

The Bristol and Gloucestershire Archaeological Society

Rules of the Society

1 *Name and Objects of the Society*

The Society shall be called the BRISTOL AND GLOUCESTERSHIRE ARCHAEOLOGICAL SOCIETY

The Society's objects are to educate the public in the history, heritage and archaeology of Bristol and Gloucestershire, and to promote their study, by:

- Encouraging and facilitating research and practical engagement
- Providing avenues for publication and the public dissemination of knowledge
- Public engagement through meetings, talks and events
- Advocating the appropriate care and protection of historic sites, buildings, objects and records; and the appropriate development of public facilities and access.

2 *Constitution of the Society*

The Society shall consist of Honorary Members, Ordinary Members, Associate Members, and Institutional Members.

3 *Ordinary Members*

Any person shall be eligible to become an ordinary member.

- a) Admission to membership shall occur either:
 - i) after the submission to the General Secretary of an application form; or
 - ii) on the nomination of a Trustee.
- b) The rates of annual subscription for all categories of membership shall be as determined by the Trustees from time to time; except in the case of members who compounded their subscription for life under former provisions of these Rules, who shall continue to enjoy the privileges of ordinary membership without further payment.
- c) Subscriptions shall be paid on 1 January in every subsequent year in respect of the year then beginning.
- d) Ordinary members shall be entitled to the following privileges:
 - i) to attend the meetings of the Society and to vote on any formal proposals.
 - ii) to receive one free copy of each issue of the Society's Transactions produced for the period of their membership PROVIDED THAT no member shall receive a copy of an issue for a year for which their subscription is unpaid.
 - iii) to have access to the Society's library and to use the books subject to such conditions as the Trustees may from time to time determine.
 - iv) to receive one copy of each record series volume published provided that the supplemental 'record' subscription of such sum as Trustees shall from time to time determine has been paid in respect of the year or years in which the volume is published.

4 *Honorary Members*

The Trustees may at any time nominate for election at a General Meeting of the Society as an honorary member any person who is eminent in the fields supported by the Society or has rendered special services to the Society. Honorary members shall enjoy the privileges of ordinary members but shall pay no subscription.

5 *Associate Members*

Ordinary members and honorary members may nominate persons living in their house as part of their household as associate members. Associate membership shall be subject to the provisions of Rule 3 EXCEPT THAT, associate members shall:

- a) not be entitled to receive free copies of publications issued free to other classes of members.
- b) cease to be associate members when they no longer belong to the household of an ordinary member or honorary member.

6 *Institutional Members*

A library, society, or other institution may be an institutional member in return for an annual payment of such sum as the Trustees shall from time to time determine, subject to advance notification, on 1 January each year. Institutional members shall be entitled to:

- a) receive free all publications issued free to ordinary subscribing members.
- b) receive other publications of the Society at prices less than those charged to non-members.
- c) attend meetings of the Society, but not to vote, in the person of the secretary of the institution or his nominee.

7 *Cessation of Membership*

Membership of the Society shall cease:

- a) by voluntary resignation, after payments of all subscriptions that may be due.
- b) by breach of the Rules of the Society.
- c) by conduct which in the opinion of the Trustees would bring discredit on the Society.
- d) by application of clause (b) of Rule 5.

PROVIDED THAT

- i) no membership shall cease under clauses (b) or (c) of this Rule until a resolution to that effect be passed by the Trustees, and
- ii) a copy of any such resolution be sent to the member to whom it relates

AND PROVIDED NEVERTHELESS THAT the Trustees may remove from the list of members the name of a member whose subscription is three years or more in arrears.

8 *Visitors*

Members may introduce visitors to the meetings, other than business meetings, of the Society on taking the necessary tickets in accordance with the terms indicated from time to time in the programme of arrangements prepared for such meetings. Such tickets shall not include any privileges of the Society other than those of attending such meetings.

9 *The Trustees of the Society*

The affairs of the Society shall be managed by not more than 12 Trustees, who shall consist of:

- a) the holders of posts elected at the Annual General Meeting, that is to say,
General Secretary
Treasurer
up to 10 other Trustees
- b) such other individuals as the Trustees may co-opt.

