

## **Proposed SHARP constitution as agreed by the members at the 2008 AGM.**

**1. The name of the Association (hereinafter called the Association) is The Sedgeford Historical and Archaeological Research Project.**

### **2. Objects**

- (1) The object of the Association is the advancement of education and conservation by promoting, undertaking and making public historical research and archaeological investigation into the landscape of the Parish of Sedgeford in the county of Norfolk and of adjoining and neighbouring Parishes (hereinafter together referred to as "the Research Area").
- (2) A further object of the Association is to provide members of the general public, who are willing to learn how, with the opportunity to directly and actively participate in all aspects of archaeological and historical research processes; to provide training so that they can learn how to do such work properly; and to organise and run this in such a way that all those who participate have an equal say in how the Project is run.
- (3) The aim of the Association is the publication and dissemination of the research results for public benefit.

### **3. Powers**

- (1) To promote and carry out or assist in promoting and carrying out research, surveys, investigations and excavations and to publish the useful results thereof for the benefit of the public.
- (2) To collect and disseminate information on all matters affecting the object of the Association and to exchange such information with other bodies having similar objectives whether in this country or overseas.
- (3) To publish, produce or purchase and offer for sale printed or duplicated materials, handbooks, and objects of other kinds relating to the Association's historical research and archaeological investigation.
- (4) To organise and conduct meetings, lectures, site tours, visits, seminars, conferences, exhibitions or training courses to promote public and academic understanding of the work carried out or to be carried out by the Association and matters related to it. These shall either be free or at a charge.
- (5) To promote the conservation of the Research Area and to advance public understanding of the restorative work of the Association.

- (6) To prepare for publication the results of the historical research or archaeological investigation for the Research Area
  - (7) To print or otherwise reproduce and publish or arrange and pay for the printing or other reproduction and publishing of such papers, books, periodicals, pamphlets or other paper or electronic documents or films or recorded material (whether audio, visual or both) as the Association considers necessary or desirable for the promotion and achievement of its objects.
  - (8) To buy, take on lease or otherwise acquire buildings or land or any estate or interest therein.
  - (9) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein.
  - (10) To repair, renovate, rebuild and generally to maintain any buildings or land.
  - (11) To dispose of any archaeological objects found on those lands in a seemly, respectful manner in accordance with best academic practices and accordance with the wishes of the land owner.
  - (12) To buy or otherwise acquire tools and other equipment for use in connection with the objects of the Association and sell, lease or otherwise dispose of any such tools or equipment.
  - (13) To raise funds by subscriptions, donations, grants, loans or trading activities; to invite or accept gifts and legacies of all sorts; to receive goods and services in kind. Any monies thus obtained by the Association shall be used only by the Association.
  - (14) To make Planning applications, applications for Consent under Byelaws or Building Regulations and other like applications.
  - (15) To engage in any other charitable activity calculated to promote the historical, archaeological, academic, financial or other interest of the objects of the Association which is deemed reasonable.
- 4. Application of the Income and Property**
- (1) The income and property of the Association shall be applied solely towards the promotion of the objects.
  - (2) A Trustee may pay out of, or be reimbursed from, the property of the Association reasonable expenses properly incurred by him or her when acting on behalf of the Association.

- (3) None of the income or property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit to any member of the Association. This does not prevent:
- (a) a member who is not also a Trustee from receiving reasonable and proper remuneration or any goods or services supplied to the Association;
  - (b) a Trustee from
    - (i) buying goods or services from the Charity upon the same terms as other members or members of the public;
    - (ii) receiving a benefit from the Charity in the capacity of a beneficiary of the Charity, provided that the Trustees comply with the provisions of sub clause (6) of this clause, or as a member of the Charity and upon the same terms as other members;
  - (c) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity but excluding
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee;
    - (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or ought to have known was not in the best interests of the Charity or in respect of which the person concerned did not care whether that conduct was in the best interests of the Charity or not.
- (4) No Trustee may be paid or receive any other benefit for being a Trustee.
- (5) A Trustee may:
- (a) sell goods, services or any interest in land to the Charity;
  - (b) be employed by or receive any remuneration from the Charity;
  - (c) receive any other financial benefit from the Charity, if :
  - (d) he or she is not prevented from so doing by sub-clause (4) of this clause; and

