

Constitution

SHARP is a Registered Charity (no. 1064553), and below is our constitution, as agreed by the members at a Special General Meeting held on 1st of August, 2009. It is essentially the same as the document put forward at the Annual General Meeting of 2008, with some minor modifications requested by the Charity Commission.

Part 1

1. The name of the Association (hereinafter called the Association) is The Sedgeford Historical and Archaeological Research Project.

2. Objects

(1) The object of the Association is the advancement of education and conservation by promoting, undertaking and making public historical research and archaeological investigation into the landscape of the Parish of Sedgeford in the county of Norfolk and of adjoining and neighbouring Parishes (hereinafter together referred to as "the Research Area").

(2) A further object of the Association is to provide members of the general public, who are willing to learn how, with the opportunity to directly and actively participate in all aspects of archaeological and historical research processes and to provide training so that they can learn how to do such work properly.

3. Powers

(1) To promote and carry out or assist in promoting and carrying out research, surveys, investigations and excavations and to publish the useful results thereof for the benefit of the public.

(2) To collect and disseminate information on all matters affecting the object of the Association and to exchange such information with other bodies having similar objectives whether in this country or overseas.

(3) To publish, produce or purchase and offer for sale printed or duplicated materials, handbooks, and objects of other kinds relating to the Association's historical research and archaeological investigation.

(4) To organise and conduct meetings, lectures, site tours, visits, seminars, conferences, exhibitions or training courses to promote public and academic understanding of the work carried out or to be carried out by the Association and matters related to it. These shall either be free or at a charge.

(5) To promote the conservation of the Research Area and to advance public understanding of the restorative work of the Association.

(6) To prepare for publication the results of the historical research or archaeological investigation for the Research Area.

(7) To print or otherwise reproduce and publish or arrange and pay for the printing or other reproduction and publishing of such papers, books, periodicals, pamphlets or other paper or electronic documents or films or recorded material (whether audio, visual or both) as the Association considers necessary or desirable for the promotion and achievement of its objects.

(8) To buy, take on lease or otherwise acquire buildings or land or any estate or interest therein.

(9) To sell, let on lease or tenancy, exchange, mortgage or otherwise dispose of buildings or land or any estate or interest therein.

(10) To repair, renovate, rebuild and generally to maintain any buildings or land.

(11) To dispose of any archaeological objects found on those lands in a seemly, respectful manner in accordance with best academic practices and accordance with the wishes of the land owner.

(12) To buy or otherwise acquire tools and other equipment for use in connection with the objects of the Association and sell, lease or otherwise dispose of any such tools or equipment.

(13) To raise funds by subscriptions, donations, grants, loans or trading activities; to invite or accept gifts and legacies of all sorts; to receive goods and services in kind. Any monies thus obtained by the Association shall be used only by the Association.

(14) To make Planning applications, applications for Consent under Byelaws or Building Regulations and other like applications.

(15) To engage in any other charitable activity calculated to promote the historical, archaeological, academic, financial or other interest of the objects of the Association which is deemed reasonable.

4. Application of the Income and Property

(1) The income and property of the Association shall be applied solely towards the promotion of its objects as herein set forth and no portion thereof shall be paid or transferred directly or indirectly to

any member of the Association and no members of the Association shall be appointed to any office of the Association paid by salary or fees or receive any remuneration other benefit in money or money's worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:

(a) Of usual professional or other charges to any member, officer or Trustee of the Association being a Solicitor, Accountant or other person engaged in a profession for work done by him/her or his/her firm on behalf of the Association.

(b) Of interest on money lent by any member of the Association at a rate per annum not exceeding 2% less than the base lending rate for the time being prescribed by the Association's Bank or 3% whichever shall be greater.

(c) Of reasonable and proper rent for premises demised or let by any member of the Association.

(d) Of fees, remuneration or other benefit in money or money's worth to a Company of which a member of the Association may be a member not holding more than one-hundredth part of the capital of that Company and

(e) Of reasonable out-of-pocket expenses to any members of the Association.

5. Dissolution

(1) The Association may be dissolved by a resolution passed by at least two thirds of the members present and eligible to vote at a General Meeting of which not less than twenty one days notice shall have been given to all members of the Association specifying the matter to be discussed. On dissolution the assets of the Association shall not be distributed among members but after provision has been made for meeting all outstanding debts and liabilities they shall be transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members in General Meeting shall decide.

