

# Council for British Archaeology

## **ARTICLES OF ASSOCIATION** **of** **THE COUNCIL FOR BRITISH ARCHAEOLOGY**

Registered charity number 287815

A Company Limited by Guarantee and not having a Share Capital

Company Number 1760254 - Incorporated on 10 October 1983 under The Companies Acts 1985 to 1989

### **Articles of Association\***

#### ***Interpretation***

1. In these articles:
  - "the Act" means the Companies Act 2006.
  - "the seal" means the common seal of the Council.
  - "the Council" means THE COUNCIL FOR BRITISH ARCHAEOLOGY which is the name of the company regulated by these Articles
  - "electronic form" has the meaning given in section 1168 of the Companies Act 2006

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible or electronic form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Council.

#### ***Objects***

2. \*\*The Council is established for the benefit of the public with the following objects ("the Objects"):
  - 2.1. to advance the study and practice of archaeology pertaining to Great Britain and Northern Ireland
  - 2.2. to promote the education of the public in such archaeology
  - 2.3. to conduct and communicate the results of relevant research
  - 2.4. to advance public understanding and care of the historic environment.

#### ***Powers***

3. In furtherance of the Objects but not otherwise the Council may exercise the following powers:
  - 3.1. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Council.
  - 3.2. +To raise funds and organise appeals and invite and receive contributions from any person or persons whatsoever by way of subscription (whether or not under deed of covenant) donation and otherwise provided that the Council shall not undertake any permanent trading activities in raising funds the profits of which are liable to tax otherwise than for carrying out its primary charitable objects;

# Council for British Archaeology

- 3.3. To acquire, alter improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- 3.4. Subject to Article 4 below to employ such staff, who shall not be directors of the Council (hereinafter referred to as "the trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provisions for the payment of pensions and superannuation to staff and their dependants;
- 3.5. +To establish support act as trustee or aid in the establishment and support of any charitable associations institutions or trusts and to subscribe or guarantee money for charitable purposes in any way connected with the objects of the Council or which shall further its interests or any of them;
- 3.6. +To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them and to subscribe to support affiliate become a member of amalgamate with merge with or cooperate with any other charitable organisation institution society or body not formed for or established for purposes of profit (whether incorporated or not and whether in Great Britain or Northern Ireland or elsewhere) whose objects are wholly or in part similar to those of the Council and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Council;
- 3.7. To do all such other lawful things as are necessary for the achievement of the Objects;
- 3.8. +Subject to such consents as may be required by law to borrow and raise money and secure or discharge any debt or obligation of the Council in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real and personal property (present and future) of the Council or by the creation and issue of debentures debenture stock or other obligations or securities of any description;
- 3.9. To set aside funds for special purposes or as reserves against future expenditure;
- 3.10. To invest the monies of the Council not immediately required for its purposes in or upon such investment securities or properties as may be thought fit and to vary the investment thereof in such manner as may from time to time be determined subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law;
- 3.11. To delegate the management of investments to a financial expert but only on terms that:
  - 3.11.1. The investment policy is set down in writing for the financial expert by the trustees
  - 3.11.2. Every transaction is reported promptly to the trustees
  - 3.11.3. The performance of the investments is reviewed regularly with the trustees
  - 3.11.4. The trustees are entitled to cancel the delegation arrangement at any time
  - 3.11.5. The investment policy and the delegation arrangement are reviewed at least once a year
  - 3.11.6. All payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the trustees on receipt
  - 3.11.7. The financial expert must not do anything outside the powers of the trustees;
- 3.12. To arrange for investments or other property of the Council to be held in the name of a nominee (being a corporate body registered or having an established place of business in England or Wales) under the control of the trustees or other financial expert acting under their instructions and to pay any reasonable fee required;
- 3.13. To provide indemnity insurance to cover the liability of the trustees (or any trustee) which by virtue of any rule of law would otherwise attach to them in respect of any

