



Constitution

Governing Document



Approved
March 2020
Updated July 2024



Constitution / Governing Document

Index

Clause

- 1** **Name**
- 2** **Location of Principal Office**
- 3** **Objects / Purposes**
- 4** **Powers**
- 5** **Application of Income and Property**
- 6** **Benefits and payments to charity trustees and connected persons**
 - 1) General provisions
 - 2) Scope and powers permitting trustees' or connected persons' benefits
 - 3) Payment for supply of goods only – controls
 - 4) Safeguarding of vulnerable beneficiaries
- 7** **Conflicts of interest and conflicts of loyalty**
- 8** **Liability of members to contribute to the assets of Altogether Archaeology if it is wound up**
- 9** **Membership**
 - 1) Voting
 - 2) Termination of membership
- 10** **Members' decisions**
 - 1) General provisions
 - 2) Taking ordinary decisions by vote
 - 3) Taking ordinary decisions by written resolution without a general meeting
 - 4) Decisions that must be taken in a particular way
- 11** **General Meetings of Members**
 - 1) Frequency
 - 2) Calling general meetings
 - 3) Notice of general meetings
 - 4) Chairing of general meetings
 - 5) Quorum at general meetings
 - 6) Voting at general meetings
 - 7) Adjournment of meetings

12	<u>Charity trustees</u>
	1) <u>Functions and duties of charity trustees</u>
	2) <u>Eligibility for trusteeship</u>
	3) <u>Number of charity trustees</u>
	4) <u>First charity trustees</u>
13	<u>Appointment of charity trustees</u>
14	<u>Information for new charity trustees</u>
15	<u>Retirement and removal of charity trustees</u>
16	<u>Reappointment of charity trustees</u>
17	<u>Taking of decisions by charity trustees</u>
18	<u>Delegation by charity trustees</u>
19	<u>Meetings and proceedings of charity trustees</u>
	1) Calling meetings
	2) Chairing of meetings
	3) Procedure at meetings
	4) Participation in meetings by electronic means
20	<u>Saving provisions</u>
21	<u>Execution of documents</u>
22	<u>Use of electronic communications</u>
23	<u>Keeping of Registers</u>
24	<u>Minutes</u>
25	<u>Accounting records, accounts, annual reports and returns, register maintenance</u>
26	<u>Rules</u>
27	<u>Disputes and Complaints Policy</u>
28	<u>Amendment of constitution</u>
29	<u>Voluntary winding up or dissolution</u>



Altogether Archaeology

Constitution / Governing Document

1 Name

The name of the organisation shall be Altogether Archaeology.

2 Location of Principal Office

England

3 Objects / Purposes

The objects of the CIO are:

- a) **To advance the education of the public in the subject of the archaeological heritage of the North Pennines**
- b) **To advance education of the public through the development of their archaeological skills**
- c) **To advance the education of the public in general on the subject of archaeology by such means as the trustees decide including the promotion of research into all aspects of that subject and publishing the useful results.**

4 Powers

To further these objects the Committee of Trustees shall have power to:

- a) Obtain, collect and receive money or funds by way of contributions, donations, grants and any other lawful method towards the aims of the Group.
- b) Set and collect subscriptions from its members.
- c) Work together with local authorities, voluntary organisations, other relevant bodies, and the residents of the North Pennines in a common effort to carry out the aims of the Group.
- d) Do all such lawful things as will further the aims of the Group.
- e) By hire or otherwise, acquire any property and to maintain and equip it for use by members

5 Application of Income and Property

- 1) The income and property of Altogether Archaeology will be applied solely towards the promotion of its objects.
 - a) A Charity Trustee is entitled to be reimbursed from property of Altogether Archaeology or may pay out of such property reasonable expenses properly incurred by him/her when acting on behalf of Altogether Archaeology.
 - b) A Charity Trustee may benefit from trustee indemnity cover purchased at Altogether Archaeology's expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011.
- 2) None of the income or property of Altogether Archaeology may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of Altogether Archaeology. This does not prevent a member who is not also a charity trustee receiving:
 - a) a benefit from Altogether Archaeology as a beneficiary of the CIO.
 - b) reasonable and proper remuneration for any goods or services supplied to Altogether Archaeology.
- 3) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by clause 6.

