

Updating our Governing Document *“Changes for the benefit of our Members”*

As an incorporated charitable company, we are governed by our Articles of Association. This document directs how we must operate to meet our charitable purpose and legal responsibilities. Our Articles of Association were last revised in 2019 and in order to meet best practice guidelines and recent legal rulings it needs to be updated.

A recent Supreme Court case, see Annex 1, changed the relationship between a charitable company and its voting membership by confirming that **all** members of a charitable company (of which you are one) have a fiduciary duty¹ of loyalty in regard to that charitable company that is legally enforceable.

We are seeking the agreement of the membership to update our articles of Association by moving to a structure where the trustees are the only Company Law members and our wider membership become non-Company Law members. You will continue to enjoy all the benefits that membership of the CBA provides without any fiduciary obligations or the potential to be legally compelled to meet those obligations.

In addition to this principal change, we have identified a number of areas where the current Articles are not fit for purpose. Some aspects do not meet with modern practices, such as virtual meetings and electronic decision making, and others are needlessly cumbersome requiring extra administrative time and resources that could be utilised elsewhere. The updated articles will address these issues.

In order to make these changes we need the approval of the members. A resolution will be put to the members at the Annual General Meeting that will be held in York on 21 February 2026. If you are unable to attend in person you may cast a proxy vote. The procedure for this will be set out in the AGM papers that will be published in January 2026.

Our existing Articles and the proposed new Articles, which have been signed off by the Trustees, are enclosed at Annex 2 and 3. We would welcome any feedback or questions; paragraph 14 of the FAQs provides details on how to do this.

We really hope that you will support the proposed changes and that you will want to be involved in bringing them about. However, the choice is yours.

Gail Boyle
Chair of Trustees

¹ A fiduciary duty is a legal obligation where one party, known as the fiduciary (ie you), must act in the best interest of another party, called the principal or beneficiary (ie the CBA). This duty involves responsibilities such as loyalty, care, and good faith, ensuring that the fiduciary does not have conflicts of interest and acts solely for the benefit of the principal.

1. What is a governing document?

Every charity must have a governing document that sets out what its purpose is and how it should operate. CBA is an incorporated charitable company which means that it is governed by a set of Articles of Association. The Articles are the rule book that we must follow to achieve our charitable purpose and to operate in a coherent and transparent way. The form that the Articles must take is set out by the Companies Act 2006. There are clauses that must be included and there are some optional clauses, but ultimately our governing document must meet the requirements of all our regulators, Companies House, the Charity Commission for England & Wales and the Office of the Scottish Charity Regulator (OSCR). Our Articles should also work for us to support our ambitions and progress.

2. Why does it need updating?

A recent Supreme Court case, see Annex 1, changed the relationship between a charitable company (which is what we are) and its voting membership (you) by confirming all members of a charitable company (of which you are one) have a fiduciary duty of loyalty in regard to that charitable company. This case has altered the landscape possibly forever (there is no expectation that the ruling will be overturned) and we are looking to update our articles to remove the fiduciary duty of loyalty. Many other charities are considering, or have already implemented, changes similar to the one we are proposing.

3. What does that mean for you?

As things stand you are voting members under the Companies Act 2006. That gives you certain rights in return for the payment of a subscription, and that subscription is the limit to which you are liable. Following the Supreme Court ruling, you have a fiduciary duty of loyalty. Usually, a duty of loyalty is something that the trustees must practice to always act in the best interests of the charity. It is the basis on which trustees can be held to account for the actions of the charity. When you signed up as a member, you expected to pay your dues, enjoy the benefits of the organisation and to choose whether and how you might vote on certain issues at a general meeting. *You probably had no expectation that you had to act in the best interests of the charity and could be compelled to do so.* While you support the charity, it is not your overriding loyalty and not something that you thought that you would have to bear in mind *all the time*. By moving to a structure where the trustees are the only Company Law members and our wider membership becomes a non-Company Law membership, you will continue to enjoy the benefits of membership of the CBA without these fiduciary obligations or the potential to be obliged to meet those obligation as in the Supreme Court Case.

This court case has resulted in charities with membership structures like ours to move to the structure that we are proposing, to ensure that members can enjoy the benefit

Council for British Archaeology

of belonging without the obligation to comply with a fiduciary duty that can be compelled by the Court or the Attorney General.

4. Are there additional changes?

Like every charity, we are constantly evolving, as is the world in which we operate. The Articles need to reflect our operations, our membership and our aims. We appointed a Governance Working Party and have undertaken an in-depth review of our Articles with the help of a charity lawyer. We have concluded, after extensive thought, that the current set is not fit for purpose because some aspects do not meet with modern practices, such as virtual meetings and electronic decision making, and others are needlessly cumbersome leading to extra administrative time and resources that could be directed elsewhere. We are looking to update the articles to address these issues.