# Council for British Archaeology

negligence default breach of trust or breach of duty of which they may be guilty in relation to the Council Provided that any such insurance shall not extend to any claim arising from any act or omission which the trustees (or any trustee) knew to be a breach of trust or breach of duty or which was committed by the trustees in reckless disregard of whether it was a breach of trust or breach of duty or not and provided that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the trustees (or any trustee) in their capacity as trustees (or trustee) of the Council;

- 3.14. To insure the property of the Council against any foreseeable risk and take out other insurance policies to protect the Council where required;
- 3.15. To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Council;
- 3.16. To purchase or otherwise acquire and undertake all or such part of the property, assets, liabilities and engagements as may lawfully be acquired or undertaken by the Council of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or partially similar to the Council;
- 3.17. To use any form of media and communication including but not limited to printing and publishing any newspaper periodicals books articles or leaflets using films television video and the internet.

## ***Application of income and property***

4. The income and property of the Council shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Council, and no trustee shall be appointed to any office of the Council paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Council: Provided that nothing in this document shall prevent any payment in good faith by the Council of:
  - 4.1. reasonable and proper remuneration for any services rendered to the Council by any member, officer or servant of the Council who is not a trustee;
  - 4.2. interest on money lent by any member of the Council or trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the trustees;
  - 4.3. fees, remuneration or other benefit in money or money's worth to any company of which a trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
  - 4.4. reasonable and proper rent for premises demised or let by any member of the Company or a trustee;
  - 4.5. \*\*any premium in respect of any indemnity insurance to cover the liability of the trustees + subject to the terms set out in Article 63.

## ***Limitation of members' liability***

5. The liability of the members is limited.
6. Every member of the Council undertakes to contribute such amount as may be required (not exceeding £1) to the Council's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member for payment of the Council's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

# Council for British Archaeology

## ***Winding up***

7. If the Council is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Council but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibit the distribution of income and property to an extent at least as great as is imposed on the Council by Article 4 above, chosen by the members of the Council at or before the time of dissolution and if that cannot be done then to some other charitable object. Nothing in these Articles shall authorise an application of the property of the charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

## ***Membership of the Council***

8. The first Members of the Council shall be (a) the bodies corporate whose representatives are Members of the Founding Body at the date hereof and (b) one person nominated by each of the unincorporated bodies whose representatives are Members of the Founding Body at the date hereof.
9. Subject as herein provided the Members of the Council shall be such bodies or persons concerned to advance objects similar to those of the Council as shall from time to time be approved and admitted to Membership by the Council in General Meeting.
10. No body shall be admitted a Member of the Council unless approved by the Council. Every body or person wishing to become a Member shall deliver to the Council an application for Membership executed in such form as the Trustees may require. The Council may delegate powers of approval for the admission of individual or organisational\*\*\* Members to the Trustees. Membership shall not be transferable and + a Member shall cease to be a Member:
  - 10.1 by resignation in writing to the company secretary
  - 10.2 if (in the case of an individual Member) he or she dies or (being a company) goes into liquidation other than for the purposes of solvent reconstruction or is dissolved
  - 10.3 if in the Trustees reasonable opinion the Member's continued membership is prejudicial to the Council's objects (but only after notifying the Member in writing and considering the matter in light of any written representations which the Member concerned puts forward within fourteen clear days after receiving notice)
  - 10.4 by failing to pay such annual subscription as the Council may at any time or times in General Meeting resolve within a reasonable time.
11. A Member having resigned from but wishing to rejoin the Council may be admitted to Membership without the need for approval as aforesaid.
12. Notes follow
  - 12.1 Every Member of the Council shall pay such annual subscription as the Council may at any time or times in General Meeting resolve.
  - 12.2 Such persons or organisations as are admitted to membership in accordance with the rules made under Article 64 shall be Members of the Council. No person shall be admitted as a Member of the Council unless his/her application for membership is approved by the Trustees.
  - 12.3 Unless the Trustees or the Council in general meeting shall make other provision under Article 64 the Trustees may in their absolute discretion permit any member of the Council to retire, provided that after such retirement the number of members is not less than two.