6 Benefits and payments to charity trustees and connected persons

1) General provisions

No charity trustee or connected person may:

- a) buy or receive any goods or services from Altogether Archaeology on terms preferential to those applicable to members of the public;
- b) sell goods, services, or any interest in land to Altogether Archaeology;
- c) be employed by, or receive any remuneration from Altogether Archaeology;
- d) receive any other financial benefit from Altogether Archaeology;
unless the payment or benefit is permitted by sub-clause 2 of this clause, or authorised by the court or the prior written consent of the Charity Commission ("the Commission") has been obtained. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

2) Scope and powers permitting trustees' or connected persons' benefits

- a) A charity trustee or connected person may receive a benefit from Altogether Archaeology as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services to Altogether Archaeology where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- c) Subject to sub-clause 3 of this clause a charity trustee or connected person may provide Altogether Archaeology with goods that are not supplied in connection with services provided to Altogether Archaeology by the charity trustee or connected person.
- d) A charity trustee or connected person may receive interest on money lent to Altogether Archaeology at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to Altogether Archaeology. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- f) A charity trustee or connected person may take part in the normal trading and fundraising activities of Altogether Archaeology on the same terms as members of the public.

3) Payment for supply of goods only – controls

Altogether Archaeology and its charity trustees may only rely upon the authority provided by sub-clause 2c of this clause if each of the following conditions is satisfied:

- a) The amount or maximum amount of the payment for the goods is set out in a written agreement between Altogether Archaeology and the charity trustee or connected person supplying the goods ("the supplier").
- b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- c) The other charity trustees are satisfied that it is in the best interests of Altogether Archaeology to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.
- d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her with regard to the supply of goods to Altogether Archaeology.
- e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
- f) The reason for their decision is recorded by the charity trustees in the minutes.
- g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.

4) Safeguarding of vulnerable beneficiaries

- a) Whilst taking part in any Altogether Archaeology activity, children and young people under the age of 18 years and vulnerable adults should at all times supervised by a Responsible Adult over the age of 18 years.
- b) If the Responsible Adult is not the child's or young person's parent, guardian or teacher they should be able to demonstrate to the Altogether Archaeology Activity Leader's satisfaction that they have been appointed to the role of Responsible Adult by the child's or young person's parent or guardian in writing/email.
- c) Some activities may carry a minimum age restriction and/or restriction on the number of children and/or young people per responsible adult.
- d) Before starting any excavation or fieldwork activity, the Responsible Adult must read the Altogether Archaeology "Diggers Guide" and associated Risk Assessment and ensure that the children, young people and vulnerable adults under their supervision keep to the guidance in those documents. The Responsible Adult must also sign the Health and Safety Declaration form.
- e) Before commencing a walk, the Responsible Adult shall receive a health and safety briefing from the Walk Leader/Back Up and shall ensure that the children, young people and vulnerable adults under their control keep to the guidance.
- f) The Responsible Adult acknowledges that, if in Altogether Archaeology's judgement, the children, young people or vulnerable adults for whom they are responsible are not behaving appropriately, or the level of supervision is deemed to be inadequate, Altogether Archaeology reserves the right to ask them to leave the activity.

7 Conflicts of interest and conflicts of loyalty

A charity trustee must:

- 1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with Altogether Archaeology or in any transaction or arrangement entered into by Altogether Archaeology which has not previously been declared; and

2) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of Altogether Archaeology and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8 Liability of members to contribute to the assets of Altogether Archaeology if it is wound up

If Altogether Archaeology is wound up, the members of Altogether Archaeology have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9 Membership

1) Voting membership shall be open to any individual aged 16 or over who supports the aims of the Group and who, by applying for membership, has indicated his/her agreement to become a member and acceptance of the duty of members as stated below:

- a) it is the duty of members of Altogether Archaeology to exercise his/her powers as a member on the way he/she decides in good faith would be the most likely to further the purpose of Altogether Archaeology
- b) All members who have paid the annual subscription (if any) appropriate to their class of membership shall be entitled to vote at Annual and Special General meetings of the Group and take part in activities organised by Altogether Archaeology.
- c) Annual membership subscriptions shall be as determined from time to time by the Committee of Trustees with the agreement of the membership and shall be payable on or before 1st April each year. Membership shall lapse if a subscription is unpaid four months after it is due. The subscription of a member joining the group in the three months preceding 1st April in any year shall be regarded as covering membership for the Group's subscription year commencing on 1st April following.
- d) Membership of Altogether Archaeology cannot be transferred to anyone else

