

CONSTITUTION
of the
SOUTH OXFORDSHIRE ARCHAEOLOGICAL GROUP
(Founded 22 May 1969)

Adopted at the Special General Meeting on 02 August 2011.

- 1 Name**
- The association shall be called the SOUTH OXFORDSHIRE ARCHAEOLOGICAL GROUP hereinafter referred to as “the Group”.
- 2 Objects**
- The Objects of the Group (“the Objects”) are:
- To advance education for public benefit in the study of historical heritage and archaeology and in particular to advance research and education for public benefit in the archaeology and historical heritage of South Oxfordshire and its surrounding area.
- 3 Powers**
- 3.1 The Committee must manage the business of the Group and they have the following powers in order to further the Objects (but not for any other purpose):
- 3.1.1 to raise funds. In doing so the Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- 3.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 3.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Group;
- 3.1.4 to borrow money and to charge the whole or any part of the property belonging to the Group as security for repayment of the money;
- 3.1.5 to co-operate with charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 3.1.6 to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;
- 3.1.7 to acquire, merge with or enter into any partnership or joint venture arrangement with any other organization formed for any of the Objects;
- 3.1.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 3.1.9 to obtain and pay for such goods and services as are necessary for carrying out the work of the Group;
- 3.1.10 to open and operate such bank and other accounts as the Committee considers 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;
- 3.1.11 to do all such lawful things as are necessary for the achievement of the Objects.
- 3.2 No alteration of this constitution or any special resolution shall have the retrospective effect to invalidate any prior act of the Committee.
- 3.3 Any meeting of the Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers of the Committee.
- 4 Management**
- 4.1 The management and control of the Group shall be vested in a Committee made up of members of the Group which shall comprise the President, the Executive Officers listed in clause 4.2, and not less than two and not more than six Ordinary Members as appointed in Clause 4.3, and any Non-Executive Officers as appointed in Clause 4.8.
- 4.2 The Executive Officers
- 4.2.1 The Group’s Executive Officers shall comprise a Chairman, Vice-Chairman, Honorary Treasurer and Honorary Secretary.

- 4.2.2 The Executive Officers shall be elected by eligible members each year at the Annual General Meeting (“AGM”).
- 4.3 The Ordinary Members shall be elected by eligible members each year at the AGM.
- 4.4 All members of the Committee shall retire at the AGM next after the date on which they came into office. All members of the Committee (subject to the provisions of this Constitution) shall then be eligible for re-election.
- 4.5 The Committee may nominate candidates to stand for election as Executive Officers and Ordinary Members. The number of nominations made by the Committee shall not exceed the number of vacancies and details of nominations shall be circulated to all members with the notice of the AGM.
- 4.6 Any two members of the Group may nominate candidates to stand for election as Executive Officers or Ordinary Members; such nominations shall be sent to the Honorary Secretary in writing and shall reach him/her not less than seven days before the AGM.
- 4.7 The Committee shall appoint the President of the Group who shall be an individual who has made a substantial contribution to Archaeology. Upon confirmation of the appointment of that individual as President honorary membership of the Group is automatically conferred upon him/her. The President shall serve for life or until earlier removal or retirement. Upon retirement a past President (President Emeritus) shall be entitled to attend Committee meetings but shall not be entitled to vote.
- 4.8 Appointment of Non-Executive Officers of the Committee
- 4.8.1 The Committee may from time to time appoint such non-executive officers as it considers appropriate to further the objects of the Group for example an editor of any of the Group’s publications.
- 4.8.2 The Committee can ask any individual to be an Honorary Vice President provided that no more than five Honorary Vice Presidents are serving at any one time. Each Honorary Vice President shall serve for such period or periods of time as the Committee may from time to time determine or until earlier removal or retirement. An Honorary Vice President is not eligible to be elected or co-opted onto the Committee as an Executive Officer or Ordinary Member.
- 4.8.3 Non-executive officers are entitled to attend Committee meetings but shall not be entitled to vote.
- 4.9 The Committee may fill by co-option any vacancies that may arise among the Executive Officers and the Ordinary Members prior to the AGM. Any Committee member so appointed may offer themselves for election at the next AGM.
- 4.10 Resignation etc of Committee Members
- 4.10.1 Any Committee Member may resign at any time and shall give written notice of resignation to the Honorary Secretary.
- 4.10.2 Any Committee Member may be removed by a two thirds majority vote either of the Committee or of any General Meeting of the Group.
- 4.11 Conduct of Committee Meetings
- 4.11.1 The Committee shall meet at least four times every year.
- 4.11.2 A quorum shall be four elected members of the Committee and must include at least one Executive Officer.
- 4.11.3 The chairman of any Committee meeting shall be the Chairman of the Group or in his/her absence the Vice-Chairman of the Group or in his/her absence the members shall elect a chairman from among themselves.
- 4.11.4 The Committee’s chairman’s decision on any question of procedure shall be final and in the event of a tied vote the chairman shall have one extra casting vote.
- 4.11.5 A written record shall be kept of the proceedings of all meetings of the Committee which shall be available for inspection by members.
- 4.11.6 The Committee may invite representatives from other organizations having similar or complementary objects to attend meetings. Such representatives shall be entitled to participate in the Committee’s discussions but shall not be entitled to vote.

