

**Great Yarmouth Local History and
Archaeological Society**
(Established 1888)

CONSTITUTION (adopted May 2018)

INTERPRETATION

In this Constitution, unless the context requires otherwise, the following expressions have the following meanings:

“the Act” means the Companies Act 1993 including any statutory modification or re-enactment thereof for the time being in force;

“the Constitution” means the Constitution of the Charity;

“The Committee” means the committee appointed to conduct the management of the affairs of the Society including the Charity Trustees and others elected by the Members.

“The Charity” means the society intended to be regulated by the Constitution;

"Code of Practice" means such code of practice as may be adopted by the Charity from time to time in accordance with the provisions of the Rules.

“General Meeting” means a meeting convened of the Members.

"Members" means those members admitted pursuant to clauses (4) and (5).

"Officers" means those Members appointed Trustees of the Charity pursuant to Clause 9.

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity including a joint assistant or deputy secretary.

Subject to the aforesaid, words or expressions contained in the Constitution shall, unless the context requires otherwise, bear the same meaning as in the Act.

Words importing the singular number shall include the plural and vice versa.

Words importing the masculine shall include the feminine and neuter and vice versa and words importing persons shall include bodies corporate, unincorporated associations and partnerships.

Words which appear in the Rules shall, unless the context requires otherwise, bear the same meaning as in the Constitution and vice-versa.

originally adopted 7 December 1978, last amended 15 May 2009, this amendment adopted May 2018.

The headings to sections and clause numbers in brackets are inserted for ease of reference only and shall not affect the interpretation or construction of this Constitution.

NAME AND OBJECTS OF THE SOCIETY

1. The Society shall be called the “Great Yarmouth Local History and Archaeological Society”.
2. The Objects of the Society shall be:
 - a. To advance the education of the public in the archaeology and history of Great Yarmouth and district (hereinafter called “the area of benefit”);
 - b. to influence the preservation and conservation of historic buildings and monuments within the area of benefit.

CARRYING OUT THE OBJECTS

3. In order to carry out the charitable Objects, the Trustees have the power to:
 - a. organise activities in pursuance of the Objects and make them available to Members and the public;
 - b. publish reports of historical research and archaeological excavations undertaken by Members of the Society;
 - c. raise funds, receive grants and donations;
 - d. apply funds to carry out the work of the Charity;
 - e. co-operate with and support other charities with similar purposes;
 - f. do anything which is lawful and necessary to achieve the Objects.

MEMBERS

4. Subscribers to the Objects of the Society admitted in accordance with this Constitution shall be Members of the Society. No person / organisation shall be admitted as a Member of the Society unless:
 - a. he delivers to the Society an application for Membership in such form as the Committee may require;
 - b. his application is not refused by the Committee;
 - c. he confirms his support for the Objects; and
 - d. he pays the annual Membership subscription as determined from time to time by the Committee.
5.
 - a. Membership of the Society is open to any person / organisation who is able to contribute to the achievement of the Objects of the Society;

- b. Any Member who has rendered long and distinguished service to the Society may be elected Honorary Member at an Annual General Meeting. An Honorary Member will pay no annual membership subscription.

GENERAL MEETINGS

6. An Annual General Meeting of the Members shall be held in each year for receiving the report of the Committee, approving the accounts and proceeding with elections of the Officers and other Members of the Committee.
7. The Committee or the Secretary shall, at the request of Members, call an Extraordinary General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

8. No business shall be transacted at any General Meeting unless a quorum is present. 25% of the Members on the date of the General Meeting shall constitute a quorum.

COMMITTEE

9. The management of the affairs of the Society shall be vested in a Committee elected by Members consisting of a President, Chair, Treasurer and Secretary and one other, who shall be the nominated Trustees (Officers) of the Society, and eight other Members elected out of the general body. The names of the five Trustees will be registered with the Charity Commission and may act as signatories for the Society's Bank Accounts. Two signatories being necessary to release funds.
10. The Trustees shall hold the right of veto over any motion presented to the Committee.
11. The Committee shall have the power to co-opt Members to itself. Such Members shall have the same rights as other Committee Members.
12. The Committee may appoint any sub-committees and may delegate any of their powers to any such sub-committees. All proceedings of a sub-committee shall be reported to the Committee.