2) Termination of membership

- a) Membership of Altogether Archaeology comes to an end if:
 - (i) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist; or
 - (ii) the member sends a notice of resignation to the charity trustees; or
 - (iii) any sum of money owed by the member to Altogether Archaeology is not paid in full within four months of its falling due; or
 - (iv) the charity trustees decide that it is in the best interests of Altogether Archaeology that the member in question should be removed from membership, and pass a resolution to that effect.
- b) Before the charity trustees take any decision to remove someone from membership of Altogether Archaeology they must:
 - (i) inform the member of the reasons why it is proposed to remove him or her from membership;
 - (ii) give the member at least 21 clear days' notice in which to make representations to the charity trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the charity trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and

- (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

10 Members' decisions

1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (4) of this clause, decisions of the members of Altogether Archaeology may be taken either by vote at a general meeting as provided in sub-clause (2) of this clause or by written resolution as provided in sub-clause (3b) of this clause.

2) Taking ordinary decisions by vote

Subject to sub-clause (4) of this clause, any decision of the members of Altogether Archaeology may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

3) Taking ordinary decisions by written resolution without a general meeting

a) Subject to sub-clause (4) of this clause, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

(i) a copy of the proposed resolution has been sent to all the members eligible to vote; and

(ii) a simple majority of members has signified its agreement to the resolution in a document or documents which are received by the Secretary within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as Altogether Archaeology has specified.

b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

c) Eligibility to vote on the resolution is limited to members who are members of Altogether Archaeology on the date when the proposal is first circulated in accordance with paragraph (a) above.

d) Not less than 10% of the members of Altogether Archaeology may request the charity trustees to make a proposal for decision by the members.

e) The charity trustees must within 21 days of receiving such a request comply with it if:

i) The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

ii) The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

iii) Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this clause apply to a proposal made at the request of members.

4) Decisions that must be taken in a particular way

a) Any decision to remove a trustee must be taken in accordance with clause 15.2.

b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

c) Any decision to wind up or dissolve Altogether Archaeology must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of Altogether Archaeology to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11 General Meetings of Members

- 1) There must be an annual general meeting (AGM) of the members of Altogether Archaeology. The first AGM must be held within 18 months of the registration of Altogether Archaeology, and subsequent AGMs must be held at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report, and must elect trustees as required under clause 13.

2) Calling general meetings

- a) The charity trustees:

- i) must call the annual general meeting of the members of Altogether Archaeology in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and
- ii) may call any other general meeting of the members at any time.

- b) The charity trustees must, within 21 days, call a general meeting of the members of Altogether Archaeology if:

- i) they receive a request to do so from at least 10% of the members of Altogether Archaeology; and
- ii) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

- c) If, at the time of any such request, there has not been any general meeting of the members of Altogether Archaeology for more than 12 months, then sub-clause (b)(i) of this clause shall have effect as if 5% were substituted for 10%.

- d) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.

- e) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.

- f) Any general meeting called by the charity trustees at the request of the members of Altogether Archaeology must be held within 28 days from the date on which it is called.

- g) If the charity trustees fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.

- h) A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.

- i) Altogether Archaeology must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the charity trustees to duly call the meeting, but Altogether Archaeology shall be entitled to be indemnified by the charity trustees who were responsible for such failure.

3) Notice of general meetings

- a) The charity trustees, or, as the case may be, the relevant members of Altogether Archaeology, must give at least 21 clear days' notice of any general meeting to all of the members.

- b) The notice of any general meeting must:

- i) state the time and date of the meeting;
- ii) give the address at which the meeting is to take place;
- iii) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- iv) if a proposal to alter the constitution of Altogether Archaeology is to be considered at the meeting, include the text of the proposed alteration;

- v) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re-election as trustee.
- c) Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- d) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by Altogether Archaeology.

4) Chairing of general meetings

The person elected as chair by the membership shall, if present at the general meeting and willing to act, preside as chair of the meeting. If not present, the Trustees of Altogether Archaeology who are present at a general meeting shall elect a chair to preside at the meeting.

