

## **CBA: WALES CYMRU GROUP - CONSTITUTION**

### ***Registered Charity in England & Wales 518374***

#### **1. NAME**

The name of the Charity is CBA: Wales Cymru Group (hereinafter called "The Group").

#### **2. STATUS**

- (1) The Group shall be an independent body pursuing its aims by charitable means for charitable purposes.
- (2) The Group shall be governed by the terms of this Constitution.
- (3) As such, the Charity shall owe allegiance to no political party and to no avowed political pressure Group and shall have no religious or racial bias

#### **3. OBJECTS**

The Group is established to pursue the following objects:

- (1) To advance the study and practice of archaeology;
- (2) To promote the education of the public in such archaeology;
- (3) To conduct and/or communicate the results of relevant research;
- (4) To advance public understanding and care of the historic environment.

#### **4. RELATIONSHIP WITH COUNCIL FOR BRITISH ARCHAEOLOGY ("CBA")**

The Group is supported by the CBA and works on a local and national level to further the common aims of the CBA and the Group. The CBA is a registered charity in England & Wales (Number 287815) and in Scotland (SCO41971) and a company limited by guarantee (Number 1760254) with a registered address at De Grey House, St Leonard's Place, York, YO1 7HE.

#### **5. ADMINISTRATION**

The general management and control of the Group and its assets shall be vested in the Group's Committee of Trustees ('the Committee'), as defined in Clause 7 below.

#### **6. MEMBERSHIP**

- (1) Membership of the Group shall be open to:
  - (i) individuals who are interested in furthering the work of the Group and who have paid any annual subscription:
    - (a) to the CBA at a rate laid down annually by the CBA Council, the member being allocated to the Group as part of CBA membership; **or**
    - (b) to the Group at a rate laid down from time to time by the Committee.
  - (ii) institutional or affiliate members, being anybody corporate or unincorporated association active in archaeology or related fields ('member organisation'), who have paid any annual subscription as aforesaid.

- (2) Honorary members may be appointed at the discretion of the Committee. Honorary members shall not be entitled to vote.
- (3) The Committee shall have the right to:
  - (i) approve or reject applications for membership if:
    - (a) acting reasonably and properly, it considers it to be in the best interests of the charity to refuse the application;
    - (b) the Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision;
    - (c) the Committee must consider any written representations the applicant may make about the decision;
    - (d) the Committee's decision following any written representations must be notified to the applicant in writing, but shall be final; and
  - (ii) for good and sufficient reason to terminate the membership of any individual or organisation, PROVIDED THAT the individual or representative[s] concerned shall have the right to be heard by the Committee before a final decision is made.
- (4) A member shall cease to be a member if:
  - (i) the member dies, or if it is an organisation ceases to exist;
  - (ii) the member resigns by written notice to the Group unless, after the resignation, there would be less than two members;
  - (iii) any sum due from the member to the Group is not paid in full within six months of it falling due;
  - (iv) the member is removed from membership by a resolution of the Trustees that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of Trustees at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.
- (5) Each member, individual or organisation, is entitled to receive one copy of all general meetings' papers and one copy of the annual publication, *Archaeology in Wales*.

## **7. COMMITTEE OF TRUSTEES**

- (1) The Committee shall comprise the Officers below and other members elected in accordance with this Constitution. The Officers and other members of the Committee shall be the Trustees of the Group.

- (2) The Committee shall consist of not less than 5 and not more than 16 members being:
  - (i) the honorary officers specified in the following clause;
  - (ii) not more than 5 members elected at the annual general meeting who shall hold office from the conclusion of that meeting; ("ordinary members").
- (3) The Committee may in addition appoint up to 4 co-opted members PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the Committee. Such co-opted members shall serve until the next annual general meeting.
- (4) For those Trustees subject to election from the membership, election to the Committee shall be for three years. Members of the Committee so elected shall be eligible to stand for one further term of three years after the first term of office, but on completion of the second term would not be eligible for re-election until one year has elapsed
- (5) The proceedings of the 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.
- (6) Nobody shall be appointed as a member of the Committee who is aged under 18 years. However, members of the Group who are aged under 18 years may attend and contribute to Committee meetings at the invitation of the Chair.
- (7) If a vacancy occurs amongst the ordinary Committee members of the Group, the Committee shall have the power to fill the vacancy by co-option until the next Annual General Meeting.
- (8) The election of Honorary Officers and ordinary members shall take place as necessary at the Annual General Meeting. Notification of election shall appear in the circulated agenda. Nominations must reach the Secretary *at least six weeks before the Annual General Meeting* for circulation with the agenda, duly proposed and seconded in writing, and supported by the written agreement of the nominee. For this purpose email counts as a written submission.

