



Constitution of the Marlow Archaeology Group

A non-profit making unincorporated association

Adopted on the **thirty first of August 2021**

PART 1

1. Adoption of the constitution

The association and its property will be administered and managed in accordance with the provisions in Parts 1 and 2 of this constitution.

2. Name

The association's name is

Marlow Archaeology Group (and in this document it is called the charity).

3. Objects

The charity's objects ('the objects') are:

(1) To advance public knowledge, education and understanding of archaeology and history through:

- (a) research and practical investigation into the archaeology, related heritage and historic environment of the town of Marlow and the neighbouring area;
- (b) public talks covering local and general archaeology; and
- (c) visits to sites of archaeological interest

4. Dissolution

(1) If the members resolve to dissolve the charity the trustees will remain in office as charity trustees and be responsible for winding up the affairs of the charity in accordance with this clause.

(2) The trustees must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

(3) The trustees must apply any remaining property or money:

- (a) directly for the objects;
- (b) by transfer to any charity or charities for purposes the same as or similar to those of the charity;

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the trustees are to apply the remaining property or assets of the charity and the trustees must comply with the resolution if it is consistent with paragraphs (a) - (b) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity).

5. Amendment of constitution



(1) The charity may amend any provision contained in Part 1 of this constitution provided that:

(a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;

(c) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

PART 2

1. Membership

(1) Membership of the charity will be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Trustee Committee.

(2) Every member will have one vote at the annual general meeting and extraordinary general meeting. When meeting in committee all Trustee Committee members will have one vote.

(3) The Trustee Committee may by a majority vote and for good reason offer life or honorary membership to an individual deemed worthy of that status.

(4) Membership is not transferable to anyone else

(5) Members must abide by the constitution and policies of the charity.

(6) Members must agree to the charity holding their membership details both electronically and in hard copy for the charity's use only as required by the law.

(7) The Trustee Committee may by a majority vote and for good reason deny or terminate membership of any individual provided that the individual concerned shall have the right to make representations to the Trustee Committee accompanied by an independent witness at the discretion of the Trustee Committee.

(8) Should any member fail to pay a subscription renewal fee within one month of the due date a reminder will be issued and membership will be consequently terminated should there be no response received after 14 days from the date of issue of the reminder.

(9) Members will have preferential entitlements over non-members as determined from time to time by the Trustee Committee.

2. General meetings

(1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.



(3) All general meetings other than annual general meetings shall be called special general meetings.

(4) The trustees may call a special general meeting at any time.

(5) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

3. Notice

(1) The minimum period of notice required to hold any general meeting of the charity is twenty one clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the trustees

4. Quorum

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is:

(a) ten members entitled to vote upon the business to be conducted at the meeting;
or

(b) one tenth of the total membership at the time, whichever is the greater.

(3) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting; or

(b) during a meeting a quorum ceases to be present,

the meeting shall be adjourned to such time and place as the trustees shall determine.

(4) The trustees must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

5. Chair

(1) General meetings shall be chaired by the person who has been elected as Chair of the charity.

(2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a trustee nominated by the trustees shall chair the meeting.



(3) If there is only one trustee present and willing to act, he or she shall chair the meeting.

(4) If no trustee is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

6. Adjournments

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which the meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the re-convened meeting stating the date time and place of the meeting.

7. Votes

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

8. Officers and Trustees

(1) The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this constitution. The officers and other members of the committee shall be the trustees of the charity and in this constitution are together called 'the trustees'.

(2) The charity shall have the following officers:

(a) A chair,

(b) A secretary,

(c) A treasurer,

(d) A membership secretary.

(3) A trustee must be a member of the charity.

(4) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 11.

(5) The number of trustees shall be not less than four, but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.

(6) The first trustees (including officers) shall be those persons elected as trustees and officers at the meeting at which this constitution is adopted.

(7) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees

9. Appointment of Trustees

(1) The charity in general meeting shall elect the officers and the other trustees.