The quorum shall be 5 Trustees.

10 *Trustees' powers*

The Trustees:

- a) may make procedural rules to regulate the flow of business and the conduct of meetings of Trustees, of any committees or panels they may appoint, and of the Advisory Council appointed under Rule 11; such rules may include arrangements for members and Trustees to participate and vote in a meeting by remote means
- b) shall make financial regulations to be observed in the conduct of the Society's financial affairs, including financial planning, internal financial control, investment, declarations of Trustees' interests and the awarding of grants.
- c) may draw up role descriptions for holders of offices elected at the annual general meeting.

11 *The Advisory Council of the Society*

The Trustees may call upon the assistance of an Advisory Council made up of invited members of the Society who are not Trustees. The Advisory Council may be consulted on matters of strategy, policy and significant change, whether within the Society or in the light of changes in the Society's external environment. The Trustees will appoint a President and Vice-Presidents to chair meetings of the Advisory Council.

12 *Treasurer*

The Treasurer shall be elected annually at a General Meeting of the Society:

- a) The Treasurer shall be responsible for transacting the financial business of the Society.
- b) The bank account or accounts of the Society shall be kept at such bank or banks as the Trustees shall determine.
- c) Cheques drawn on such accounts for payments approved by the Trustees shall be signed by the Treasurer or by such other officers of the Society as the Trustees shall from time to time appoint to sign jointly with or in place of the Treasurer.
- d) The Treasurer shall prepare an annual statement of accounts to the 31 December and after audit or examination, submit it to the General Meeting of the Society in the year following.

13 *General Secretary of the Society*

The General Secretary shall be elected annually at a General Meeting of the Society. The General Secretary shall:

- a) personally, or by deputy attend the meetings of the Society and of the Trustees, and enter in a minute book the proceedings, and shall afterwards carry out the instructions and resolutions passed at such meetings.
- b) send out notices of the business meetings of the Society and of the meetings of Trustees.

14 *Out-of-pocket Expenses and Remuneration of Officers*

- a) Persons incurring reasonable and proper expenses shall be reimbursed in accordance with arrangements determined from time to time by the Trustees.
- b) The Trustees shall determine the remuneration to be awarded to the auditor or examiner of the Society's accounts, or to others for extraordinary services.

15 *Auditor or Independent Examiner*

- a) An auditor or examiner shall be appointed by the Trustees.
- b) The Trustees shall arrange for the Society's accounts to be audited or examined as may be required by law. If neither is required by law, the Trustees shall arrange for the accounts to be examined in such manner as Trustees shall think fit.

16 *Plurality of Office*

No provision of these Rules shall be deemed to prevent any officer from holding one or more other offices at the same time, if duly elected. The duties of any offices may be discharged jointly or by several persons at once if the Society at a General Meeting so decides.

17 *Vacancies of Office*

If any office named in Rules 9, 12 or 13 becomes vacant the Trustees shall have power to fill the same PROVIDED THAT such appointments shall remain in force only until the next General Meeting of the Society.

18 *Committees of the Society*

The Trustees may appoint committees or panels for any of the Society's purposes or functions, and may regulate their membership, mode of appointment, terms of reference, procedures and delegated powers.

