

# **SEDFORD HISTORICAL AND ARCHAEOLOGICAL RESEARCH PROJECT**

Registered Charity 1064553

## **CONSTITUTION** Adopted on .....14th October 2018

### **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 'The Sedgford Historical and Archaeological Research Project' which may be abbreviated to 'SHARP' (and in this document it is called the charity).

#### **3. Objects**

The charity's objects are to –

- i) investigate, study, conserve, publicise and enhance the historical and archaeological heritage of the Parish and neighbouring Parishes, for the benefit of the local community and the wider public interest.
- ii) to promote interest and education of the public in archaeology.
- iii) to conduct and / or communicate the results of relevant research.
- iv) to develop relationships with international, national and local historical organisations, professional bodies, educational organisations and other groups.

#### **4. Application of income and property**

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

#### **5. 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 the charity;
  - (c) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.
- (4) 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) The trustees must notify the Commission promptly that the charity has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity's final accounts.

## **6. Amendment of the 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) no amendment may be made to clause 3 (Objects), 4 (Application of income and property), clause 5 (Dissolution) or this clause without the prior consent in writing of the Commission;
- (d) 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.

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

## **PART 2**

### **7. Membership**

(1) Membership (known as 'Friends of SHARP') is open to individuals over eighteen or organisations who are approved by the trustees.

(2) The trustees may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.

(3) Members may attend the annual general meeting, but shall not be entitled to vote.

### **8. Termination of membership**

Membership is terminated if:

(1) any sum due from the member to the charity is not paid in full within six months of it falling due;

(2) the member is removed from membership by a resolution of the trustees that it is in the best interests of the charity that his or her membership is terminated. In doing so the Trustees must;

- i) inform the member in writing of the reasons for the refusal within 21 days of the decision,
- ii) must consider any written representation the member may make about the decision. Such written representation should be made to the trustees within 21 days of the date of the notice of termination.

The Trustees decision following any written representation must be notified to the member in writing, but shall be final.

### **9. General meetings**

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

(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 ten members or one tenth of the membership who are entitled to attend and vote, 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.

## **10. 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) 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.

## **11. Quorum**

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
  - (a) Seven 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.

## **12. Votes**

- (1) Those members entitled to vote at general meetings shall be limited to trustees, directors, committee members, and the 'seasons team' appointed at the end of each season for the following year.
- (2) Each voting 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.

## **13. Officers and trustees**

- (1) The charity and its property shall be managed and administered by a committee comprising of
  - (a) Trustees. These shall be nominated and approved by two existing Trustees,
  - (b) Directors. These shall be nominated and approved by two existing directors or Trustees,
  - (b) Committee members. These shall be nominated and approved by at least two existing directors and shall be re-appointed on an annual basis.
  - (c) The 'Seasons team'. These shall be nominated and approved on an annual basis by the directors.
- (2) No one may be appointed a trustee if he or she would be disqualified from acting under the provisions of clause 15.
- (3) The number of trustees shall be not less than three but (unless otherwise determined by a resolution of the charity in general meeting) shall not be subject to any maximum.
- (4) A trustee may not appoint anyone to act on his or her behalf at meetings of the trustees

## **14. 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.
  - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

(d) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

(e) to obtain and pay for such goods and services as are necessary for carrying out the work the charity;

(f) to open and operate such bank and other accounts as the trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(g) to do all such other lawful things as are necessary for the achievement of the objects.

## **15. 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); and / or his / her Membership is revoked by a quorum of Trustees

## **16. 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) Questions arising at a meeting must be decided by a majority of votes.

(4) 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 two 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.

## **17. 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.

## **18. 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.

## **19. Accounts, Annual Report, Annual Return**

- (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 Commission;
  - (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.
- (2) 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.

## **20. Property**

- (1) The trustees must ensure the title to:
  - (a) all land held by or in trust for the charity that is not vested in the Official Custodian of Charities; and
  - (b) all investments held by or on behalf of the charity, 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.
- (2) The terms of the appointment of any holding trustees must provide that they may act only in accordance with lawful directions of the trustees and that if they do so they will not be liable for the acts and defaults of the trustees or of the members of the charity.

## **21. Repair and insurance**

The trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings of the charity (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.

## **22. 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.

## **23. 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 setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;
  - (d) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;
- (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.
- (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.