APPOINTMENT AND RETIREMENT OF MEMBERS OF THE COMMITTEE

13. All Members of the Committee shall be elected for a period of three years and shall be eligible for re-election at the end of that period at the Annual General Meeting;
14. Nominations for Members for the Committee shall be received from the Membership in advance of the Annual General Meeting as determined by the Committee.

DISQUALIFICATION AND REMOVAL OF MEMBERS OF THE COMMITTEE

15. A member of the Committee shall cease to hold office if he:
 - a. ceases to be a Member of the Society;
 - b. ceases to be a member of the Committee by virtue of any provision of the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Act;
 - c. becomes incapable by reason of mental disorder illness or injury of managing and administering his own affairs;
 - d. is, for the time being, detained in prison or is otherwise convicted of any offence which, in the opinion of the other Members of the Committee, may bring the Society into disrepute;
 - e. resigns his appointment by notice to the Society (but only if at least two Members of the Committee will remain in office when the notice of resignation is to take effect);
 - f. is absent without the permission of the Committee from three consecutive meetings and the Committee resolves that his office be vacated.

PROCEEDINGS OF THE COMMITTEE

16. Subject to the provisions of this Constitution, the Committee may regulate their proceedings as they think fit.
17. 50% Members shall constitute a quorum.

MINUTES

18. Minutes shall be entered of all proceedings at General Meetings, the meetings of the Committee or of any sub-committee. At the commencement of each meeting the minutes of the preceding meeting shall be read and confirmed as a true record by those present.

ACCOUNTS

19. Accounts shall be prepared in accordance with the provisions of the Act, and a statement of the financial position of the Society given at the Annual General Meeting.

RULES

20. The Committee may from time to time make such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society. In particular, but without prejudice to the generality, they may by such rules or by-laws regulate:
 - a. the admission and classification of Members of the Society and the rights and privileges of such Members; the conditions of

- Membership and the terms on which Members may resign or have their Membership terminated; the annual subscriptions and other fees or payments to be made by Members;
- b. the conduct of Members of the Society in relation to one another and to the Society's servants;
 - c. the setting aside of the whole or any part or parts of the Society's assets at any particular time or times or for any particular purpose or purposes;
 - d. the procedure at General Meetings and meetings of the Committee and sub-committees in so far as such procedures are not regulated by this Constitution;
 - e. the Society's internal communications;
 - f. Codes of Practice;
 - g. titles and job descriptions for Officers of the Society;
 - h. the procedures adopted for meetings and other activities organised for the pursuance of the Objects.
21. The Committee shall adopt such means as they think sufficient to bring to the notice of Members of the Society all such rules or by-laws which shall be binding on all Members of the Society provided that no rule or by-law shall be inconsistent with or shall affect or repeal anything contained in this Constitution.
22. The Members shall have power to alter add to or repeal the rules or by-laws upon a motion being made in accordance with the Rules at a General Meeting.

RESTRICTIONS

23. The Society is precluded from making any dividend, gift, division or bonus in money, to or between any of its Members. Trustees cannot receive any money or property from the Charity, except to refund reasonable out of pocket expenses.
24. No alteration shall be made to this Constitution except at a General Meeting, called for that purpose, at not less than seven days notice. Such notice shall contain the particulars of the alteration(s) proposed. Such alteration(s) must be recorded by attachment to the minutes of that meeting and signed by the Chair.
25. No alteration or deletion or addition should be made to Clause 2, this Clause (25) or the dissolution Clause (27).
26. No amendment may be made to this Constitution, the effect of which would cause the Society to cease to be a charity in law.
27. If upon the dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any assets whatsoever this shall not be paid or distributed among the Members of the Society,

but shall be given or transferred to a charitable organisation or organisations having similar Objects of the Society.