- (e) the benefit is permitted by sub-clause (3) of this clause; or
  - (f) the benefit is authorised by the Trustees in accordance with the conditions in sub-clause (6) of this clause.
- (6)
- (a) If it is proposed that a Trustee should receive a benefit from the Charity that is not already permitted under sub-clause (3) of this clause, he or she must:
    - (i) declare his or her interest in the proposal;
    - (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
    - (iii) not be counted in determining whether the meeting is quorate;
    - (iv) not vote on the proposal.
  - (b) In cases covered by sub-clause (5) of this clause, those Trustees who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Association to contract with or employ that Trustee rather than with someone who is not a Trustee and they must record the reason for their decision in the minutes. In reaching that decision the Trustees must balance the advantage of contracting with or employing a Trustee against the disadvantage of doing so (especially the loss of the Trustee's services as a result of dealing with the Trustee's conflict of interest).
  - (c) The Trustees may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Trustee body comprises a majority of Trustees who have not received any such benefit.
  - (d) If the Trustees fail to follow this procedure, the resolution to confer a benefit upon the Trustee will be void and the Trustee must repay to the Charity the value of any benefit received by the Trustee from the Charity.

## **5. Dissolution**

- (1) The Association may be dissolved by a resolution passed by at least two thirds of the members present and eligible to vote at a General Meeting of which not less than twenty one days notice shall have been given to all members of the Association specifying the matter to be discussed. On dissolution the assets of the Association shall not be distributed among members but after provision has been made for meeting all outstanding

debts and liabilities they shall be transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members in General Meeting shall decide.

## **6. Amendments.**

- (1) Any alteration of this constitution shall receive the assent of not fewer than two thirds of the members of the Association present and voting at a General Meeting called for the purpose provided that any such alteration shall have been received by the Secretary in writing not less than twenty one clear days before the meeting at which the alteration is to be brought forward. At least fourteen clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Association provided that:
  - (a) no alteration shall be made which would have the effect of causing the Association to cease to be a charity at law.
  - (b) no amendment be made to alter the Objects of the Association if the change would not be within the reasonable contemplation of the members of the Association.
- (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)
  - (a) All persons who have directly and actively participated in, or by their voluntary efforts and activities facilitated, the work outlined in clause 2 shall be the full members of the Association.
  - (b) The membership of any person who has not been actively involved in such work for a period of more than two years shall be deemed to have lapsed.
  - (c) Only current members defined the 7(1)(a) shall be eligible to vote.
  - (d) Disputes over eligibility for membership shall be settled by resolution at AGM.
- (2) Other interested persons may be invited by the Association on a yearly basis to become Friends of SHARP on payment of such subscription as may be determined by the Association. Friends of SHARP shall not be entitled to vote.
- (3) Membership is not transferable to anyone else.

- (4) The Trustees must keep a register of names and addresses of the members.

## **8. Termination of Membership**

- (1) The membership of any member may be terminated for good reason by the Committee.
- (2) Any dispute over membership terminated in this way shall be settled by resolution at AGM.

## **9. Notice**

- (1) The minimum period of notice required to hold any general meeting of the Charity 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 the members.
- (4) 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.
- (5) The Association 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.
- (6) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Association.
- (7) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
  - (a) 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.

## 10. Meetings

- (1) The members of the Association in General Meeting shall be sovereign. All lawful and constitutional resolutions passed by General Meeting shall be binding upon the Committee.
- (2) All resolutions and elections at General Meetings shall be passed by simple majority unless specified to the contrary in this Constitution.
- (3) Each member shall have one vote at General Meetings 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.
- (4) The quorum for general meeting shall be 25 members or 10% of the membership, whichever is the lesser.
- (5) AGM.
  - (a) An AGM must be held annually during the summer. In any event no more than fifteen months should elapse between successive Annual General Meetings.
  - (b) The Agenda of the AGM shall include an Annual Report, and Reports by the Chairman, and the Treasurer (which shall include an independently ratified statement of accounts).
- (6) Special General Meetings
  - (a) Any general meetings other than the annual general meetings shall be called a Special General Meeting (SGM).
  - (b) The Trustees may call a SGM at any time.
  - (c) The Trustees must call a SGM if requested to do so in writing by at least six members. 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 SGM but in doing so they must comply with the provisions of this Constitution. The Secretary must give twenty one days notice of the SGM to members.
- (7) Committee Meetings

The role of the Committee is to facilitate the excavation and post-excavation work and to provide strategic direction for the Association.