## **8. HONORARY OFFICERS**

- (1) At the annual general meeting of the Group the members shall elect from among themselves a Chair, a Secretary, a Treasurer, Membership Secretary, Editor and such other Honorary Officers ('the Officers') as the Group shall from time to time decide.
- (2) The Honorary Officers of the Group shall hold office until the conclusion of the annual general meeting next after their election, but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold

office for more than 6 consecutive years. On the expiration of such a period, one further year must elapse before any former Honorary Officer shall be eligible for re-election.

- (3) The CBA Trustee with liaison responsibilities to the Group shall be entitled to attend meetings of the Group and Committee in a non-voting capacity.
- (4) The Group shall appoint an independent financial examiner (as defined by the Charity Commission) who is not a member of the committee and shall determine his or her remuneration (if any).
- (5) If casual vacancies occur amongst the Honorary Officers of the Group, the Committee shall have the power to fill these by majority vote from amongst its members until the next general meeting.

## **9. POWERS**

- (1) The Committee must manage the business of the Group and have the following powers in order to further the Objects (but not for any other purpose):
  - (a) raise funds and invite and receive contributions provided that in raising funds the Committee shall not undertake permanent trading activities and must comply with any relevant laws and statutory regulations;
  - (b) co-operate with the Council for British Archaeology (see above) and, where appropriate, 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;
  - (c) arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
  - (d) collect and disseminate information on all matters affecting the objects within the region and exchange such information with the CBA, individuals or other bodies having similar objects;
  - (e) cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or other media of communication) as shall further the Objects;
  - (f) work to ensure the Charity provides a framework for communication and discussion, and is a vehicle for representation to the wider community and to the CBA of any consensus which emerges;
  - (g) appoint and constitute such advisory committees as the Committee may think fit;

- (h) establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
  - (i) acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
  - (j) set aside income as a reserve against future expenditure but only in accordance with an agreed written policy about reserves.
  - (k) obtain and pay for such goods and services as are necessary for carrying out the work of the Group;
  - (l) purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the achievement of the objects and maintain and equip it for use;
  - (m) dispose of all or any part of the property of the Group subject to any consents required by law;
  - (n) open and operate such bank accounts as the Trustees consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000 (or any statutory reenactment or modification of that provision);
  - (o) borrow money and charge all or any part of the property of the Group with repayment of the money so borrowed subject to any consents required by law;
  - (p) employ such staff as are necessary for the proper pursuit of the objects;
  - (q) do all such other lawful things as are necessary for the achievement of the objects.
- (2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Trustees.
- (3) Any meeting of the Committee of Trustees at which a quorum is present at the time the relevant decision is made, may exercise all the powers above exercisable by the Trustees.

#### **10. DISQUALIFICATION AND REMOVAL OF TRUSTEES**

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

- (1) is disqualified from acting as a member of the Committee by virtue of part 9 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of the Group;

- (3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (4) is absent without the permission of the Committee from all their meetings held within a period of twelve consecutive months and the Committee resolve that his or her office be vacated, or;
- (5) notifies to the Committee a wish to resign (but only if at least two members of the Committee will remain in office when the notice of resignation is to take effect).

## **11. MEETINGS AND PROCEEDINGS OF THE COMMITTEE**

- (1) The Committee may regulate its proceedings as it thinks fit, subject to the provisions of this constitution.
- (2) Any Trustee may call a meeting of the Committee.
- (3) The Secretary must call a meeting of the Committee if requested to do so by a Trustee.
- (4) The Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two Trustees upon not less than 4 working days' notice in writing being given to the other members of the Committee of the matters to be discussed.
- (5) The chair shall act as chair at meetings of the Committee. If the chair is absent from any meeting, the members of the Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (6) A Committee meeting shall be considered quorate when attended by a minimum of five members, at least two of whom must be Honorary Officers. No business shall be transacted unless a quorum is present.
- (7) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not eligible to vote. Trustees are ineligible to vote if they have declared a conflict of interest on an agenda item at the start of the meeting, or if such a circumstance occurs during the business of the meeting, e.g.in "matters arising" or "Any other business".
- (8) Every matter shall be determined by a majority of votes of the members of the Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (9) The Secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every Committee and sub-

committee meeting of the Group. Draft minutes shall be distributed to all current Committee members within a time agreed by the committee and thereafter to be made available for inspection on request by members of the Group once they have been adopted at the next meeting. Minutes of reserve business will be made available to committee members only.