5) Quorum at general meetings

- a) No business may be transacted at any general meeting of the members of Altogether Archaeology unless a quorum is present when the meeting starts.
- b) Subject to the following provisions, the quorum for general meetings shall be the greater of 10% or fifteen members.
- c) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- d) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to Altogether Archaeology's members at least seven clear days before the date on which it will resume.
- e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- f) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

6) Voting at general meetings

- a) Any decision other than one falling within clause 10(4) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes). Every member has one vote.
- b) A resolution put to the vote of a 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 by the chair or by at least 10% of the members present in person at the meeting.
- c) A poll demanded on a question of adjournment must be taken immediately. A poll on any other matter shall be taken, and the result of the poll shall be announced in such manner as the chair of the meeting shall decide, within 30 days of the demand for the poll.
- d) A poll may be taken:
 - (i) at the meeting at which it was demanded; or
 - (ii) at some other time and place specified by the chair; or

- (iii) through the use of postal or electronic communications.
- e) In the event of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall have a second, or casting vote.
- f) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.

7) Adjournment of meetings

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12 Charity trustees

1) Functions and duties of charity trustees

The charity trustees shall manage the affairs of Altogether Archaeology and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- a) to exercise his or her powers and to perform his or her functions as a trustee of Altogether Archaeology in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a charity trustee of Altogether Archaeology in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

2) Eligibility for trusteeship

- a) Every charity trustee must be a natural person.
- b) No one may be appointed as a charity trustee:
 - if he or she is under the age of 16 years; or
 - if he or she would automatically cease to hold office under the provisions of clause section 178-180 of the Charities Act 2011
- c) No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.
- d) At least one of the trustees of Altogether Archaeology must be 18 years of age or over. If there is no trustee aged at least 18 years, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

3) Number of charity trustees

- a) There should be not less than three nor more than twelve elected trustees.
- b) There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee as an interim measure until a general meeting is held.

4) First charity trustees

The first charity trustees of Altogether Archaeology are –

names have been removed as some are no longer trustees. The names of the current trustees can be seen on the Charity Commission website

13 Appointment of charity trustees

Elected charity trustees

- a) At every annual general meeting of the members of Altogether Archaeology, one-third of the elected charity trustees shall retire from office. If the number of elected charity trustees is not three or a multiple of three, then the number nearest to one-third shall retire from office, but if there is only one charity trustee, he or she shall retire;
- b) The charity trustees to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. If any trustees were last appointed or reappointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot;
- c) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (e) of this clause;
- d) The members or the charity trustees may at any time decide to appoint a new charity trustee, whether in place of a charity trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of charity trustees), or as an additional charity trustee, provided that the limit specified in clause 12(3)a) on the number of charity trustees would not as a result be exceeded;
- e) A person so appointed by the members of Altogether Archaeology shall retire in accordance with the provisions of sub-clauses (b) and (c) of this clause. A person so appointed by the charity trustees shall retire at the conclusion of the annual general meeting next following the date of his appointment, and shall not be counted for the purpose of determining which of the charity trustees is to retire by rotation at that meeting.

14 Information for new charity trustees

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- a) a copy of this constitution and any amendments made to it; and
- b) a copy of Altogether Archaeology's latest trustees' annual report and statement of accounts.

15 Retirement and removal of charity trustees

- 1) A charity trustee ceases to hold office if he or she:
 - a) retires by notifying Altogether Archaeology in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - c) dies;
 - d) in the written opinion, given to Altogether Archaeology, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - e) is removed by the members of Altogether Archaeology in accordance with sub-clause (2) of this clause; or
 - f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).

2) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

3) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of Altogether Archaeology.

16. Reappointment of charity trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment. A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years unless it is in the best interests on Altogether Archaeology to do so.

17 Taking of decisions by charity trustees

Any decision may be taken either:

- a) at a meeting of the charity trustees; or
- b) by resolution in writing [or electronic form] agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:

- a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
- the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the Secretary of Altogether Archaeology or such other place as the trustees may resolve within 28 days of the circulation date.

18 Delegation by charity trustees

1) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.

2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements –

- a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
- b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
- c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19 Meetings and proceedings of charity trustees

1) Calling meetings

- (a) Any charity trustee may call a meeting of the charity trustees.