- 4.12 The Committee may from time to time appoint sub-committees from among its members and other Group members to consider or deal with any aspect of the Group's affairs. Such sub-committees shall be responsible to the Committee provided that all acts and proceedings of any sub-committee shall be reported back to the Committee fully and promptly and no expenditure may be incurred on behalf of the Group except in accordance with a budget previously agreed by the Committee.
- 4.13 The Committee may delegate any of its powers or functions to any two Executive Officers to deal with any urgent matter which needs immediate attention provided that all acts and proceedings of the relevant Executive Officers shall be reported to the Committee fully and promptly and no expenditure may be incurred on behalf of the Group except in accordance with a budget previously agreed by the Committee.
- 4.14 The Committee may from time to time promulgate rules to regulate the conduct of the Group's activities or the conduct of its members in relation to the Objects of the Group. Such rules shall be distributed to all members.
- 4.15 A special meeting of the Committee may be called by the Chairman or by any three members of the Committee upon not less than 14 days' notice being given to other members of the Committee of the matter or matters to be discussed.
- 5 Membership**
- 5.1 Membership of the Group shall be open to anyone or any organization approved by the Committee interested in furthering the Objects (subject to Clause 5.2) who pays the appropriate subscription.
- 5.2. The Committee may only refuse an application for membership if, acting reasonably and properly, it consider refusal to be in the best interests of the Group.
- 5.2.1 The Committee must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 5.2.2 The Committee must consider any written representations which the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.
- 5.3 The categories of membership and subscription rates for each category of member shall be determined from time to time by the Committee. The Committee may set reduced subscription rates for such categories of members as they consider appropriate.
- 5.4 The Committee can nominate any individual as an honorary member of the Group, but honorary membership can only be confirmed by the AGM (subject to Clauses 4.7 and 5.5). Honorary members will pay no subscription. Any individual who was previously a member of the Group at the time of the AGM when the honorary membership was granted shall retain his/her vote, but otherwise an honorary member shall not have a vote.
- 5.5 The Committee can ask any individual to be a Patron of the Group. Upon confirmation of the appointment of that individual as a Patron by the Committee honorary membership of the Group is automatically conferred upon him/her. A Patron shall serve for life or until earlier removal or retirement.
- 5.6 Any class of membership which comprises more than one individual shall entitle those holding such membership to cast one vote per individual at any General Meeting and receive one copy of any newsletter, report or other literature or publication distributed to members.
- 5.7 Members under the age of 18 shall not be entitled to vote nor to hold office in the Group.
- 5.8 Any member may be expelled from the Group by the Committee who in the opinion of the Committee as determined by a two-thirds majority vote of those present and qualified to vote, provided that they form a quorum, has either
- 5.8.1 brought the Group into disrepute
and/or
- 5.8.2 acted contrary to the Objects
and/or
- 5.8.3 acted contrary to the spirit of requirements of any legislation for the time being in force the object of which is the preservation of historical heritage, archaeology and related matters.
- 5.9 Members whose subscriptions are still in arrears by 31 March of each year and a month after a reminder has been sent may at the discretion of

the Committee be deemed to have resigned and may be removed from the membership record. Any such person seeking to pay a membership subscription during the remainder of the current subscription year or in the following year shall be required to pay off any arrears of subscriptions at the rate which then applied.

- 5.10 Members whose subscriptions are in arrears shall not be eligible either to vote at a General Meeting or to receive the Group's literature or publications.
- 5.11 Membership is not transferable.
- 5.12 A register of members shall be kept by the Group and shall be for the use of the Group only.

6 Subscriptions

- 6.1 There shall be an annual subscription fixed in advance by the Committee at an amount sufficient to cover the running expenses of the Group for the following financial year which shall be notified in writing to all members.
- 6.2 Annual subscriptions shall become due 1 January in each year and the subscription year shall run for 12 months from that date.
- 6.3 Persons or organizations joining the Group on or after 1 September in any year shall be required to pay one half of the appropriate annual subscription.

