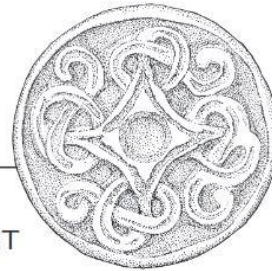


SHARP

SEDFORD HISTORICAL AND
ARCHAEOLOGICAL RESEARCH PROJECT



Constitution

Sedgeford Historical and Archaeological Research Project (SHARP) is a Registered Charity (no. 1064553), and below is our constitution, to be agreed by the members at an Annual General Meeting held on 31st of July 2024. The final version will need to be agreed by the Charity Commission.

Part 1 Association Objects and Powers

1. The name of the Association (hereinafter called the Association) is The Sedgeford Historical and Archaeological Research Project. **Also known as SHARP.**
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 **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 and to provide training so that they can learn how to do such work in line with best practice.** The results of the work will be disseminated by publications, exhibitions, public lectures and other means.
3. Powers
 - 1) In furtherance of the said objects but not otherwise the Association shall have the following powers:
 - a) 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.
 - b) 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.
 - c) 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.
 - d) To organise and conduct (whether free or at a charge) 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.
 - e) To promote the conservation of the Research Area and to advance public understanding of the restorative work of the Association.
 - f) **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 landowner.**

- g) To prepare for publication the results of the historical research or archaeological investigation for the Research Area and to enter into Contracts with other bodies for their publication.
- h) 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 documents or films or recorded tapes (whether audio, visual or both) as the Association considers necessary or desirable for the promotion and achievement of its objects.
- i) To buy, take on lease or otherwise acquire buildings or land or any estate or interest therein.
- j) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein.
- k) To repair, renovate, rebuild and generally to maintain any buildings or land.
- l) 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.
- m) 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.
- n) To employ and remunerate staff and consultants (caterers, cleaners and other professional services); to employ and remunerate agents; to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.
- o) To borrow money for the purposes of the Association on such terms and on such security (if any) as may be thought fit.
- p) To invest the Monies of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter mentioned.
- q) To make Planning applications, applications for Consent under Byelaws or Building Regulations and other like applications.
- r) To collaborate with any other body or bodies, person or persons conducting investigations in the same or adjacent fields of research whether within or outside the United Kingdom and to contribute to the cost of such investigations in so far as they are applied exclusively towards charitable purposes.
- s) To engage in any other charitable activity calculated to promote the historical, archaeological, academic, financial or other interest of the objects of the Association.
- t) Generally to do any lawful things necessary for the attainment of the Association's main objects.

4. Application of the Income and Property

- 1) The income and property of the Association shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly to any member of the Association and no members of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration other benefit in money or money's worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:
 - a) Of usual professional or other charges to any member, officer or Trustee of the Association being a Solicitor, Accountant or other person engaged in a profession for work done by him or his firm on behalf of the Association. This would also include the payment for support services such as catering and cleaning, but not for archaeological team during a season.
 - b) Of interest on money lent by any member of the Association at a rate per annum not exceeding 2% less than the base lending rate for the time being prescribed by the Association's Bank or 3% whichever shall be greater.
 - c) Of reasonable and proper rent for premises demised or let by any member of the Association.

- d) Of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Association may be a member not holding more than one-hundredth part of the capital of that Company, and
- e) Of reasonable out-of-pocket expenses to any members of the Association.

Part 2 Membership

1. Types of membership

- 1) Membership
 - a) All persons 16 years and over who have directly and actively participated in, or by their voluntary efforts and activities facilitated the work outlined shall be the full members of the Association. This can include attendance during the excavation season, either as a volunteer or by doing a course, but would also include those working out of season on post-ex, research or publications, or other work promoting and facilitating the aims of the project.
 - b) Only current members define above shall be eligible to vote at a general meeting.
 - c) Membership is not transferable to anyone else.
- 2) Friends of SHARP
 - a) 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.
 - b) Friends of SHARP shall not be entitled to vote at a general meeting.
 - c) Friends of SHARP receive other benefits, as agreed by the Executive Committee at the time of joining/renewal.