- (10) A resolution in writing signed by all Trustees entitled to receive notice shall be as valid and effectual as if it had been passed at a meeting of the Committee.
- (11) The Committee may from time to time make and alter rules for the conduct of their business, the summoning, quorum and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

## **12. DELEGATION**

- (1) The Committee may appoint one or more sub-committees for the purpose of making an inquiry or supervising or performing any function or duty which, in the opinion of the 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 Committee. The members of a sub-committee should include at least two Committee members. The terms of any such delegation should be recorded in the minutes.
- (2) The Trustees may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the Group except in accordance with a budget previously agreed with the Trustees
- (3) The Trustees may revoke or alter a delegation.

## **13. IRREGULARITIES IN PROCEEDINGS**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Committee, or of a sub-committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
  - who was disqualified from holding office
  - who had previously retired or who had been obliged by the constitution to vacate office
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise. if, without:
    - the vote of that Trustee; and
    - that Trustee being counted in the quorum,the decision has been made by the majority of the Trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or of a sub-committee of Trustees if the resolution would otherwise have been void.
- (3) No resolution or act of
  - (i) the Trustees
  - (ii) any sub-committee of the Trustees
  - (iii) the Group in general meeting shall be invalidated by reason of the failure to give notice to any Trustee or member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a member or the beneficiaries of the Group.

#### **14. MINUTES**

The Committee must keep minutes of all:

- (a) appointments of Officers and Trustees made by the Group
- (b) proceedings at meetings of the Group
- (c) meetings of the Trustees and sub-committees of Trustees including:
  - (i) the names of the Trustees present at the meetings;
  - (ii) the decisions made at the meetings; and
  - (iii) where appropriate the reasons for the decisions

#### **15. RECEIPTS AND EXPENDITURE**

- (1) The funds of the Group, including all donations, contributions and bequests, shall be paid into an account operated by the Committee in the name of the Group at such bank as the Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Committee or other such higher minimum number as may be required by the bank or the Committee.
- (2) The income and property of the Group shall be applied solely towards the promotion of the Objects.
- (3) A Trustee may pay out of, or be reimbursed from, the funds of the Group reasonable expenses properly incurred by him or her when acting on behalf of the Group.
- (4) None of the income or property of the Group may be paid or transferred directly or indirectly by way of profit to any member of the Group. This does not prevent:
  - (a) any member who is not also a Trustee from receiving reasonable and proper remuneration for any goods or services supplied to the Group; any Trustee from:
    - (i) buying goods or services from the Group upon the same terms as other members or members of the public;

- (ii) receiving a benefit from the Group in the capacity of a beneficiary of the Group, provided that the Trustees comply with the provisions of sub-clause (5) of this clause, or as a member of the Group and upon the same terms as other members;
  - (b) the purchase of indemnity insurance for the Trustees against any liability that by virtue of any rule of law would otherwise attach to a Trustee or other officer in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Group but excluding:
    - (i) fines;
    - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
    - (iii) liabilities to the Group that result from conduct that the Trustee or other Officer knew or ought to have known was not in the best interests of the Group or in respect of which the person concerned did not care whether that conduct was in the best interests of the Group or not.
- (5) No Trustee may be paid or receive any other benefit for being a Trustee.

## **16. ANNUAL REPORT & ACCOUNTS**

The Committee shall comply with their obligations under the Charities Act 2011 (or any statutory re-enactment or modification of that Act) with regard to:

- (a) the keeping of accounting records for the Group;
- (b) the preparation of annual statements of account for the Group;
- (c) the independent examination of the statements of account for the Group, if required;
- (d) the preparation of an annual report of the Group's activities;
- (e) transmission of the statements of account and the annual report of the Group to the Charity Commission of England & Wales, if required; and
- (f) preparation of an annual return and its transmission to the Charity Commission.

## **17. REGISTERED PARTICULARS**

The Committee must notify the Charity Commission promptly of any changes which will affect the Group's entry on the Central Register of Charities.

## **18. GENERAL MEETINGS**

- (1) The Group must hold a general meeting within twelve months of the date of the adoption of this constitution.