7 Finance

- 7.1 The Group's financial year shall run from 1 January to 31 December in the same year.
- 7.2 An audited or independently examined statement of accounts shall be prepared annually to 31 December and laid before the Group at the AGM next following after the audit or independent examination as provided for in clause 7.4.
- 7.3 Cheques drawn on behalf of the Group shall be signed by any two Executive Officers, a minimum of three having been appointed as signatories by the Committee.
- 7.4 An auditor or independent examiner who shall neither hold an office in the Group nor be any person firm or company connected with a serving Committee member shall be appointed by the AGM to audit or examine the annual accounts of the Group.

7.5 The Committee shall be empowered to pay proper remuneration to the auditor or external examiner as appointed.

7.6 The personal bank accounts of members shall not be used in running the Group's finances.

7.7 Any assets of the Group, represented by slide and similar projectors, screens, archaeological survey equipment, tools and any other items of tangible or realizable monetary value shall be registered by the Honorary Treasurer.

7.8 The funds of the Group, including all donations, contributions and bequests shall be paid into an account operated by the Committee in the name of the Group at such bank as the Committee may from time to time decide.

8 Meetings

8.1 There shall be an AGM of the Group which shall be held within six months of the last financial year.

8.2 The chairman of any General Meeting shall be the Chairman of the Group, or in his/her absence the Vice-Chairman of the Group, or in his/her absence the members shall elect a chairman from among themselves.

8.3 The Committee may at any time call an Extraordinary General Meeting ("EGM") and must do so if requested in writing by not less than 20 paid-up members of the Group.

8.4 The Honorary Secretary shall give at least 14 clear days' notice of General Meetings and the purpose thereof to all members.

8.5 At a General Meeting each individual eligible member shall have one vote.

8.6 At a General Meeting the chairman's direction as to how a ballot is to be taken, his/her direction as to the result of any voting and the decision on any question of procedure or point of order shall be considered final. In the event of an equal vote the chairman shall have one extra casting vote.

8.7 At a General Meeting no business shall be transacted unless a quorum of eligible members is present at the time when the meeting proceeds to business. A quorum shall be 20 eligible members personally present.

If within half an hour from the time appointed for the meeting a quorum is not present, then the meeting if convened upon the request of

members shall be dissolved; in any other case it shall stand adjourned to a day not more than four weeks later, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present shall be a quorum.

8.8 No EGM shall be held within 21 days of a previous one.

8.9 The Group shall hold as many ordinary meetings and activities as the Committee may determine having regard to the wishes of the members and to promote the Objects.

9 Insurance

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

10 Representatives of Other Bodies

10.1 Any organization that is a member of the Group may nominate any person to act as its representative at any meeting of the Group.

10.2 The organization must give written notice to the Group of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the Group. The nominee may continue to represent the organization until written notice to the contrary is received by the Group.

10.3 Any notice given to the Group will be conclusive evidence that the nominee is entitled to represent the organization or that his or her authority has been revoked. The Group shall not be required to consider whether the nominee has been properly appointed by the organization.

11 Alterations to the Constitution

Alterations to this Constitution shall receive the assent of three quarters of the members present and voting at an AGM or a Special General Meeting. A resolution of the alteration for the Constitution must be received by the Honorary Secretary at least 21 days before the meeting at which the resolution is to be brought forward. At least 14 days' notice of such a meeting must be given by the Honorary Secretary to the membership and must include notice of the alteration proposal. Provided that no alteration made to Clause 1 (Name), Clause 2 (Objects), Clause 12 (Dissolution) or this Clause, shall take effect until the approval in writing of HM Revenue & Customs or other authority having charitable jurisdiction shall have been obtained;

and no alteration shall be made which would have the effect of causing the Group to cease to be a Charity.

12 Dissolution of the Group

The Group may be dissolved by a resolution passed by three quarters majority of those present and voting at a Special General Meeting convened for the purpose of which 21 days' notice shall have been given to the members in writing. Such resolution may give instruction for the disposal of any assets held by or in the name of the Group provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of the Group but shall be given or transferred to such other charitable institution or institutions having Objects similar to some or all of the Objects of the Group as the Group may determine and if and in so far as the effect cannot be given to this proviso then to some other charitable purpose.

13 Interpretation

13.1 Any reference to any Act shall include any statutory re-enactment or modification of that Act.

13.2 In this Constitution any words importing the masculine include the feminine.

The above Constitution is that approved by the Special General Meeting of the members of the South Oxfordshire Archaeological Group held on 02 August 2011. It supersedes the Constitution approved on 29 March 2009.

David Oliver, Chairman

Michael Vincent, Hon. Secretary

02 August 2011