2. Termination of Membership

- 1) Membership
 - a) 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.
 - b) Membership is terminated if the member dies, or if it is an organisation, ceases to exist.
 - c) The member resigns by written notice to the Association unless, after the resignation, there would be less than two members.
 - d) The member is removed from the membership by a resolution of the Executive Committee that it is in the best interests of the Association that his or her membership is terminated. A resolution to remove a member from membership may only be passed if
 - i. 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.
 - ii. the member or, at the option of the member, the member's representative (who need not be a member of the Association) has been allowed to make representations to the meeting.
 - iii. any dispute over membership terminated in this way shall be settled by resolution at the next AGM.
- 2) Friends of SHARP
 - a) The contract term for a Friend is a period of twelve months and which is renewable on a yearly basis until the agreement is terminated by either party in accordance with these terms.
 - b) The Friend may terminate their membership by giving written notice to SHARP. If notice is given during the Contract Term, the Friend will not be refunded the membership fee for the current year.

Part 3 Trustees and Executive Committee

1) The Executive Committee

- 1) The general management of the Association shall be directed by an Executive Committee ("the Committee").
 - 2) The Association shall be administered by an Executive Committee consisting of Chairperson, Treasurer and Secretary and not more than thirteen other members, or such lesser number as the members at the AGM shall decide is necessary, elected at the Association's Annual General Meeting.
 - 3) There are two types of Executive Committee Members
 - 4) Trustees who must be registered with the Charity Commission as SHARP Trustees, who shall
 - a) Must not be receiving any remuneration from SHARP.
 - b) Shall receive a vote, and during an equality of votes may receive a deciding vote.
 - 5) Committee Members who are actively involved with SHARP who are not Trustees, but who bring expertise and contribution to the wider Executive Committee, they shall
 - a) Shall be agreed by the executive committee and the membership via vote at AGM, due to a specific role they perform, advice and contribution they can provide.
 - b) Are able to receive remuneration from SHARP for services provided (i.e. catering and professional services), but must absent himself or herself from any discussions and vote of the executive committee 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
 - c) Shall receive a vote
 - 5) Over half of the Executive Committee Members must be SHARP Trustees, and no fewer than three.
 - 6) Any casual vacancy in the Committee may (and must if the number of Committee members fall below four) be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association at which he/she shall be eligible for re-election to the Committee by election.
 - 7) The proceedings of the Committee shall not be invalidated by any failure to elect or any defect in the election, appointment or qualification of any member.
 - 8) The Committee may appoint such special, standing committees or working groups as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committee shall be reported back to the Committee fully and promptly.
- 2) Appointment of Trustees and Executive Committee Members
- 1) The members at an Annual General Meeting shall be elect the above Officers, Trustees and Committee Members.
 - 2) The above Officers, Trustees and Committee Members shall hold office for 2 years, until the conclusion of the following Annual General Meeting of the Association.
 - 3) They shall be eligible for re-election at that Annual General Meeting.
 - 4) Any vacancy in such officers shall be filled by resolution of an Annual General Meeting but only full members of the Association shall be eligible to serve.
- 3) Disqualification and removal of Officers, Trustees and Committee Members
- 1) A member of the Committee shall cease to hold office if he or she:-
 - a) Is disqualified from acting as a member of the Committee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of the provision).
 - b) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her affairs; or
 - c) Resigns his or her office by notice in writing.
 - d) is absent without sending apologies from all their meetings held within a period of six consecutive months and the Executive Committee resolve that his or her office be vacated.

Part 4 Meetings

4) Executive Committee Meetings

- 1) The Executive Committee shall meet quarterly and additionally as required.
- 2) Any member of the Executive Committee may call a meeting, at least 14 days notice must be given to all Executive Committee members.
- 3) The Chairperson shall preside at Meetings of the Committee if they is present.
- 4) The quorum shall be two or the number nearest to one half of the total number of Trustees, whichever is the greater or such larger number as maybe decided from time to time by the Trustees.
- 5) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- 6) All decisions arising at any Executive Meeting shall be decided by a simple majority of those present. In the case of equality of votes, the following options are available:
 - a. decision should be widened to include executive committee members not present
 - b. decided based on the votes of the charity trustees
 - c. decision taken to the membership at a special general meeting
- 7) An Executive Committee Member shall not be counted in the quorum present when any decision is made about a matter on which they are not entitled to vote.

