



Axbridge Archaeological and Local History Society

Governing Document

1. The Society

1.1 The name of the Society is Axbridge Archaeological and Local History Society hereinafter called the Society.

1.2 The Society is a registered charity (number 272553).

1.3 The trustees of the charity shall be as defined in section 3 **Governance**.

1.4 The membership of the charity shall be as defined in section 4 **Membership**.

2. The purposes of the Society

2.1 The Society exists to promote the study of and to foster the public understanding of archaeology and local history with particular reference to the Western Mendips, especially the area formerly served by Axbridge Rural District Council. To this end, the Society shall have the power to:

- i. Pursue non-excavational archaeological fieldwork.
- ii. Carry out and encourage archaeological excavations archaeological surveys and local history research under approved supervision. No member of the Society may undertake a project in the Society's name without the prior approval of the Board of Trustees properly recorded in the Society's minutes.
- iii. Carry out research on archaeological and local history materials in the area on the understanding that the results of the research shall be available to the public.
- iv. Promote a high standard of archaeological and local history publications.
- v. Train archaeologists and local historians.
- vi. Carry out such other archaeological and local history tasks as may from time to time be thought necessary or desirable.
- vii. Maintain for the benefit of the public a museum collection preserving and exhibiting the finds of the Society and other items of archaeological and local interest subject to available resources.
- viii. Exercise prudent stewardship of the Society's assets.
- ix. Maintain for the public benefit an appropriate reference library containing information obtained by and made available to the Society.
- x. Collaborate as necessary and appropriate with other organisations to further the Society's aims.
- xi. Enter into formal agreements with other organisations to further the Society's aims and to safeguard its assets.
- xii. Organise a programme to inform members and the public of the archaeological and historical heritage of the area.

3. Governance

3.1 The Board of Trustees (hereinafter called the Board) shall comprise up to nine members. The Board shall require trustees and candidates for election as trustees to confirm that they are fit and proper persons to assume the responsibilities of trusteeship.

3.2 The trustees shall be members of the Society and shall be subject to election or re-election at the Annual General Meeting of the Society or an Extraordinary General Meeting.

3.3 Should a vacancy on the Board occur the Board may invite an appropriate person to attend Board meetings as an adviser without voting rights. Such a person may stand for election as a trustee at the next Annual General Meeting or an Extraordinary General Meeting.

3.4 The Board shall meet at least four times a year. Five members shall constitute a quorum.

3.5 The Board shall have the power to establish a set of Standing Orders to regulate the business of the Society. Any changes to Standing Orders shall be reported to the Society's Annual General Meeting.

3.6 The Board may create an executive committee comprising three trustees to research matters implement policies and formulate recommendations to the Board. Decisions shall remain the responsibility of the Board.

3.7 The Board may establish advisory committees to assist the Board's deliberations. Such committees may include members of the Society who are not trustees. Any such committee shall be chaired by a trustee.

3.8 The Board shall nominate a trustee to be responsible for liaison with the Charity Commission.

3.9 Each year the Board shall nominate as president a person who has a distinguished record in archaeology and / or local history. This nomination shall be subject to confirmation at the Society's Annual General Meeting. The president shall have the right to attend all meetings of the Society in an advisory capacity.

3.10 The Board may nominate up to three members of the Society as vice-presidents of the Society to reflect the distinguished contribution of those members to the study of the archaeology and/or local history of the Western Mendips and/or to the service of the Society. These nominations shall be subject to confirmation at the Annual General Meeting.

3.11 The Annual General Meeting of the Society shall be held for:

- i. The confirmation of the appointment of the president.
- ii. The confirmation of the appointment of vice-presidents.
- iii. The confirmation of the appointment of life members.
- iv. The election or re-election of up to nine trustees to constitute the Board.
- v. The election or re-election of members of the Board to be chair secretary and treasurer.

- vi. The adoption or alteration of the Society's Governing Document.
- vii. The presentation of reports on the Society's activities.
- viii. The presentation of a verified set of accounts. The adoption or otherwise of the accounts.
- ix. The approval or otherwise of any proposed changes to subscription rates.
- x. The confirmation of the appointment of an appropriate person to verify the Society's accounts.
- xi. The reporting of any changes to the Society's Standing Orders.

3.12 The quorum for **Annual General Meetings** of the Society shall be ten members. Should a quorum not be present at the advertised date and time of the meeting the general meeting may be postponed for a maximum of sixty days. At least twenty days' notice of a general meeting must be given to members together with an agenda including any nominations for offices. Any nominations for office must be notified in writing to the secretary at least thirty days before the date of the meeting. In the event of a tied vote the chair of the meeting shall have an additional casting vote. Should the elected Chair be unable to attend the meeting the Annual General Meeting shall be chaired by the president or a trustee nominated by the Board at a quorate Board meeting.

