



## ST ALBANS & HERTFORDSHIRE ARCHITECTURAL & ARCHAEOLOGICAL SOCIETY

# CONSTITUTION

Adopted by members at the Annual General Meeting  
held on 13 September 2016

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## 1) NAME

- a) The name of the Society shall be '**St Albans and Hertfordshire Architectural and Archaeological Society**' (hereinafter referred to as 'the Society').
- b) It is a registered Charity, No 226912.
- c) The Society is an unincorporated association governed by its Constitution.

## 2) OBJECTS

The Society is established for the following purposes:

- a) to promote public interest in, and improve public knowledge of, the architecture, archaeology and history of St Albans and Hertfordshire;
- b) to work to secure the protection of monuments, structures or other features of architectural, historical or archaeological interest in the area;
- c) to maintain its own library;
- d) to encourage the preservation, and the deposit in suitable collections, of written documents, in any format, and material of historical interest.

## 3) POWERS

In furtherance of the said purposes, but not otherwise, the Society through its Council shall have the following powers:

- a) to promote and participate in archaeological excavations and field work, and to engage in historical research of all kinds relating to St Albans and Hertfordshire;
- b) to arrange meetings, lectures, exhibitions and visits;
- c) to publish, or to arrange the publication of, papers, reports and other relevant literature, in any format;
- d) to invite and receive donations and to raise funds where appropriate, to finance the work of the Society. Any money acquired by the Society, including donations, contributions and bequests, shall be paid into such accounts as have been authorised by Council, and duly opened on behalf of the Society. Monies not immediately required for the Society's purposes shall be invested as the Society thinks fit.

All funds must be applied to the objects of the Society and for no other purpose. Cheques relating to these accounts shall be authorised in accordance with the Bank Mandate signing instructions, given by the Society to the Bank, requiring the signatures of two of the following officers: President, Treasurer, Secretary and any other Trustee included in the Bank Mandate. Other payment methods will also require the authorisation of any two of the officers;

- e) to work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, and statutory and non-statutory organisations. Council may authorise financial contributions at their discretion;
- f) to take any form of action that is lawful, which is necessary to achieve the objects of the Society.

#### 4) MEMBERSHIP

The Membership of the Society shall consist of Patrons, Honorary Members, Individual Members, and other categories as may be decided by Council from time to time. Membership shall be open to all persons who are interested in the objects of the Society.

- a) **A Patron** is a person of distinction who shall have accepted an invitation by the Council to be named as a Patron of the Society.
- b) An **Honorary Member** is a person who, by reason of having undertaken distinguished work in relevant fields or valuable work for the Society, shall have been elected to Honorary Membership by a General Meeting of the Society, on the recommendation of the Council, or on the recommendation of at least ten Members. The number of Honorary Members shall at no time exceed twelve.
- c) The Council shall have the right:
  - i) to approve or reject applications for Membership; and,
  - ii) for good and sufficient reason to terminate the Membership of any individual provided that the Member shall have the right to be heard by the said Council before a final decision is made.

#### 5) SUBSCRIPTIONS

- a) The financial year of the Society shall run from 1 June to 31 May of the following year.

- b) The rate of subscription shall be as determined by the Annual General Meeting (AGM) of the Society or by an Extraordinary General Meeting (EGM). Members are required to pay their subscriptions by the start of the Society's financial year and shall remain Members until giving notice in writing of resignation, or unless their subscription for the current financial year is not paid by the date of the AGM in that year. The first annual subscription of Members joining between 1 February and 1 June will entitle them to Membership until the end of the following financial year, that is for up to 16 months.
- c) A reduced rate of subscription at half the rate of the Member's subscription is available to:
  - i) the spouse or partner of a Member, living at the Member's address;
  - ii) children of a Member under the age of 16 living at the Member's address;
  - iii) students aged 16 or over who provide evidence that they are in full time further or higher education;
  - iv) subscription rates for other categories may be decided from time to time..

## **6) OFFICERS**

Officers of the Society, who shall be existing Members, shall consist of:

- a) a President – the President will normally serve for three consecutive years;
- b) a Vice President;
- c) a Secretary;
- d) a Treasurer.

## **7) COUNCIL**

- a) The general management of the affairs of the Society shall be vested in a Council, consisting of the Officers, other elected members, and the Manager of St Albans Museums or his/her representative.
- b) With the exception of the President, all members of Council shall be elected at the AGM.

- c) In the second newsletter of the year, usually in May, the Secretary shall give advance notice of the AGM, and request nominations (from any member) for positions on Council. All such nominations must be in writing, and seconded, with the written agreement of the nominee. All such nominations must be received by the Secretary before the end of June.
- d) Any existing members of Council who wish to stand for re-election do not need to be nominated.
- e) The Council shall have the power to co-opt Members to Council if required. Council members may have more than one role.
- f) All Council members shall be entitled to one vote at Council meetings; decisions are taken by a simple majority of those present and entitled to vote. The President (or his / her deputy appointed for a specific meeting) shall have an additional casting vote if necessary. Eight Council members shall constitute a quorum.
- g) Any member of Council who has a conflict of interest must declare the nature and extent of that Interest, and if necessary withdraw from the meeting whilst the item is discussed.
- h) All members of Council hold their posts on an honorary basis with no payment for their role, but are entitled to claim any reasonable expenses.
- i) The proceedings of Council meetings will be minuted and available to any interested party.
- j) At least once every year, the names of all members of Council shall be circulated to all members of the Society.