5) Annual General Meetings

- 1) Once in each year an Annual General Meeting of the Association shall be held at such time (not being more than fifteen months after the holding of the preceding Annual General Meeting) and place as the Chairperson shall determine.
- 2) Every member shall receive not less than twenty one days' notice of such Meeting and must specify the date, time and place of the meeting and the general nature of the business to be transacted. Any notice required by this constitution to be given to or by any person must be either:
 - a) in writing
 - b) given using electronic communications.
- 3) The quorum shall be 20 members or 10% of the membership, whichever is the lesser.
- 4) Save as otherwise provided all questions arising at any General Meeting of the Association shall be decided by a simple majority of those present and every member including the Chairperson (but excluding all Friends of SHARP) shall have one vote.
 - i) In the case of equality of votes the Chairperson shall have a second or casting vote.
 - ii) Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter in the minute book a record of all proceedings and resolutions.

6) Special General Meeting

- 1) Special meetings may be convened by the Secretary upon a request by the Chairperson or the Committee (if any) or six members upon a similar notice which shall state the business to be considered at the Meeting.
- 2) Every member shall receive not less than twenty one days' notice of such Meeting and must specify the date, time and place of the meeting and the general nature of the business to be transacted. Any notice required by this constitution to be given to or by any person must be either:
 - c) in writing
 - d) given using electronic communications.
- 3) The quorum shall be 20 members or 10% of the membership, whichever is the lesser.
- 4) Save as otherwise provided all questions arising at any General Meeting of the Association shall be decided by a simple majority of those present and every member including the Chairperson (but excluding all Friends of SHARP) shall have one vote.
 - i) In the case of equality of votes the Chairperson shall have a second or casting vote.

- ii) Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter in the minute book a record of all proceedings and resolutions.

Part 5 Association Finances and Management

1) Finance

- 1) All sums collected by the Association shall be handed over to the Treasurer who shall pay the same into a Bank Account in the names of the Trustees at a branch of Barclays Bank or such other Branch or Bank as the Association shall decide. Cheques shall be signed by two members of the Committee.
- 2) The Trustees shall invest in their names any Monies not required for the immediate purposes of the Association in securities in which trust money may by law be invested with power from time to time to transpose such investments.
- 3) Any property acquired by the Association shall be vested in the Trustees.
 - a) The Trustees shall with such consent as is by law required deal with the property so vested in them by way of sale, mortgage, charge, lease or otherwise howsoever as directed by the Association. Such direction shall be given by a resolution of the members of the Association passed by a majority of the members present at a duly convened meeting of the Association and when so passed shall in favour of a subsequent purchaser, mortgagee, chargee, lessee or grantee by binding on all members of the Association. A certificate purporting to be signed by the Secretary for the time being of the Association shall in favour of a purchaser, mortgagee, chargee, lessee or grantee be conclusive evidence that such direction was duly given.
 - b) The Committee may by a resolution of a duly constituted meeting of the Committee confer on two or more of the Trustees general authority or authority limited in such manner as the Committee thinks fit to execute in the names and on behalf of the Trustees assurances or other deeds or instruments for giving effect to transactions to which the Trustees are a party.
- 4) The Committee shall comply with their obligations under the Charities Act 1993 (or any re-enactment or modification of that Act) with regard to:-
 - (a) The keeping of accountancy records for the Association.
 - (b) The preparation of annual statements of account for the Association
 - (c) The auditing or independent examination of the statements of account of the Association; and
 - (d) The transmission of the statements of account of the Association to the Commissioners

2) Repair and Insurance

- 1) 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, trustee and employer's liability.

3) Notice

- 1) Any notice may be served by the Secretary on any member either personally or by sending it through the post in a pre-paid letter addressed to such member at his, or her or its last known address in the United Kingdom and any letter so sent shall be deemed to have been received within five days of posting.

Part 6 Constitution and Dissolution

1) Dissolution

- 1) The Association may be dissolved by a resolution passed by a majority of three quarters of those present and voting at a special 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.
- 2) Amendments of Constitution
 - 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 meeting specially 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.
 - c) a copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.
- 3) Adoption of the Constitution
 - 1) We the undersigned subscribe to the above Rules of THE SEDGEFORD HISTORICAL AND ARCHAEOLOGICAL RESEARCH PROJECT
 - 2) For the interpretation of this constitution the Interpretation Act 1978 shall apply as it applies to the interpretation of any Act of Parliament.

The Trustees

Gareth Davies (Chair)
Eleanor Blakelock (Acting Secretary)
Sam Atkins (Treasurer)
Antigone Harris
Yvonne Bolton-Smith
Dan Cockling
Terry Baxter
Owen Morgan
Steve Horn

30th July 2024