall call a meeting of all members of the Society with not less 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 members present and voting the Committee shall have power to realise any assets held by or on behalf of the Society. 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 Society as the members of the Society may determine or failing that shall be applied for some other charitable purpose.

D Bassett

Chairman

7 March 2018