3.13 An **Extraordinary General Meeting** of the Society may be convened by the Board. The secretary must give members at least twenty eight days' notice of any such meeting together with details of the matters to be considered. An Extraordinary General meeting may also be convened at the written request to the secretary of at least ten members stating the reason for the request. The quorum and chairing arrangements for an **Extraordinary General Meeting** shall be as for the Society's **Annual General Meeting** as specified in **3.12** above.

3.14 No alteration of or amendment to the Society's Governing Document may be made except at a General Meeting of the Society. Any changes to the Governing Document shall need the agreement of at least two thirds of the votes cast by the Society members present at that meeting. The Charity Commission shall be notified of any such change.

4. Membership

4.1 Membership of the Society shall be open to all on completion of an application form and the payment of an annual subscription.

4.2 The Board shall recommend the membership subscription. Any proposed changes to the level of subscription shall require the approval of the Annual General Meeting of the Society.

4.3 Membership shall be deemed to have lapsed if it has not been renewed by the due date as determined and publicised by the Board.

4.4 The Board shall ensure that there is a register of members who are eligible to vote at General Meetings of the Society. The Board shall ensure that members' data are stored securely in accordance with relevant legislation and recognised good practice.

4.5 In exceptional circumstances the Board may nominate members as honorary life members. Any such nomination shall be subject to confirmation at an Annual General Meeting.

4.6 The Board shall maintain a Safety Policy to protect the physical and emotional welfare of members and guests and the public. This policy shall be in accordance with relevant legislation and recognised good practice. The policy shall include a Complaints Procedure.

4.7 Any member whose actions are alleged to be detrimental to the Society's interests or liable to bring the Society into disrepute may be suspended for up to four months or recommended for expulsion from the Society by a panel of three trustees to which such allegations shall be referred. A recommendation for the expulsion of a member shall require confirmation by an Annual General Meeting or an Extraordinary General Meeting of the Society at which the member concerned shall have the right to state his or her case.

5. Finance

5.1 The treasurer shall be responsible for keeping an accurate set of accounts and arranging an annual verification of the Society's accounts by an appropriate person nominated by the Board and confirmed by the Annual General Meeting of the Society.

5.2 The Board shall determine which of its members in addition to the treasurer shall be authorised to approve payments sign financial documents and have direct access to the Society's bank accounts.

5.3 The Board shall be responsible for ensuring that the Society's funds are used to further the Society's aims and objectives.

5.4 The Board shall have the power to charge members and non-members for participation in the Society's activities.

6. Deposition of Finds

6.1 All archaeological finds and documentary information acquired by members in the course of a Society project shall be offered in the first instance to the Society or to an appropriate body subject to the landowner's consent or any overriding legal obligation. The Board shall always seek to ensure that such items coming into the Society's possession or to the Society's notice are preserved in a responsible and ethical way in the public interest.

7. Stewardship of the Society's assets

7.1 Should circumstances render the Board unable to exercise responsible stewardship of the Society's assets, the Board shall:

- i. Seek professional advice on the disposition of the Society's collections.
- ii. Seek to ensure that the assets are passed to reputable and appropriate institutions. In the case of items from the museum

collections the process adopted will be in accordance with the Museums Association Code of Ethics then current with preference to institutions accredited to Arts Council England or a registered successor scheme.

- iii. Seek to ensure that any items on loan to the Society are returned to their owners or offered to the beneficiaries of the owners' estates.

8. Dissolution of the Society

8.1. The Board or any ten members of the Society may propose the dissolution of the Society. Any such proposal if originating outside the Board must carry the dated signatures of the proposers. The reasons for any proposal must be set out in writing.

8.2 Any proposal must explain how the Society's assets would be disposed of in accordance with the Clause 8.4 set out below and the trustees must comply with the resolution if it is consistent.

8.3 Any proposal must be presented to and voted on at an Extraordinary General Meeting of the Society. The approval of such a proposal shall need the agreement of at least two thirds of the votes cast by the Society's members either present or by proxy.

8.4 The assets of the charity must be disposed of in accordance with the requirements set out in Section 7 Stewardship of the Society's Assets.

The trustees must apply any remaining property or money:

- (i) directly for the objects;
- (ii) by transfer to any charity or charities for purposes the same as or similar to the charity;
- (iii) in such other manner as the Charity Commission for England and Wales ('the Commission') may approve in writing in advance.

8.5 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).

8.6 The trustees must notify the Commission promptly that the charity has been dissolved and advise of the circumstances and the reason for the decision. 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. e

9. Review of the Society's Governing Document

9.1 The Society's Governing Document shall be reviewed by the trustees every five years or sooner if the Board deems necessary. The outcome of such a review shall be reported to the Society's Annual General Meeting.