

## **Constitution**

adopted on the 9<sup>th</sup> November 2018, as amended on 13<sup>th</sup> May 2022.

### 1 Name

The association is a charitable unincorporated association for the public benefit known as the Maidstone Area Archaeological Group (hereafter “the Group”).

### 2 Objects

The Group, working in association with Maidstone Museum, shall promote the study of archaeological research in the Maidstone area for the benefit of the public, co-ordinate archaeological research, and publish the results of such research.

### 3 Application of Income and Assets

- (1) The income and **assets** of the Group shall be applied solely towards the promotion of the objects.
  - (a) a Trustee is entitled to be reimbursed from the **assets** of the Group reasonable expenses properly incurred by him or her when acting on behalf of the Group
  - (b) A Trustee may benefit from trustee indemnity insurance cover purchased at the Group's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) None of the income or **assets** of the Group may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Group.
- (3) Sub-section 2 does not prevent a member who is not also a trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Group.

### 4 Benefits and Payments to Trustees and Connected Persons

No Trustee or connected person may:

- (1) buy or receive any goods or services from the Group on terms preferential to those applicable to members of the public
- (2) sell goods or services to the Group
- (3) be employed by or receive any remuneration from the Group
- (4) receive any other financial benefit from the Group

unless the payment is

- (1) permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011

(2) approved by members in general meeting

## 5 Dissolution

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

(2) The Trustees must collect in all the assets of the Group and must pay or make provision for all the liabilities of the Group

(3) The Trustees must apply any remaining assets :

(a) directly for the objects

(b) by transfer to any charity or charities for purposes the same as or similar to the Group

(c) in such other manner as the Charity Commission for England and Wales ('The Commission') may approve in writing in advance

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

(5) In no circumstances shall the net assets of the Group be paid to or distributed among the members of the Group

(6) The Trustees must notify the Commission promptly that the Group has been dissolved. If the Trustees are obliged to send the Group's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the Group's final accounts.

## 6 Amendment of Constitution

(1) The Group may amend any provision contained in this constitution provided that:

(a) no amendment may be made that would have the effect of making the Group 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 Group

(c) no amendment may be made to clause 2 (Objects), 4 (Benefits and Payments to Trustees and Connected Persons) or this clause without the prior consent in writing of the Commission

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

(2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed

## 7 Membership

- (1) Membership is open to individuals eighteen years and over .
- (2) Two persons living at the same address can apply for Joint Membership.
- (3) The Trustees must keep a register of names, addresses and e-mail addresses (if applicable) of the members.

## 8 Termination of Membership

Membership is terminated if:

- (1) the member dies
- (2) the member resigns by written notice to the Group unless, after the resignation, there would be fewer than two members
- (3) any sum due from the member to the Group is not paid in full within six months of it falling due
- (4) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Group that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
  - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Trustees at which the resolution will be proposed and the reasons why it is to be proposed
  - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Group) has been allowed to make representations to the meeting

## 9 General Meetings

- (1) The Group must hold the Annual General Meeting no more than eight weeks after the end of its financial year.
- (2) All general meetings other than Annual General Meetings shall be called Special General Meetings
- (3) The Trustees may call a Special General Meeting at any time
- (4) The Trustees must call a Special General Meeting if requested to do so in writing by at least eight members. The request must state the nature of the business that is to be discussed.
- (5) Such meetings may be entirely virtual or hybrid meetings as the circumstances allow and as agreed by the Trustees.
- (6) A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would if attending the meeting in person.

## 10 Notice

- (1) The minimum period of notice required to hold any general meeting of the Group is fourteen clear days from the date on which the notice is deemed to have been given.
- (2) 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.
- (3) The notice must be given to all members.
- (4) Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the notice calling the meeting must state that fact and include details of the means by which a person may attend the meeting virtually.

## 11 Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is eight members. A member shall be deemed present by attending either in person or virtually where arrangements for virtual attendance have been made.
- (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 presentthe 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.

## 12 Chair

- (1) General meetings shall be chaired by the Group Chairman.
- (2) In the absence of the Chairman the Vice-Chairman shall chair the meeting.
- (3) If neither is present within fifteen minutes of the time appointed for the meeting a Trustee nominated by the Trustees shall chair the meeting.
- (4) If no Trustee is present 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 and another to take minutes.

### 13 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.

### 14 Votes

- (1) Each member shall have one vote but if there is an equality of votes the person chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- (2)
- (3) Members shall not vote at meetings if their membership subscription is unpaid.