## **8) TRUSTEES**

The Trustees shall be five in number, being the incumbent President, Secretary and Treasurer, together with two members of Council, nominated by Council. The Trustees have a general supervisory role, in particular in relation to the governance of the Society and its relations with the statutory bodies, e.g. the Charity Commission and HM Revenue & Customs.

## 9) MANAGEMENT

- a) The Council shall meet to transact the business of the Society not less than three times a year, and shall be responsible for approving the accounts prepared by the Treasurer in accordance with the Charity Commission's recommended practice, and duly independently examined, for submission to the Members at the AGM. There shall be one main standing committee, an Executive Committee, which will deal with the day-to-day matters of the Society and will consist of the incumbent President, Secretary and Treasurer, with the addition of up to two Members appropriate to the matters discussed if required. Three members of the Executive Committee shall constitute a quorum. Decisions of the Executive Committee shall be reported back to Council.
- b) The Council shall have the power to appoint such special or standing committees as may be deemed necessary, and shall determine their composition, terms of reference, powers and duration. All acts and proceedings of such committees shall be reported back to the Council as soon as possible.

## 10) GROUPS

- a) The Council may approve the formation of Groups to pursue special interests and projects within the objects of the Society. A Group shall normally consist of all those Members of the Society who wish to participate.
- b) Before the AGM, Council may request a Group to elect a representative to serve on Council for the ensuing year. They shall be responsible for informing the Council and the members of the Group's activities, for seeking the prior approval of the Council as necessary for its activities and expenditure, and for reporting back to the Group the wishes of the Council in respect of their Group.

## 11) MEETINGS

- a) Meetings shall be held at such times and places as the Council or a Group shall determine. They shall include the AGM and any EGM.
- b) The AGM of the Society shall be held as soon as practicable after the end of each financial year, after 14 clear days' written notice has been given to Members. The business of the AGM shall consist of:

- i) receiving reports from the President and Group Leaders of the Society's activities over the year, and plans for the future;
  - ii) receiving a report and presentation of the previous financial year's accounts from the Treasurer;
  - iii) electing a new Council;
  - iv) considering any other business that has been notified to the Secretary, at least seven clear days before the date of the AGM;
  - v) EGMs may be held to discuss an issue of major importance, amend the Constitution or to dissolve the Society in accordance with clauses 14 and 15 below, or for any other appropriate reason on a motion by Council or one supported by at least ten Members. 14 days' clear written notice must be given to Members for the holding of an EGM.
- c) Twenty Members shall constitute a quorum for an AGM or EGM.
  - d) All Members shall be entitled to one vote at an AGM or EGM; those unable to attend may appoint, in writing, a proxy to vote on their behalf. Decisions are taken by a simple majority of those present and entitled to vote. The President (or his / her deputy appointed for this specific meeting) shall have an additional casting vote if necessary.
  - e) Proceedings at an AGM or EGM shall be limited to those proposals contained in the written notice to Members calling the meeting.

## **12) LECTURES**

All Members are normally entitled to attend the Society's lectures free of charge; non-members may attend up to two meetings in any annual programme. However, Council reserves the right to make a charge for any specific lecture.

## **13) PUBLICATIONS**

- a) The Council may publish such papers, books or research reports, in whatever format, as it thinks proper. The cost to Members of such publications shall be determined by the Council.
- b) The Council may appoint representatives to serve on the Hertfordshire Archaeology and History Editorial Committee, or any direct or indirect replacement equivalent, and may authorise contributions from the Society's funds towards the publication costs of that Committee. The

- c) Council may recommend for publication by the *Hertfordshire Archaeology and History* Editorial Committee such of the papers read at Society meetings or otherwise communicated, as it thinks proper.
- d) Honorary Members and Patrons, and Members who have paid the current subscription at the full or reduced rate, shall be entitled to purchase a copy of *Hertfordshire Archaeology and History* at a price determined by Council in agreement with the Editorial Committee.

#### **14) ALTERATIONS TO THE CONSTITUTION**

- a) Any proposal for alteration to this Constitution shall require the assent of the majority of the Members of the Society present and voting at an AGM or an EGM.
- b) At least 14 days' clear written notice of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each Member of the Society provided that no alteration would have the effect of causing the Society to cease to be a charity at law.

#### **15) DISSOLUTION**

- a) If the Council decide at any time by a simple majority that it is necessary or desirable to dissolve the Society, it shall call an Extraordinary General Meeting of the Members of the Society, giving not less than 14 days' written notice, and stating the terms of the Resolution to be proposed. If such a decision shall be confirmed by a majority of those members present and voting, the Council shall have power to dispose of any assets held by or on behalf of the Society.
- b) Any assets remaining after the satisfaction of any proper debts and liabilities shall be given to or transferred to such other charitable institution or institutions having objects similar to those of the Society as the Council may determine; if and insofar as effect cannot be given to such a provision, then to some other charitable object.