- (2) The trustees may appoint not more than three co-opted members. Each appointment shall be made at and take effect from a meeting of the trustees and shall run from that date until the next annual general meeting. Co-opted members will have the full voting rights of trustees.
- (3) Each of the trustees shall retire with effect from the conclusion of the annual general meeting next after his or her appointment but shall be eligible for re-election at that annual general meeting.
- (4) No-one may be elected a trustee or an officer at any annual general meeting unless prior to the meeting the charity is given a notice that:
- (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a trustee or as an officer;
 - (c) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- (5) (a) The appointment of a trustee, whether by the charity in general meeting or by the other trustees, must not cause the number of trustees to exceed any number fixed in accordance with this constitution as the maximum number of trustees.
- (b) The trustees may not appoint a person to be an officer if a person has already been elected or appointed to that office and has not vacated the office.

10. Powers of Trustees

- (1) The trustees must manage the business of the charity and have the following powers in order to further the objects (but not for any other purpose):
- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to take on lease or hire any property and to maintain and equip it for use;
 - (c) to co-operate with other charities, voluntary bodies, statutory authorities and other organisations to exchange information and advice with them;
 - (d) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
 - (e) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the objects;
 - (f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (g) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;
 - (h) to open and operate such bank and other accounts as the trustees consider necessary;
 - (i) to do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.



(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

11. Disqualification and removal of trustees

A trustee shall cease to hold office if he or she:

(1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the charity;

(3) in the written opinion, given to the charity, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;

(4) resigns as a trustee by notice to the charity (but only if at least four trustees will remain in office when the notice of resignation is to take effect); or

(5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

12. Proceedings of trustees

(1) The trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any trustee may call a meeting of the trustees.

(3) The secretary must call a meeting of the trustees if requested to do so by a trustee.

(4) Questions arising at a meeting must be decided by a majority of votes.

(5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(6) No decision may be made by a meeting of the trustees unless a quorum is present at the time the decision is purported to be made.

(7) The quorum shall be three or the number nearest to one-third of the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the trustees.

(8) A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

(9) If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

(10) The person elected as the Chair shall chair meetings of the trustees.

(11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(12) The person appointed to chair meetings of the trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the trustees.



(13) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

(14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

(15) Members of the charity may observe at meetings of the trustees and any committee unless trustees decide otherwise for reasons of personal privacy or confidentiality.

13. Conflicts of interests and conflicts of loyalties

A charity trustee must:

(1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and

(2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

14. Delegation

(1) The trustees may delegate any of their powers or functions to a committee of two or more trustees but the terms of any such delegation must be recorded in the minute book.

(2) The trustees may impose conditions when delegating, including the conditions that:

(a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) no expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees.

(3) The trustees may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the trustees.

15. Minutes

The trustees must keep minutes of all:

(1) appointments of officers and trustees made by the trustees;

(2) proceedings at meetings of the charity;

(3) meetings of the trustees and committees of trustees including:

(a) the names of the trustees present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions.



16. Accounts

(1) The trustees must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the charity;
- (b) the preparation of annual statements of account for the charity;
- (c) the transmission of the statements of account to the relevant supervising statutory authority;

(2) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice if so required by a regulator or other body.

17. Notices

(1) Any notice required by this constitution to be given to or by any person must be:

- (a) in writing; or
- (b) given using electronic communications.

(2) The charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

(3) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.

(4) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

- (5)
- (a) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
 - (b) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and administrators shall be conclusive evidence that the notice was given.
 - (c) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

18. Rules

(1) The trustees may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:



(a) the admission of members of the charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

(b) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;

(c) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(d) the keeping and authenticating of records. (If regulations made under this clause permit records of the charity to be kept in electronic form and requires a trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)

(e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The charity in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The trustees must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the charity and to inform them from time to time of the charity's activities.

(5) The rules or bye-laws shall be binding on all members of the charity. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.

19. Disputes

(1) If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Signed on.....by:

Name.....Signature.....Chairman

Name.....Signature.....Treasurer

Name.....Signature.....Secretary

Name.....Signature.....Membership
Secretary