

Constitution of the Cambrian Archaeological Association

A new set of Laws were approved at an Extraordinary General Meeting held in August 2001 and named after the building in which the Meeting was held and are thus known as The Speech House Laws. A minor modification was subsequently required by the Charity Commission and the new Laws were printed in vol. 151 (2002) of *Archaeologia Cambrensis*. There have been two minor changes since that date. In 2015 the following amendment to paragraph B Administration was approved at the Annual General Meeting: 'The members of the Executive Committee are hereafter termed Trustees'. At the Annual General Meeting of 2015 further changes were approved. Paragraph F was amended to 'At the Annual general Meeting of the Charity the trustees shall elect from among themselves a chairman, a secretary, a treasurer, an editor, a membership secretary and a programme secretary'. Paragraph H was also changed to 'The Executive Committee shall consist of fourteen members'.

The 'Speech House Laws', 2002

A. NAME

The name of the Association is Cambrian Archaeological Association / Cymdeithas Hynafiaethau Cymru (hereafter 'the Charity').

B. ADMINISTRATION

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 Executive Committee, constituted by clause H of this constitution (hereafter 'the Executive Committee').

C. OBJECTS

The Charity's objects (hereafter 'the Objects') are to examine, preserve and illustrate the ancient monuments and remains of the history, language, manners, customs, arts and industries of Wales and the Marches and to educate the public in such matters. In furtherance of these objects the Charity's activities may include publication of *Archaeologia Cambrensis* and other publications, the holding of meetings, excursions and conferences for members and guests, the holding of regular public lectures to which the public will be admitted, the making of grants and awarding of prizes, and any other lawful functions which the Executive Committee may deem appropriate to promote the objects of the Charity.

D. POWERS

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following powers:

- (i) power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- (ii) power to deposit or invest funds in any lawful manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability and the need for diversity);
- (iii) power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- (iv) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- (v) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;
- (vi) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- (vii) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- (viii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (ix) power to appoint and constitute such advisory committees as the Executive Committee may think fit;
- (x) power to appoint and constitute such working parties as the Executive Committee may think fit, for such limited functions as Executive Committee may think fit;
- (xi) power to do all such other lawful things as are necessary for the achievement of the Objects.

E. MEMBERSHIP

1. Membership of the Charity shall be open to:
 - (i) Any individual (over the age of 18 years) (hereafter Member) who is interested in furthering the work of the Charity and who has paid any annual subscription laid down from time to time by the Executive Committee.

- (ii) Each Member may extend his membership to include one other person (hereafter Joint Member), nominally resident at the same address, by payment of the appropriate annual subscription laid down from time to time by the Executive Committee; such combination of Member and Joint Member shall receive only one copy of the Charity's publications and mailings; other than not receiving the publications and mailings the Joint Member will have all other rights and privileges of membership.
 - (iii) Any individual in full time education (hereafter Student Member) who is interested in furthering the work of the Charity and who has paid any annual subscription laid down from time to time by the Executive Committee.
 - (iv) Any individual under the age of eighteen years (hereafter Junior Member) who is interested in furthering the work of the Charity and who has paid any annual subscription laid down from time to time by the Executive Committee.
 - (v) Any body corporate or unincorporated association (hereafter 'organisational member') which is interested in furthering the Charity's work and has paid any annual subscription ('corporate member') or arranged any annual publication exchange requirements ('corresponding member') as laid down from time to time by the Executive Committee.
- 2. Every Member, Joint Member and Student Member shall each have one vote.
 - 3. No organisational member or Junior Member shall have a vote.
 - 4. The Executive Committee may by unanimous vote and for good reason terminate the membership of any individual or organisational member: provided that the individual concerned or an appointed representative of the organisational member concerned (as the case may be) shall have the right to be heard by the Executive Committee, accompanied by a friend, before a final decision is made.
 - 5. Additional forms of membership, as named and defined by the Executive Committee, may be granted to individuals (over the age of 18 years) who are interested in furthering the work of the Charity and who have conformed with the requirements, whether financial or academic, laid down by the Executive Committee, when such degree of membership has been confirmed by members in Annual General Meeting.

F. EXECUTIVE OFFICERS.

At the Annual General Meeting of the Charity the members shall elect from amongst themselves a chairman, a secretary, a treasurer and an editor, who shall hold office from the conclusion of that meeting.

G. PRESIDENT

At the Annual General Meeting of the Charity the members shall elect a President and/or a President Elect, who shall hold office for the years defined. The President and President-Elect shall not ex officio be trustees, although they may be proposed for such posts in the normal way. The President shall normally preside over the General Meetings of the Charity during the period of his office.

H. EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of twelve members being:
 - (a) The Executive Officers specified in preceding clause F;
 - (b) Eight members elected at the annual general meeting who shall hold office from the conclusion of that meeting;
2. The Executive Committee may in the interim between Annual General Meetings co-opt members to fill casual vacancies arising under clause I. Each appointment of a co-opted member shall take effect immediately.
3. All the members of the Executive 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 re-elected or re-appointed, provided that this is in accordance with such rules as the Executive Committee may from time to time make.
4. The proceedings of the Executive 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.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to election or co-option as a member of the Executive Committee whether on first or on any subsequent entry into office until after signing a declaration of acceptance and of willingness to act in the trusts of the Charity, which declaration will be inserted in the minute book of the Executive Committee.