5. Will that change who we are as a charity?

The essence of who and what we are will not change. This is evolution not revolution. It is about being able to operate in the modern world while ensuring we preserve our culture and purpose. Looking from the outside everything will seem as it was before, but under the surface we will have modernised and future proofed the charity for your benefit and the benefit of future beneficiaries.

6. How is all of this being funded?

We are fortunate that the Heritage Fund supports the need for charities like ours to make structural changes and they have funded this work as part of our Reconnecting Archaeology project. Major funders expect to see a modern and efficient structure and we believe that these changes will help us make costs savings internally as well as assist us in making grant applications.

7. Why do I need to know about it?

We cannot make changes to our governing document without the approval of the membership in accordance with our current articles. We will be seeking membership approval on a resolution to approve the new articles at the Annual General Meeting on 21st February 2025. To make any changes we would need 75% of the membership present (or who vote by proxy) and entitled to vote to approve the resolution. If the changes are approved, we will update the governing document at Companies House and the Charity Commission, and the changes will then come into effect.

8. Will I notice a difference?

In simple terms no. We will continue to engage with the membership as we do now and to continue to seek the views of the membership via our newsletters and at an annual meeting. Your involvement, ideas and participation will remain important to us and help us shape our plans and activities. We still intend to seek your feedback, and suggestions and they will always be considered by the board. Although you will not have a formal vote you will continue to have an important and influential voice. Indeed, as we plan to improve the ways in which we engage with you, we hope that it will be easier for you to make your views known to us.

9. How will trustees be appointed under the new governing document?

Candidates will apply through an open application process and will be selected by the Board. Over the last few years, we have sought to draw in the skills, knowledge, experience and representation we need on the board and the revised appointment process will enable us to do this more efficiently. The application process will be communicated to you as and when vacancies arise.

10. What's next and what does the process look like?

We are keen to hear from you and help you understand the changes proposed. Therefore, we are intending to run several drop-in information and Q&A sessions between October 2025 and the AGM. The trustees have signed off on the proposed new articles and we now want to hear your thoughts and questions before we set out a resolution to adopt the new articles at the AGM on 21st February 2026. We will need to formally notify the members of the proposal and invite you to vote on the resolution at the annual general meeting by the end of January 2025.

11. When will the Annual General Meeting be held?

The CBA Annual General Meeting will be held on Saturday 21st February 2026 at The Milner Hotel, York (formerly York Station Hotel).

12. What if I cannot attend the Annual General Meeting in person?

If you are unable to attend the meeting, you can appoint a proxy to cast your vote. Details on how to do this will be included in the AGM papers when they are published in January 2026.

13. Can I see a copy of the proposed document?

Yes, the existing and proposed new Articles (Annex 2 and 3) are available via the CBA AGM Resources page of the CBA website:

<https://www.archaeologyuk.org/resource/cba-annual-general-meeting-2026-resources.html>

or by scanning this QR Code:



If you would like to access the documents in a different format, please email the Executive Director at neilredfern@archaeologyuk.org.

14. How can I learn more or ask a question?

We have made arrangements to host several online drop-in sessions to discuss the changes, and the Chair of Trustees and Executive Director can be contacted directly to discuss any questions you may have.

The online drop-in sessions will be held via Zoom and you don't have to stay for the whole session. You can join, ask your questions and leave. Don't have to stay for the whole hour.

You can access the drop-in sessions via our events page of the CBA website

<https://www.archaeologyuk.org/get-involved/events-and-activities/cba-events.html>

or by scanning this QR Code:



The zoom session will be held at the following times:

- 21st October 2025, 12pm and 6pm
- 4th November 2025, 12pm and 6pm
- 2nd December 2025, 12pm and 6pm
- 13th January 2026, 12pm and 6pm
- 5th February 2026, 12pm and 6pm

Alternatively, you can write or email to the Executive Director or Chair of Trustees at:

Council for British Archaeology
De Grey House
St Leonard's Place
York
YO1 7HE

By email to:

Executive Director Neil Redfern: neilredfern@archaeologyuk.org

Chair of Trustees Gail Boyle: chair@archaeologyuk.org

15. What is the timeline?

- AGM Papers and Resolution sent to Members by 20th January 2026
- AGM Saturday 21st February 2026.

16. If I have a question, who can I ask?

If you have a question, you can attend one of the drop-in sessions set out in question or you can write or email the Executive Director or Chair of Trustees at:

Council for British Archaeology
De Grey House
St Leonard's Place
York
YO1 7HE

By email to:

Executive Director Neil Redfern: neilredfern@archaeologyuk.org

Chair of Trustees Gail Boyle: chair@archaeologyuk.org

Thank you for taking the time to read these FAQs. We are excited to share these plans with you, and we look forward to your feedback and support in modernising our structure.