## ***CBA Groups and the Council for Scottish Archaeology***

13. The Council shall work with the Council for Scottish Archaeology, CBA Wales, CBA Groups in England and other appropriate bodies in order to assist in the promotion of mutual charitable objects.

# Council for British Archaeology

## **Meetings of the Council**

### 14. Notes follow

- 14.1 The Council shall hold its first General Meeting at such time being not more than fifteen months after its incorporation and at such time and place as the Trustees may determine.
- 14.2 The Council shall, in every calendar year after that of the first General Meeting, at such time and place as may be determined by the Trustees, hold a General Meeting as its Annual General Meeting and shall specify the Meeting as such in the notice thereof. Not more than fifteen months shall elapse between Annual General Meetings.
15. The Council may in every such calendar year as aforesaid at such time and place as may be determined by the Trustees, hold a second General Meeting as its Winter General Meeting and shall specify the Meeting as such in the notice thereof;
16. All General Meetings, other than the Annual General Meeting and a Winter General Meeting, shall be called General Meetings and the expression "General Meeting" in these Articles shall include Annual General Meetings, Winter General Meetings and all other General Meetings.
17. The Trustees may, whenever they think fit, convene a General Meeting, and General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 303 of the Act.
18. Fourteen days' notice at the least of every General Meeting (exclusive in every case both of the day on which it is served or deemed to have been served and of the day for which it is given), specifying the place, the day and the hour of the Meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons as are hereunder entitled to receive such notices from the Council and to the Auditors of the Council. Such notice must contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 30.3.
19. The accidental omission to give notice of a Meeting to, or the non-receipt of notice by, any Member or person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding taken, at any Meeting.
20. The ordinary business at each Annual General Meeting shall be the consideration of the income and expenditure account and balance sheet, and the reports of the Trustees and of the Auditors, the confirmation of the retirement of those Trustees retiring by rotation and the announcement of the appointment of Trustees arising from the postal ballot as referred to in these Articles in place of those retiring, and the appointment of the Auditors. All other business and all business at any Winter General Meeting or other General Meeting shall be deemed special.
21. 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 persons who are Members or representatives of Members (not being the Trustees) who have the equivalent of a voting capacity of 30 votes shall be a quorum.
22. If within thirty minutes from the time appointed for the holding of the 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 to the same day in the week after the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned Meeting a quorum is not present within thirty minutes from the time appointed for holding the Meeting the persons being Members or representatives of Members who are present at the Meeting shall be a quorum.
23. \*\*\*The Chair of the Council shall act as Chairman at every General Meeting but if at any Meeting he/she shall not be present within five minutes after the time appointed, or shall be unwilling to preside, the senior Vice-Chair present shall be the Chairman, or if no Vice-Chair shall be present or all Vice-Chairs present decline to be the Chairman, the Members present shall choose one of the Trustees or if no such Trustee be present, or if all the

# Council for British Archaeology

Trustees present decline to take the chair, they shall choose a person who is a Member or a representative of a Member of the Council who shall be present to preside.

24. The Chairman may, with the consent of any Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn a Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned Meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned Meeting.
25. Notes follow
  - 25.1 At all General Meetings a resolution put to the vote of the Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:
    - 25.1.1 by the Chairman; or
    - 25.1.2 by at least two Members having the right to vote at the Meeting; or
    - 25.1.3 by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the Meeting.
  - 25.2 Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of the Meeting shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against the resolution.
26. Subject to the provisions of the next succeeding Article if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second or casting vote.
29. The demand for a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll had been demanded.

## ***Votes of Members***

30. Subject as herein provided, on a poll, every individual Member shall have one vote, every Institutional Member with a Membership not exceeding 200 and every Institutional Member which does not have a Membership shall have three votes, every Institutional Member with a Membership of between 201 and 500 shall have five votes and every Institutional Member with Membership in excess of 500 Members shall have seven votes.
  - 30.1 The votes of each Institutional Member shall be cast by one designated representative of such institutional Member.
  - 30.2 On a poll votes may be given either personally or by proxy.
  - 30.3 An instrument appointing a proxy shall be in writing, executed by or on behalf of the Appointer and shall be in the following form (or in the form as near thereto as circumstances allow or in any other form which is usual or which the Trustees may approve).