(b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

(c) The Committee of Trustees shall meet at least five times each year.

2) Chairing of meetings

a) The chair as appointed by the membership (clause 11.4), shall chair the meetings of the Trustees. If that person is not available, or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

b) The Committee of Trustees may co-opt up to a further two voting members to undertake specific duties not as trustees and who shall resign at the following Annual General Meeting.

3) Procedure at meetings

a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

c) In the case of an equality of votes, the chair shall have a second or casting vote.

4) Participation in meetings by electronic means

a) A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

b) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

c) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20 Saving provisions

1) Subject to sub-clause 2) of this clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity 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 charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

2) Sub-clause 1) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (1), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21 Execution of documents

1) Altogether Archaeology shall execute (authorise) documents by signature.

2) A document is validly executed by signature if it is signed by at least two of the charity trustees.

22 Use of electronic communications

Altogether Archaeology will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member in relation to the business of Altogether Archaeology otherwise than in hard copy form;
- b) any requirements to provide information to the Commission in a particular form or manner.

23 Keeping of Registers

Altogether Archaeology must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24 Minutes

The charity trustees must keep minutes of all:

- 1) appointments of officers made by the charity trustees;
- 2) proceedings at general meetings of Altogether Archaeology;
- 3) meetings of the charity trustees and committees of charity trustees including:
 - i) the names of the trustees present at the meeting;
 - ii) the decisions made at the meetings; and
 - iii) where appropriate the reasons for the decisions;
- 4) decisions made by the charity trustees otherwise than in meetings.

25 Accounting records, accounts, annual reports and returns, register maintenance

- 1) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of Altogether Archaeology, within 10 months of the financial year end.
- 2) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of Altogether Archaeology entered on the Central Register of Charities.
- 3) The funds of the Group including all donations, contributions and bequests, shall be paid into an account operated by the Committee of Trustees. All cheques drawn on the account operated by the Committee of Trustees must be signed by at least two Trustees.
- 4) The funds belonging to the Group shall be applied only to further the aims of the Group.
- 5) A current record of all income, funding and expenditure will be kept.

26 Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of Altogether Archaeology, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27 Disputes and Complaints Policy

If a dispute arises between members of Altogether Archaeology about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Altogether Archaeology aims to provide high quality services, events and advice. Altogether Archaeology hopes that we achieve this, but if you do have a complaint please contact a member of the committee and Altogether Archaeology will do our best to resolve it.

28 Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- 1) This constitution can only be amended:
 - a) by resolution agreed in writing by all members of Altogether Archaeology; or
 - b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of Altogether Archaeology.
- 2) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of Altogether Archaeology or persons connected with them, requires the prior written consent of the Charity Commission.
- 3) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 4) A copy of any resolution altering the constitution, together with a copy of Altogether Archaeology's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29 Voluntary winding up or dissolution

- 1) As provided by the Dissolution Regulations, Altogether Archaeology may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve Altogether Archaeology can only be made:
 - at a general meeting of the members of Altogether Archaeology called in accordance with clause 11 (General Meetings), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - i) by a resolution passed by a 75% majority of those voting, or
 - ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 2) Subject to the payment of all Altogether Archaeology's debts:
 - a) Any resolution for the winding up of Altogether Archaeology, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of Altogether Archaeology shall be applied.
 - b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of Altogether Archaeology shall be applied.
 - c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of Altogether Archaeology.
- 3) Altogether Archaeology must observe the requirements of the Dissolution Regulations in applying to the Commission for Altogether Archaeology to be removed from the Register of Charities, and in particular:
 - a) the charity trustees must send with their application to the Commission:
 - i) a copy of the resolution passed by the members of Altogether Archaeology;
 - ii) a declaration by the charity trustees that any debts and other liabilities of Altogether Archaeology have been settled or otherwise provided for in full; and

iii) a statement by the charity trustees setting out the way in which any property of Altogether Archaeology has been or is to be applied prior to its dissolution in accordance with this constitution;

b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of Altogether Archaeology, and to any charity trustee of Altogether Archaeology who was not privy to the application.

4) If Altogether Archaeology is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

Signed by Chair ... 

Date 2/8/2024.....

Signed by Secretary 

Date 1/8/2024.....

Signed by Treasurer 

Date 2/8/2024.....