  - (a) The Association shall be administered by a Committee consisting of Chairperson, Treasurer and Secretary and not more than twelve other committee members, or such lesser number as the members

at the AGM shall decide is necessary, elected at the Association's Annual General Meeting.

- (b) The Committee shall meet at least twice a year and additionally as required.
- (c) A member may be co-opted onto the committee only in the most extreme circumstances e.g. where a vacancy arises unexpectedly and no other existing committee member is able to fulfil the vacant position's responsibilities. A member co-opted to the committee in such circumstances must submit themselves to election by the full membership of the Association at the earliest possible opportunity. Failure to be elected would mean that the said member cannot be co-opted on to the committee again.
- (d) No decision may be made by a meeting of the Committee unless a quorum is present at the time the decision is purported to be made.
- (e) The quorum for Committee Meetings shall be 4.

## **11. Appointment of Trustees**

- (1) Only members as defined in Clause 7(1)(a) are eligible to stand as Committee Members.
- (2) All Committee Members are Trustees of the Association.
- (3) The Association in general meeting shall elect the Officers and the other Trustees.
- (4) 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 AGM
- (5) No-one may be elected a Trustee or an Officer at any AGM unless prior to the meeting the Association 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 the person as a Trustee or as an Officer.
- (6) The appointment of a Trustee whether by the Association in general meeting or by the other Trustees must not cause the number of Trustees to exceed 15 in accordance with Clause 10(7)(a) of this Constitution.
- (7) The Trustees may not appoint a person to be an officer if a person has already been elected or appointed to this office and has not vacated the

office, except where the officer has been disqualified or removed under the provisions as described in clause 13.

## **12. Finance**

- (1) Any money obtained by the Association shall be used only for the Association. Any payments made to officers, or members will only be for reimbursement of reasonable expenses.
- (2) Any bank accounts opened for the Association shall be in the name of the Association.
- (3) Any cheques issued shall be signed by the Treasurer and one other from an agreed list of Trustees.
- (4) The accounts will be independently examined at least once a year.
- (5) The Trustees must comply with their obligations under the Charities Act 2006 with regard to:
  - (a) the keeping of accounting records for the Association;
  - (b) the preparation of annual statements of account for the Association;
  - (c) the transmission of the statements of account to the Association;
  - (d) the preparation of an Annual Report and its transmission to the Commission;
  - (e) the preparation of an Annual Return and its transmission to the Commission.
- (6) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

## **13. Disqualification and Removal of Trustees**

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

- (1) is disqualified for acting as a Trustee by virtue of the provisions of the Charities Act 2006 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Association;
- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) resigns as a Trustee by notice to the Association (but only if at least two 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.
- (6) Is held to have misused or improperly used the funds of the Association.

#### **14. 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) Voting at Trustees' meetings shall be by a show of hands.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes the chair shall have a second or casting vote.
- (7) A Trustee shall not be counted in the quorum present when any decision is made about a matter on which the Trustee is not entitled to vote.
- (8) 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.
- (9) The person elected as the Chair shall chair meetings of the Trustees.
- (10) 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.
- (11) 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.
- (12) 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 maybe) a committee of Trustees duly convened and held.
- (13) 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. Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
  - (a) who was disqualified from holding office;
  - (b) who had previously retired or who had been obliged by the constitution to vacate office;
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;if, without the vote of that Trustee; and that Trustee being counted in the quorum, the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees if the resolution would otherwise have been void.
- (3) No resolution or act
  - (a) of the Trustees
  - (b) the Association in general meetingshall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Association.

## **16. Registered Particulars**

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

## **17. Property**

- (1) The Trustees must ensure the title to
  - (a) all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the Association, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees

## **18. Repair and Insurance**

The Trustees must keep in repair and insure to their full value against fire

and other usual risks all the buildings and equipment of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

**19. Adoption of the Constitution**

**This Constitution was adopted by SHARP's Trustees and Members**

**On 19/07/08**

**Signed (2008/9 Trustees)**