I. DETERMINATION OF MEMBERSHIP OF EXECUTIVE COMMITTEE

A member of the Executive Committee shall cease to hold office if he or she:

1. is disqualified from acting as a member of the Executive Committee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs, or for similar reasons or by death becomes incapable of attending meetings of the Executive Committee;
3. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect);
4. is absent from an Executive Committee meeting without a reasonable explanation.

J. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

No member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee. A member of the Executive Committee may be reimbursed for vouched expenses incurred on Charity business but shall take no part in the discussion on that matter; a member of the Executive Committee may not otherwise benefit from the Charity other than as an ordinary member participating in Charity functions.

K. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of the Executive Committee upon not less than 7 days' notice being given to the other members of the Executive Committee of the matters to be discussed.
2. The chairman shall preside at meetings of the Executive Committee. If the chairman is absent from any meeting, the members of the Executive 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 six members of the Executive Committee are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive 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. They will arrange for their archives to be deposited in the National Library of

Wales or such other repository as they may deem appropriate. No rule may be made which is inconsistent with this constitution.

7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee, with powers to co-opt other members, for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
8. The Executive Committee shall have power to request persons with special knowledge or skills to attend meetings of the Executive Committee as non-voting advisors or observers.

L. RECEIPTS AND EXPENDITURE

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into account(s) operated by the Executive Committee in the name of the Charity at such bank(s) as the Executive Committee shall from time to time decide. All cheques drawn on the account(s) must be signed by at least two authorised persons, one of whom must be a member of the Executive Committee.
2. The 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 Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than two individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Executive 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 stockbroking company which is a member of the International Stock Exchange (or any

subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

N. ACCOUNTS

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- 1 the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the charity, detailing the separate funds under the Charity's control;
3. the auditing or independent examination of the statements of account of the Charity; and
4. the transmission of the statements of account of the Charity to the Commission.

O. ANNUAL REPORT

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

P. ANNUAL RETURN

The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment 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 normally be held in association with one of the Charity's functions in each year or in exceptional circumstances by a stand-alone meeting.
2. Every Annual General Meeting shall be called by the Executive Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Charity. All the members of the Charity whose membership confers voting rights shall be entitled to attend and vote at the meeting.
3. The President shall be the chairman of every General Meeting, 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 Executive 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 Executive Committee must be made by a member of the Charity in writing and must be in the hands of the Secretary of the Executive Committee at least 14 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot of members present.
6. The business to be considered at an Annual General Meeting will be adoption of the Annual Report and Annual Return to the Charity Commission, the election of members of the Executive Committee, the election of a President and President elect to serve for stated periods, and the election of persons to any advanced forms of membership recommended by the Executive Committee. The members assembled may elect persons of eminence to the honorary posts of Patron and/or Vice President. The members assembled may also propose motions on matters of importance concerned with the Charity's Objects, which motions must be sent in writing to the General Secretary at least fourteen days before the Annual General Meeting. In the case of urgent matters arising concerned with the Charity's Objects, a motion may be proposed from the chair without advance notice.

R. SPECIAL GENERAL MEETINGS

The Executive Committee may call a Special General Meeting of the Charity at any time. If at least twenty-five 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 state the business to be discussed.

S. PROCEDURE AT GENERAL MEETINGS

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least twenty members of the Charity are present at any general meeting.
3. All issues upon which a vote is taken shall be by vote of those present and voting.

T. NOTICES

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 Executive Committee on any member either personally, by electronic means, or by sending it through the post in a prepaid letter addressed to such member

at his or her last known address in the United Kingdom or overseas, and any letter so sent shall be deemed to have been received within 10 days of posting. Such notices may be sent by electronic means if so requested by individual members.

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 charity clause), clause B (the objects clause), clause J (Executive Committee members not to be personally interested clause), clause V (the dissolution clause) 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 Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

V. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all 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 voting the Executive Committee shall have power to realise 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 institution 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.

W. ARRANGEMENTS FOR THE FIRST ANNUAL GENERAL MEETING UNDER THIS NEW CONSTITUTION.

As this constitution is a redrawing of existing laws to suit changing requirements, it is expected that the extraordinary meeting at which this constitution is adopted will be followed within a matter of minutes by an Annual General Meeting, summoned under the earlier Laws of the Association ('Llandrindod Laws'). For the purposes of that Annual General Meeting the notifications given under such earlier Laws will be deemed to be satisfactory; all existing

members of the General Committee and all existing Officers will be deemed to be validly nominated for election under the new constitution, should they wish to accept nomination, notwithstanding nomination times in clauses above. For purposes of this first Annual General Meeting only, nominations of other persons will be taken from members present at the time of meeting, provided that the nominees are willing to accept nomination and sign the declaration required by clause H6.