The Council for British Archaeology

I/We

Being a Member/Members of the above-named Council hereby appoint

Of

Or failing him/her \_\_\_\_\_ of \_\_\_\_\_

As my/our proxy at the Annual/Winter/ General Meeting of the Council to be held on

\_\_\_\_\_,

# Council for British Archaeology

and at any adjournment thereof  
Signed on

## **The Trustees**

31. The number of the Trustees shall be no more than fifteen.
32. The Trustees shall be appointed as provided subsequently in these Articles.
33. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Council shall be managed by the Trustees who may exercise all the powers of the Council. No alteration of the Memorandum and Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by a special power given to the Trustees by the Articles and a Meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.
34. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Trustees shall have the following powers namely:
  - 34.1 to expend the funds of the Council in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Council such part of the funds as they may see fit and to direct the sale or transportation of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Council;
  - 34.2 to enter into contracts on behalf of that Council;
  - 34.3 to employ such persons as shall be necessary for the promotion of the efficient conduct of the Council's business.
35. +Subject to Article 43, any person wishing to be elected or re-elected as a Trustee must be nominated by either six individual Members or one Institutional Member or CBA Wales Cymru, the Council for Scottish Archaeology or an English CBA Group in writing to the Trustees to be received by them no later than three calendar months prior to the date of the next Annual General Meeting. Invitations for Trustee nominations shall be sent to Members not less than four calendar months prior to the date of the next Annual General Meeting. The invitations for Trustee nominations will also include notice of vacancies (if any) from among the number of Trustees for any of the following unremunerated Executive Officers (individually called Executive Officer) of the Council
  - 35.1 \*\*\*a Chair
  - 35.2 \*\*\*up to three Vice-Chairs
  - 35.3 a Treasurer; and
  - 35.4 a Secretary
36. If notice of any vacancies for Executive Officers is sent out under Article 35, any person wishing to be elected as an Executive Officer must be nominated by either six individual Members or one Institutional Member or CBA Wales Cymru, the Council for Scottish Archaeology or an English CBA Group in writing to the Trustees to be received by them no later than three calendar months prior to the date of the next Annual General Meeting. For the avoidance of doubt, such a person must either be a Trustee of the Council already or a person nominated by their Members pursuant to Article 35.
37. No person may be appointed as a Trustee:
  - 37.1 unless he/she is at least 18 years old; or
  - 37.2 if he/she is disqualified from acting as a Trustee as set out in Article 47
38. Not less than fourteen clear days before the date appointed for holding an Annual General Meeting, notice shall be given to all persons who are entitled to receive notice of the Meeting of the person who is nominated by their Members pursuant to Article 35 for election or re-election as a Trustee. The notice shall give particulars of that person and shall also include a ballot paper for the election or re-election of Trustees, which, subject to Article 43, shall state the period of office each person (if elected or re-elected) would serve as a Trustee (subject to earlier termination of office and Article 45).

