

Marlow Archaeological Society.

Constitution: Adopted on the 20th day of June 2007.

A. Name.

1. The name of the Association is the Marlow Archaeological Society ("the Charity").

B. Administration

1. Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Trustee Committee, constituted by the clause H of this constitution, (the Trustees).

C. Objects.

1. The Charity's objects ("the objects") are:
 - i. To carryout research, investigation and fieldwork in accordance with the relevant guidelines and regulations so as to advance the education for public benefit in Archaeology and local history within the town of Marlow and surrounding areas.

D. Status.

1. The Charity shall be nonprofit making.

E. Powers.

1. In furtherance of the objects but not otherwise the Trustee Committee may exercise the following powers:
 - i. power to raise funds and to invite and receive contributions provided that in raising funds the Trustee Committee shall not undertake any substantial permanent trading activities and shall conform to any requirement of the law.
 - ii. Power to cooperate with any other charities, voluntary bodies and statutory authorities operating in the furtherance of the objects or of similar charitable purposes and to exchange advise and information with them;
 - iii. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
 - iv. Power to appoint and constitute such advisory committees as the Trustee committee may think fit;
 - v. Power to do all such other lawful things as are necessary for the achievements of the objects.

F. Membership.

1. Membership of the Charity will be open to any person over the age of 18 years or group interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Trustee Committee, but subject to ratification at the Charity's next annual general meeting
2. Every member shall have one vote at the Annual General Meeting and Extraordinary General Meeting. In Committee all Trustee Committee members have a single vote.

3. Members must abide by the Constitution of the Charity.
4. Members must agree to the Charity holding their membership details on computer, for the Charity's use only.
5. Members of the Charity are entitled to receive beneficial rates concerning events, priority above nonmembers to restricted or limited events and to receive information on the activities and events organized by the Charity on a regular basis.
6. The Trustee Committee may by a majority vote and for good reason deny or terminate the membership of any individual or group: Provided that the individual or group concerned shall have the right to be heard by the Trustee Committee, accompanied by a friend, before a final decision is made.
7. Should any member fail to pay a renewal fee within one month of the due date, a reminder will be sent out, but membership will be consequently terminated should there be no response after 14 days' from the reminder having been sent.

G. Honorary Officers.

1. At the annual general meeting of the Charity the members shall elect from among themselves a chairman, vice-chairman, a secretary, a treasurer, and a membership secretary who shall hold office from the conclusion of that meeting.
2. The officers will retire, having served for a maximum of five years in an honorary position. They may seek election to the Trustee Committee.

H. Trustee Committee.

1. The Trustee Committee shall consist of not less than five members nor more than fifteen members being:
 - i. The honorary officers being specified in the preceding clause;
 - ii. Not more than ten members elected at the annual general meeting who shall hold office from the conclusion of that meeting.
 - iii. The Trustee Committee may in addition appoint not more than five co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Trustee Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Trustee Committee called under clause R and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted members have a vote on the Trustee Committee.
 - iv. All members of the Trustee Committee shall retire from office together at the end of the annual general meeting next after the date on which they came into office but they may be reelected or re-appointed.
 - v. The proceedings of the Trustee Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

- vi. Nobody shall be appointed as a member of the Trustee Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- vii. No person shall be entitled to act as a member of the Trustee Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Trustee Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

I. Determination of Membership of Trustee Committee.

1. A member of the Trustee Committee shall cease to hold office if he or she:
 - i. Is disqualified from acting as a member of the Trustee Committee by virtue of section 72 of The Charities Act 1993 (or any statutory reenactment or modification of that provision);
 - ii. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - iii. Is absent without the permission of the Trustee Committee from all their meetings held within a period of three months and the Trustee Committee resolve that his or her office be vacated; or
 - iv. notifies to the Trustee Committee a wish to resign (but only if at least five members of the Trustee Committee will remain in office when the notification of resignation is to take effect)

J. Trustee Committee Members not to be personally interested.

1. No member of the Trustee Committee shall acquire any interest in property belonging to the Charity (otherwise than a trustee for the Charity) or receive remuneration or be interested (otherwise than a member of the Trustee Committee) in any contract entered into by the Trustee Committee.