### 15 Officers and Trustees

- (1) The Group and its assets shall be managed and administered by a committee comprising the officers elected in accordance with this constitution. Those officers shall be the Trustees of the Group and in this constitution are together called the "Trustees".
- (2) The Group shall have the following officers:
  - (a) Chairman
  - (b) Secretary
  - (c) Treasurer
  - (d) Vice-Chairman
- (3) A Trustee must be a member of the Group
- (4) No-one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of clause 18.
- (5) The number of Trustees shall not be less than two
- (6) A Trustee may not appoint anyone to act on his or her behalf at a meeting of the Trustees.

### 16 Appointment of Trustees

- (1) The Group in general meeting shall elect the Trustees

- (2) 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. No Trustee shall remain in office for more than 10 years, five years in the case of a Chairman.
- (3) No-one may be elected a Trustee at any Annual General Meeting unless **no later than seven days** prior to the meeting the Group is given a notice that:
  - (a) is signed by a member eligible to vote at the meeting
  - (b) states the member's intention to propose the appointment of a member as a Trustee
  - (c) is signed by the person who is proposed to show his or her willingness to stand

## 17 Powers of Trustees

- (1) The Trustees must manage the business of the Group and have the following powers to further the objects (but not for any other purposes).
  - (a) to raise funds. In doing so the Trustees must not undertake any permanent trading activity and must comply with any relevant statutory regulations
  - (b) to buy or hire any asset and to maintain and equip it for use
  - (c) to sell or otherwise dispose of any part of the assets belonging to the Group.  
In exercising this power the Trustees must comply as appropriate with sections 117 – 122 of the Charities Act 2011.
  - (d) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them.
  - (e) to set aside income as a reserve against future expenditure but only in accordance with a written reserves policy.
  - (f) to obtain and pay for such goods and services as are necessary for carrying out the work of the Group.
  - (g) to open and operate such bank and other accounts as the Trustees consider necessary
  - (h) 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.

## 18 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 Group
- (3) resigns as a Trustee by written notice to the Group (but only if two Trustees will

remain in office when the notice of resignation is to take effect)

- (4) 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.

## 19 Proceedings of Trustees

- (1) The secretary must call a meeting of the Trustees if requested to do so by two Trustees.
- (2) Questions arising at a meeting must be decided by a majority of votes.
- (3) In the case of an equality of votes the person who chairs the meeting shall have a second or casting vote.
- (4) 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.
- (5) The quorum shall be three members.
- (6) 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.
- (7) If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees may act only for the purpose of calling a general meeting.
- (8) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting 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 duly convened and held.
- (9) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

## 20 Conflicts of Interest and Conflicts of Loyalties

A 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 Group or in any transaction or arrangement entered into by the Group which has not been previously declared; and
- (2) absent himself or herself from any discussions of the Trustees or the Group in general meeting in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Group and any personal interest (including but not limited to any personal financial interest).

Any 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 Trustees or members on the matter.

## 21 Minutes

The Trustees must keep minutes of all:

- (1) proceedings at general meetings
- (2) meetings of Trustees, including
  - (a) the names of Trustees present at the meeting
  - (b) the decisions taken at the meetings
  - (c) where appropriate, the reasons for the decisions
- (3) Trustees shall present a report at each general meeting
  - (a) listing the decisions taken by Trustees since the previous general meeting.
  - (b) stating for each decision whether authority derived from this constitution or Trustees' statutory powers.

## 22 Accounts, Annual Report, Annual Return

The Trustees must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for the Group
- (b) the preparation of annual statements of account for the Group made up to 31<sup>st</sup> March for presentation at the Annual General Meeting.
- (c) the preparation of an Annual Return and its transmission to the Commission

## 23 Examiner

- (1) The Group shall appoint an Examiner to examine the annual statements of account prior to their approval at the next Annual General Meeting.
- (2) The examiner need not necessarily be a member of the Group.
- (3) No Trustee or connected person may be appointed as Examiner.
- (4) The Examiner 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.

## 24 Registered Particulars

The Trustees must notify the Commission promptly of any changes to the Group's entry on the Central Register of Charities.



## 25 Insurance

The Trustees must insure suitably in respect of public liability and employer's liability.

## 26 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 Group may give notice to any 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 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.

## 27 Disputes

If a dispute arises between members of the Group 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 resolve the dispute by mediation.

### INTERPRETATION CLAUSE:

#### Virtual Meeting

A meeting of members or a meeting of Trustees where arrangements have been made in advance to allow participants to attend the meeting by means of a video link or similar electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

#### Hybrid Meeting

A meeting of members or a meeting of Trustees at which some participants are attending the meeting in person and some are attending virtually.