# Council for British Archaeology

39. Not less than fourteen clear days before the date appointed for holding an Annual General Meeting, notice shall be given to all persons who are entitled to receive notice of the Meeting of the person (if any) who is nominated by their Members pursuant to Article 36 for election as an Executive Officer. The notice shall give particulars of that person and shall also include a ballot paper for the election of Executive Officers.
40. The election or re-election of Trustees and the election of Executive Officers shall be by postal ballot and the result of such ballot shall be announced at the next following Annual General Meeting.
41. Any appointment of a Trustee as an Executive Officer may be made on such terms as the Trustees determine
  - 41.1 for the avoidance of doubt, any person nominated by their Members to be elected or re-elected as a Trustee under Article 35, who is also nominated by their Members to be elected an Executive Officer under Article 36, cannot be appointed as an Executive Officer if he or she is not elected or re-elected as a Trustee, which result shall be announced at the Annual General Meeting under Article 40
  - 41.2 any appointment of a Trustee as an Executive Officer shall terminate if he or she ceases to be a Trustee
  - 41.3 if the Members fail to nominate or elect Executive Officers to vacancies from among the number of Trustees, the Trustees may appoint from any of their number such persons who are willing to be Executive Officers to fill such vacancies.
42. The votes of Members on the ballot papers under Articles 38 and 39 must be returned to the place stipulated on the ballot papers within five days of the date of the next Annual General Meeting. Any votes received after such date shall not be counted in the ballot.
43. Every Trustee shall be elected for a term of up to three years (subject to earlier termination of office and Article 45) and may be re-elected at the end of their term of office if he or she is nominated by their Members under Article 35. Provided that if a Trustee has held office for nine consecutive years he or she shall not be eligible to stand for re-election until he or she has been out of office for at least one year.
44. At every Annual General Meeting at least one third of the Trustees shall retire by rotation. If the number of Trustees is not a multiple of three, the number nearest to one third shall retire at each Annual General Meeting.
45. The Trustees to retire by rotation shall be those due to retire at the end of their term(s) of office and (if that does not amount to at least one third of trustees) those who have been longest in office since their last election, but as between persons who became or were last elected on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot drawn by the Chairman.
46. +The Trustees may appoint a person who is willing to act as a Trustee to fill a vacancy. A Trustee so appointed shall hold office only until the next following Annual General Meeting and shall not be taken into account in determining the Trustees who are to retire by rotation at the Meeting. If not re-appointed he or she shall vacate office at the conclusion thereof. Subject as aforesaid, a Trustee who retires at an Annual General Meeting may, if willing to act, be re-appointed.

## ***Disqualification and Removal of Trustees***

47. A Trustee shall cease to hold office if he or she:
  - 47.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of sections 178 to 180 of the Charities Act 2011\*\*\* (or any statutory re-enactment or modification of that provision);
  - 47.2 become incapable by reason of mental disorder, illness or injury of managing and administering his/her own affairs;
  - 47.3 resigns his/her office by notice to the Council (but only if at least five Trustees will remain in office when the notice of resignation is to take effect);



# Council for British Archaeology

- 47.4 or is absent without the permission of the Trustees from all their Meetings held within a period of six months and the Trustees resolve that his/her office be vacated.

## **Trustees' Expenses**

48. The Trustees may be paid all reasonable travelling, accommodation and other expenses named by them in connection with their attendance at meetings of Trustees or General Meetings or otherwise in connection with the discharge of their duties, but shall otherwise be paid no remuneration.

## **Trustees' Appointments**

49. The Secretary of the Council, at the request of at least three Trustees, shall call a Meeting of the Trustees. It shall not be necessary to give notice of a Meeting to a Trustee who is absent from the United Kingdom. Questions arising at a Meeting shall be decided by a simple majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
50. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or five Trustees of which at least two must be executive officers which ever is the lesser.
51. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a General Meeting.
52. \*\*\*The Chair of the Council shall act as Chairman at every Meeting of Trustees, but if at any Meeting he/she shall not be present within five minutes after the time appointed, or shall be unwilling' to preside the Senior Vice Chair present shall be the Chairman, or if no Vice Chair shall be present or all Vice-Chairs decline to take the chair the Trustees may appoint one of their number to be Chairman of the Meeting.
53. The Trustees may appoint one or more sub-committees consisting of three or more Trustees and any other such person or persons whether a Trustee, Member or otherwise whom the Trustees consider beneficial to the work of such sub-committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such subcommittee shall be fully and promptly reported to the Trustees.
54. All acts done by a Meeting of Trustees or of a sub-committee of Trustees, shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
55. A resolution in writing, signed by all the Trustees entitled to receive notice of a Meeting of Trustees or in electronic form agreed by all the Trustees entitled to receive notice of a Meeting of Trustees, shall be as valid and effective as if it had been passed at a Meeting of Trustees or (as the case may be) a sub-committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
56. Any bank account in which any part of the assets of the Council is deposited shall be operated by the Trustees and shall indicate the name of the Council. All cheques and orders for the payment of money from such account shall be signed by at least two signatories authorised by the Trustees.
57. The Trustees shall cause proper minutes to be kept of all proceedings of the Council, the Trustees and any sub-committees and any such minutes if purported to be signed by the Chairman of a Meeting or by the Chairman of the next succeeding Meeting shall be sufficient evidence without further proof of the facts stated in them.
58. The Trustees shall cause to be kept proper books of account with respect to:

# Council for British Archaeology

- 58.1 all sums of money received and expended by the Council and the matters in respect of which such receipts and expenditure take place;
- 58.2 all sales and purchases of goods by the Council; and
- 58.3 the assets and liabilities of the Council.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Council and to explain its transactions.

- 59. The books of account shall be kept at such place or places as the Trustees shall think fit, and shall always be open to inspection of the Members of the Council and the Trustees at all reasonable times.
- 60. At the Annual General Meeting in every year the Trustees shall lay before the Council a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such Meeting, together with a proper balance sheet made up as at the same date duly audited by properly qualified Auditors. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors and copies of such account, balance sheet and reports shall not be less than fourteen\*\*\* clear days before the date of the Meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served.
- 61. All minutes books of the Trustees and the Council shall be kept at such places as the Trustees shall think fit, and shall always be open to inspection of the Members of the Council and the Trustees at all reasonable times.

## **Annual Report**

- 62. The Trustees shall comply with their obligations under the Charities Act 2011\*\*\* (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

## **Indemnity**

- 63. Subject to the provisions of the Act every Trustee of the Council shall be indemnified out of the assets of the Council against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he/she is acquitted or in connection with any application in which relief is granted to him or her by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Council.

## **Rules**

- 64. Notes follow

- 64.1 The Trustees 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 Council and for the purposes of prescribing classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or by-laws regulate
  - 64.1.1 the admission and classification of Members of the Council (including the admission of organisations to Membership) and the rights and privileges of such Members, and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the subscriptions and other fees or payments to be made by Members;
  - 64.1.2 the conduct of Members of the Council in relation to one another and to the Council's servants;
  - 64.1.3 the setting aside of the whole or any part or parts of the Council's premises at any particular time or times or for any particular purpose or purposes;

# Council for British Archaeology

- 64.1.4 the procedure at General Meetings and Meetings of the Trustees and sub-committees of the Trustees in so far as such procedure is not regulated by these articles;
- 64.1.5 +the procedure for the election of Trustees and Executive Officers by postal ballot;
- 64.1.6 generally, all such matters as are commonly the subject matter of company rules.
- 64.2 The Council in a General Meeting shall have power to alter, add to or repeal the rules or bye-laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Council all such rules or bye-laws, which shall be binding on all Members of the Council. Provided that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

## ***Notices and means of communication to be used***

- 65. Subject to these Articles, anything sent or supplied by or to the Council under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Council.
- 66. Subject to these Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or documents for the time being.
- 67. Any notice to be given to or by any person pursuant to these Articles must be in writing or must be given in electronic form.
- 68. The Council may give any notice to a member either:
  - (a) personally; or
  - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - (c) by leaving it at the address of the member; or
  - (d) by giving it in electronic form to the member's address.
- 69. A member present in person at any meeting and/or General Meeting of the Council shall be deemed to have received notice of the meeting and/or General Meeting and of the purposes for which it was called.
- 70. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 71. Proof that an electronic form of notice was properly given shall be conclusive where the Council can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 72. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication, 48 hours after it was sent.

# Council for British Archaeology

## ***The Seal***

73. The Seal of the Council shall not be affixed to any instrument except by the authority of a resolution of the Trustees, and in the presence of at least two Trustees who shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Council such signatures shall be conclusive evidence that the Seal has been properly affixed.

## **KEY**

\*Adopted by Members at the Winter General Meeting of Council on 29th February 2000

\*\*Revisions adopted by Members at the Annual General Meeting of Council on 30th September 2000

+Amended by Special Resolution dated 9 March 2006

\*\*\*Revisions adopted by Members at the Winter General Meeting of the Council on 3 March 2013