- (2) Annual general meetings must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than the annual general meeting shall be called special general meetings. The Committee may call a special general meeting at any time. The Committee must call a special general meeting if requested to do so by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Committee fails to hold a meeting within 28 days of the request, the membership may call a special general meeting but in doing so must comply with the provisions of this constitution.
- (4) Every annual general meeting shall be called by the Committee. The secretary shall give at least 21 clear days' notice of the annual general meeting to all members of the Group. All the members of the Group shall be entitled to attend and vote at the meeting, except for members who are under 18 years who may attend but are not entitled to vote. A general meeting may be called by shorter notice, if it is so agreed by all members entitled to attend and vote.
- (5) Notice to members may be either in writing or given by electronic communication. It must specify the date, time and place of the meeting and the general nature of the business to be transacted.
- (6) The Committee shall present to each annual general meeting the report and accounts of the Group for the preceding year.
- (7) The secretary or other person specially appointed by the Committee shall keep a full record of proceedings at every general meeting of the Group.
- (8) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, ten members exclusive of the chair, secretary, treasurer [and other Officers if any have been appointed] personally present shall be a quorum.
- (9) When a general meeting is held wholly or partly online, anyone who attends that meeting by electronic means and who is thereby able to participate in the meeting shall count as present at that meeting for the purpose of this constitution, including (for the avoidance of doubt) in their ability to vote.
- (10) If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall

stand adjourned, at the same time and place, or at such other time or place as the Trustees may determine. The Committee must re-convene the meeting and give at least seven clear days' notice of the re-convened meeting to all members stating the date time and place of the meeting. if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

- (11) Every individual member over the age of 18 years shall have one vote. Members under the age of 18 years are eligible to attend Group meetings, but are not eligible to vote.
- (12)
  - (i) Each member organisation shall have one vote.
  - (ii) Each member organisation can appoint;
    - a) one individual to represent it and to vote on its behalf at general meetings of the Group
    - b) a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Group.
  - (iii) In the event of a representative resigning or otherwise leaving the member organisation, he or she shall forthwith cease to be the representative thereof.

## **19. 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 1 (the name of the charity), clause 3 (the objects), clause 20 (dissolution) or this clause without the prior consent in writing of the Charity Commission of England and Wales.
- (3) No amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or donors to the Group.
- (4) No amendment may be made which would have the effect of making the Group cease to be a charity at law.
- (5) The Committee should, within 21 days of an agreed amendment send to the Charity Commissioner a copy of any amendments made under this clause.
- (6) The Constitution will be reviewed every 5 years by the Committee and alterations presented to the members of the Group at the next AGM as per clauses 1 – 5 above.

## **20. DISSOLUTION**

- (1) If the Committee decides that it is necessary to dissolve the Group it shall call a meeting of all the members of the Group, 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 Committee shall have power to realise any assets held by or on behalf of the Group.
- (2) The members may pass a resolution before or at the same time as the resolution to dissolve the Group specifying the manner in which the Committee is to apply the remaining assets of the Group and the Committee must comply with the resolution insofar as it is consistent with this constitution.
- (3) If the members resolve to dissolve the Group the Committee will remain in office as Trustees and be responsible for winding up the affairs of the Group in accordance with this clause.
- (4) The Committee must collect in all assets of the Group and must pay or make provision for all liabilities of the Group.
- (5) The Committee must apply any remaining property or money
  - (a) directly for the objects
  - (b) by transfer to the CBA or to such other charitable institution or institutions having objects similar to the objects of the Group as the members of the Group may determine or failing that shall be applied for some other charitable purpose approved in advance by the Charity Commission.
- (6) A copy of the statement of accounts, or account and statement, for the final accounting period of the Group must be sent to the Charity Commission.
- (7) In no circumstances shall the net assets of the Group be paid to or distributed amongst the members of the Group (except to a member that is itself a charity).

## **21. INSURANCE**

The Committee must insure suitably in terms of public liability and other necessary areas of cover.

## **22. ADOPTION**

This constitution was adopted at the Annual General Meeting held on 18<sup>th</sup> October 2014. It replaced the previous constitution for the Group adopted 18<sup>th</sup> October 2003.

## **23. RULES**

- (1) The Committee may from time to time make rules or bye-laws for the conduct of their business.
- (2) The bye-laws may regulate the following matters but are not restricted to them:
  - (a) the admission of members of the Group (including the admission of organisations to membership) and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
  - (b) the conduct of members of the Group in relation to one another and to the Groups volunteers and employees (if any); A Grievance Procedure will be adopted setting out a process to follow in the event of a member expressing a grievance.
  - (c) the procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by this constitution; the keeping and authenticating of records;
  - (d) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.
- (3) The Group in general meeting has the power to alter, add to or repeal the rules or bye-laws.
- (4) The Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the Group
- (5) The rules or bye-laws shall be binding on all members of the Group. No rule or bye-law shall be inconsistent with or shall affect or repeal anything contained in this constitution.

Adopted 18<sup>th</sup> October 2014  
Revised 1<sup>st</sup> October 2022