K. Meetings and proceedings of the Trustee Committee.

1. The Trustee Committee shall hold at least four ordinary meetings each year. A special meeting may be called by the chairman or by any five members of the Trustee Committee upon not less than 14 days' notice being given to the other members of the Trustee Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chairman shall act as chairman at meetings of the Trustee Committee. If the chairman is absent from any meeting, the members of the Trustee Committee present shall choose one of their number to be chairman of the meeting before any other business is transacted.
3. There shall be a quorum when at least half of the numbers of members of the Trustee Committee are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Trustee Committee present and the voting on the question but in the case of equality of votes the chairman of the meeting, if not having voted, will have a casting vote.
5. The Trustee Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Trustee Committee and any subcommittee.

6. The Trustee Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
7. The Trustee Committee may appoint one or more subcommittees consisting of two or more members of the Trustee Committee for the purpose of making an inquiry or supervising or performing any function or duty which in the opinion of the Trustee Committee would be more conveniently undertaken or carried out by a subcommittee: provided that all acts and proceedings of any such subcommittees shall be fully and promptly reported to the Trustee Committee.
8. Members have the right, and are encouraged to observe at Trustee Committee and subcommittee meetings.

L. Receipts and Expenditure.

1. The funds of the Charity, including all donations contributions and bequests shall be paid into an account operated by the Trustee Committee in the name of the Charity at such bank, as the Trustee Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two officers of the Trustee Committee.
2. All funds belonging to the Charity shall be applied only in furthering the objects.

M. Property.

1. Subject to the provisions of sub-clause (2) of this clause, the Trustee Committee shall cause the title to:
 - i. all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - ii. all investments held by or on behalf of the charity;
 - iii. to be vested either in a corporation entitled to act as custodian trustees or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Trustee Committee at their pleasure and shall act in accordance with the lawful directions of the Trustee Committee. Provided they act only in accordance with lawful directions of the Trustee Committee, the holding trustees shall not be liable for the acts and defaults of the members.
 - iv. If a corporation entitled to act as custodian trustees has not been appointed to hold the property of the charity, the Trustee Committee may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of The International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Trustee Committee and may pay such a nominee reasonable and proper remuneration for acting as such.

N. Accounts.

1. The Trustee Committee shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to:

- i. the keeping of accounting records for the Charity;
- ii. the preparation of annual statements of account for the charity;
- iii. the auditing or independent examination of the statements of account of the Charity; and
- iv. the transmission of the statements of account of the Charity to the Commission.

O. Annual Report.

1. The Trustee Committee shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commission.

P. Annual Return.

1. The Trustee Committee shall comply with their obligations under the Charities Act 1993 (or any statutory reenactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commission.

Q. Annual General Meeting.

1. There shall be an annual general meeting of the Charity, which shall be held in the second quarter in each year.
2. Every annual general meeting shall be called by the Trustee Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the members of the Charity and provide details of the business to be discussed. All members of the Charity shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at the first annual general meeting the persons present will appoint a chairman of the meeting. The chairman, usually the President elect of the Charity shall be the chairman of subsequent annual general meetings, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
4. The Trustee Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Trustee committee must be made by the members of the Charity in writing and must be in the hands of the secretary of the Trustee Committee at least 14 days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
6. Auditors will be appointed to audit the next year's accounts.

R. Extraordinary General Meetings.

1. The Trustee Committee may call an extraordinary general meeting of the Charity at any time. If a least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must also state the business to be discussed. Action and expenditure relating to an extraordinary must be suspended pending the outcome of the extraordinary meeting.

S. Procedure at General Meetings.

1. The secretary or other person specially appointed by the Trustee Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the number of paid up members of the Charity are present at any general meeting.

T. Notices.

1. Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Trustee Committee on any member either personally or by sending it through the post in a prepaid letter or e-mail addressed to such member at his or her last known address in the United Kingdom, any letter so sent shall be deemed to have been received within 10 days of posting.

U. Alterations to the Constitution.

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the name of the charity), clause C (the objects), clause D (status), clause J (EC members not to be personally interested), clause V (dissolution), or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a charity at law.
4. The Trustee Committee should promptly send to the Commission a copy of any amendment made under this clause.

V. Dissolution.

1. If the Trustee Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all the members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and the voting Trustee Committee shall have power to realize any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institutions or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commission.