6. Amendments.

(1) Any alteration of this constitution shall receive the assent of not fewer than two thirds of the members of the Association present and voting at a General Meeting called for the purpose provided that any such alteration shall have been received by the Secretary in writing not less than twenty one clear days before the meeting at which the alteration is to be brought forward. At least fourteen clear days notice in writing of such a meeting setting forth the terms of the alteration to be proposed shall be sent by the Secretary to each member of the Association provided that:

(a) no alteration shall be made which would have the effect of causing the Association to cease to be a charity at law.

(b) no amendment be made to alter the Objects of the Association if the change would not be within the reasonable contemplation of the members of the Association.

(2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty one days of it being passed.

PART 2

7. Membership

(1)

(a) All persons who have directly and actively participated in, or by their voluntary efforts and activities facilitated, the work outlined in clause 2 shall be the full members of the Association.

(b) The membership of any person who has not been actively involved in such work for a period of more than two years shall be deemed to have lapsed.

(c) Only current members defined in 7(1)(a) shall be eligible to vote.

(d) Disputes over eligibility for membership shall be settled by resolution at AGM.

(2) Other interested persons may be invited by the Members on a yearly basis to become Friends of SHARP on payment of such subscription as may be determined by the Members. This shall be organised by and through the Secretary of the Friends of Sharp in consultation with the Trustees. Friends of SHARP shall not be entitled to vote.

(3) Membership is not transferable to anyone else.

(4) The Trustees must keep a register of names and addresses of the members.

8. Termination of Membership

(1) Membership is terminated if the member dies, or if it is an organisation, ceases to exist.

(2) The member resigns by written notice to the Association unless, after the resignation, there would

be less than two members.

(3) Any sum due from the member to the Association is not paid in full within six months of it falling due.

(4) The member is removed from the membership by a resolution of the Trustees that it is in the best interests of the Association 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 the 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 Association) has been allowed to make representations to the meeting.

(c) any dispute over membership terminated in this way shall be settled by resolution at the next AGM.

9. Meetings

(1) General Meetings

(a) All lawful and constitutional resolutions passed by General Meeting shall be binding upon the Executive Committee.

(b) All resolutions and elections at General Meetings shall be passed by simple majority unless specified to the contrary in this Constitution.

(c) Each member shall have one vote at General Meetings but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(d) The quorum for general meeting shall be 25 members or 10% of the membership, whichever is the lesser.

(2) Annual General Meetings

(a) An AGM must be held annually during the duration of the summer season. In any event no more than fifteen months should elapse between successive Annual General Meetings.

(b) The Agenda of the AGM shall include an Annual Report, and Reports by the Chairman, and the Treasurer (which shall include an independently ratified statement of accounts).

(3) Special General Meetings

(a) Any general meetings other than the annual general meetings shall be called a Special General Meeting (SGM).

(b) The Trustees may call a SGM at any time.

(c) The Trustees must call a SGM if requested to do so in writing by at least six members. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a SGM but in doing so they must comply with the provisions of this Constitution. The Secretary must give twenty one days notice of the SGM to members.

(4) Quorum

(a) The quorum for Annual General Meetings, General Meetings and Special General Meetings shall be 25 members or 10% of the membership, whichever is the lesser.

10. Notice

(1) The minimum period of notice required to hold any general meeting of the Association is fourteen clear days from the date on which the notice is deemed to have been given.

(2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(3) The notice must be given to all the members.

(4) Any notice required by this constitution to be given to or by any person must be:

(a) in writing; or

(b) given using electronic communications.

(5) The Association 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 using electronic communications to the member's address.

(6) A member who does not register an address with the Association or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the

Association.

(7) A member present in person at any meeting of the Association shall be deemed to have received notice of the meeting and of the purposes for which it was called.

(a) A notice shall be deemed to be given 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

11. *The Executive Committee*

(1) The role of the Executive Committee is the management and administration of SHARP. All members of the Executive Committee are the Trustees of the Association.

(a) The Association shall be administered by an Executive Committee consisting of Chairperson, Treasurer and Secretary and not more than twelve others committee members, or such lesser number as the members at the AGM shall decide is necessary, elected at the Association's Annual General Meeting.

(b) The Executive Committee shall meet at least twice a year and additionally as required.

(c) A member may be co-opted onto the Executive Committee only in the most extreme circumstances e.g. where a vacancy arises unexpectedly and no other existing committee member is able to fulfil the vacant position's responsibilities. A member co-opted to the Executive Committee in such circumstances must submit themselves to election by the full membership of the Association at the earliest possible opportunity. Failure to be elected would mean that the said member cannot be co-opted on to the Executive Committee again.