19 *Business Meetings of the Society*

- a) The Society shall hold at least one General Meeting for the transaction of business in each year:
 - i) The time and place of a General Meeting shall be determined by the Trustees.
 - ii) The arrangements for a General Meeting shall be made by the General Secretary and submitted to the Trustees for approval.
 - iii) The agenda of a General Meeting shall be prepared by the Chair of the Trustees and the General Secretary and submitted by them to the Trustees.
 - iv) A report of the Trustees on the proceedings of the Society during the past year and a statement of the financial position of the Society shall be laid before a General Meeting of the Society each year.
 - v) A General Meeting of the Society shall elect officers of the Society and members of the Trustees for the ensuing year as required by rules 9, 12 and 13.
- b) A Special Meeting of the Society shall be convened by the General Secretary on the request of the President, or of the Chair of Trustees, or on receipt of a requisition signed by not less than ten ordinary or honorary members of the Society. The requisition shall state the purpose for which the meeting is required and the motion to be put. A proposed motion shall be deemed ineligible and the requisition for the Special Meeting void if it reverses or substantially alters a resolution of the Society at a General Meeting held less than two years prior to the date of the requisition. The decision of the Chair of Trustees, Treasurer and General Secretary or the majority of them as to whether a proposed motion falls within the terms of the foregoing shall be final.
- c) A motion shall not be brought before a meeting unless notice of it has been received by the General Secretary twenty-one days at least before the meeting at which it is to be moved.
- d) At least fourteen days' notice of a business meeting shall be given to all members by the General Secretary.
- e) Every question put to a meeting of the Society shall be decided, subject to the provisions of Rules 21 and 22, by a simple majority of votes of ordinary members, honorary members and associate members of the Society who shall vote on that question. When the division of votes is equal the Chair of the meeting shall have a second or casting vote. Members who have voted on a proposal by postal ballot, or by other remote means arranged with the approval of the Trustees by the Honorary

General Secretary, shall be deemed to be present at a meeting at which the proposal is considered.

- f) No business of the Society shall be transacted at any meeting at which less than twenty members of the Society are present.

20 *Other Meetings of the Society*

The Society shall meet or make excursions for the purpose of viewing and hearing papers read on subjects of antiquarian, historical or archaeological interest within the county of Gloucestershire or elsewhere:

- a) The places and dates of such visits shall be determined by Trustees; as a general rule, a day's excursion shall be made in the spring and autumn of each year.
- b) The arrangements for such meetings shall be made by the Meetings Secretary, with the assistance of such local committees as may be thought desirable, and the arrangements for such meetings shall be submitted to Trustees for approval.

21 *Assets of the Society*

- a) If the Society shall acquire land or an interest in land, the Trustees shall take steps to secure that it is vested in the Official Custodian for Charities so long as the Society shall continue to be unincorporated.
- b) All other assets of the Society shall, if possible, be held in the name of the Society,
- c) Where that is not possible, the Trustees shall take steps to secure that the interest of the Society in the asset is appropriately identified and recorded by whoever holds the asset.
- d) The Trustees shall from time to time, as necessary, resolve pursuant to such legislation as may be currently in force, to authorise individual Trustees to execute documents or other instruments in the name of and on behalf of the Society.
- e) All property shall be under the control of the Trustees and in the event of the dissolution of the Society shall be disposed of in accordance with the provision of Rule 22.
- f) The Trustees may designate such funds as it may see fit in order to produce interest, dividends or other income to finance any of the Society's charitable activities and, within the periods permitted by law, may accumulate money in any fund so established.

22 *Dissolution of the Society*

The Society may be dissolved in the manner following:

- a) A proposal in writing for the dissolution, signed by no less than fifty members, shall be delivered to the General Secretary not less than three calendar months before the meeting at which it is to be discussed.
- b) Not less than two calendar months before the meeting at which it is to be discussed, a copy of such proposal shall be sent by the General Secretary to every member of the Society.

- c) At the meeting at which such proposal is discussed and considered, ordinary members, honorary members, and associate members may vote personally or by such other means as are approved by the Trustees,
- d) No proposal for the dissolution of the Society may be put to a vote unless it:
 - i) contains a provision for the balance of the assets of the Society after the discharge of all liabilities to be applied for named purposes in Bristol and Gloucestershire as are compatible with the provision of such legislation as may be currently in force, and
 - ii) has been submitted in accordance with clauses (a) and (b) of this Rule.
- e) No such proposal shall be deemed to be carried unless:
 - i) the majority for it is two thirds of those voting at the meeting. Members who have voted on a proposal by postal ballot, or by other remote means arranged with the approval of the Trustees by the Honorary General Secretary, shall be deemed to be present at a meeting at which the proposal is considered.
 - ii) the number in favour of it is equal to at least half of the members of the Society entitled to vote.

23 *Alteration on these Rules shall be made only in manner following:*

- a) Notice of a proposed change shall be sent to members of the Society together with the notice of the manner and date on which the change is to be considered.
- b) No such proposed change shall be deemed to be carried unless the number who vote in favour of it is not less than two thirds of the members who participate in the vote.

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