(2) Quorum

(a) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.

(b) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater or such larger number as maybe decided from time to time by the Trustees.

12. *Appointment of Trustees*

(1) Only members as defined in Clause 7(1)(a) are eligible to stand for the Executive Committee which runs the Association.

(2) The Association in general meeting shall elect the Officers and the other Trustees.

(3) Each of the Trustees shall retire with effect from the conclusion of the Annual General Meeting next after his or her appointment but shall be eligible for re-election at that AGM

(4) No-one may be elected a Trustee or an Officer at any AGM unless the Association is given a notice that:

(a) is signed by a member entitled to vote at the meeting

(b) states the member's intention to propose the appointment of the person as a Trustee or as an Officer.

(5) The appointment of a Trustee whether by the Association in general meeting or by the other Trustees must not cause the number of Trustees to exceed 15 in accordance with Clause 10(7)(a) of this Constitution.

(6) The Trustees may not appoint a person to be an officer if a person has already been elected or appointed to this office and has not vacated the office, except where the officer has been disqualified or removed under the provisions as described in clause 13.

13. *Disqualification and Removal of Trustees*

(1) A Trustee shall cease to hold office if he or she:

(a) is disqualified for acting as a Trustee by virtue of the provisions of the Charities Act 2006 (or any statutory re-enactment or modification of that provision);

(b) ceases to be a member of the Association;

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(d) resigns as a Trustee by notice to the Association (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(e) is absent without the permission of the Trustees from all their meetings held within a period of six consecutive months and the Trustees resolve that his or her office be vacated.

14. *Proceedings of Trustees*

(1) The Trustees may regulate their proceedings as they think fit, subject to the provisions of this constitution.

- (2) Any Trustee may call a meeting of the Trustees.
- (3) The secretary must call a meeting of the Trustees if requested to do so by a Trustee.
- (4) Voting at Trustees' meetings shall be by a show of hands.
- (5) Questions arising at a meeting must be decided by a majority of votes.
- (6) In the case of an equality of votes the chair shall have a second or casting vote.
- (7) A Trustee shall not be counted in the quorum present when any decision is made about a matter on which the Trustee is not entitled to vote.
- (8) 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.
- (9) The person elected as the Chair shall chair meetings of the Trustees.
- (10) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting.
- (11) The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Trustees.
- (12) A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case maybe) a committee of Trustees duly convened and held.
- (13) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

15. *Irregularities in Proceedings*

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Trustees shall be valid notwithstanding the participation in any vote of a Trustee:
 - (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) 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 a 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 if the resolution would otherwise have been void.
- (3) No resolution or act
 - (a) of the Trustees
 - (b) the Association in general meetingshall 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 Association.

16. *Finance*

- (1) Any money obtained by the Association shall be used only for the Association. Any payments made to officers, or members will only be for reimbursement of reasonable expenses.
- (2) Any bank accounts opened for the Association shall be in the name of the Association.
- (3) Any cheques issued shall be signed by the Treasurer and one other from an agreed list of Trustees.
- (4) The accounts will be independently examined at least once a year.
- (5) The Trustees must comply with their obligations under the Charities Act 1993 as amended by the Charities Act 2006 with regard to:
 - (a) the keeping of accounting records for the Association;
 - (b) the preparation of annual statements of account for the Association;
 - (c) the transmission of the statements of account to the Association;
 - (d) the preparation of an Annual Report and its transmission to the Commission;
 - (e) the preparation of an Annual Return and its transmission to the Commission.
- (6) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the Trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

17. *Registered Particulars*

The Trustees must notify the Commission promptly of any changes to the Association's entry on the Central Register of Charities.

18. *Property*

(1) The Trustees must ensure the title to

(a) all land held by or in trust for the Association that is not vested in the Official Custodian of Charities; and

(b) all investments held by or on behalf of the Association, is vested either in a corporation entitled to act as custodian Trustee or in not less than three individuals appointed by them as holding Trustees

19. *Repair and Insurance*

The Trustees must keep in repair and insure to their full value against fire and other usual risks all the buildings and equipment of the Association (except those buildings that are required to be kept in repair and insured by a tenant). They must also insure suitably in respect of public liability and employer's liability.

20. *Adoption of the Constitution*