

Articles of Association of The Council for British Archaeology

Registered charity number in England and Wales 287815. Registered charity number in Scotland SC041971.

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.

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Registered charity in England and Wales
(287815) and Scotland (SC041971)
Company Limited by Guarantee (1760254)
Patron: HRH The Prince of Wales

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 meaning the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

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;
- 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 dependents;

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. 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 assets and property of the Council;

3.8. To set aside funds for special purposes or as reserves against future expenditure;

3.9. 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;

3.10. To delegate the management of investments to a financial expert but only on terms that:

3.10.1. The investment policy is set down in writing for the financial expert by the trustees;

3.10.2. Every transaction is reported promptly to the trustees;

3.10.3. The performance of the investments is reviewed regularly with the trustees;

3.10.4. The trustees are entitled to cancel the delegation arrangement at any time;

3.10.5. The investment policy and the delegation arrangement are reviewed at

least once a year;

3.10.6. 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;

3.10.7. The financial expert must not do anything outside the powers of the trustees.

3.11. 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;

3.12. 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 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;

3.13. To insure the property of the Council against any foreseeable risk and take out other insurance policies to protect the Council where required;

3.14. 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;

3.15. 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 of any one or more of the charitable organisations, institutions, societies or bodies having objects altogether or partially similar to the Council;

3.16. 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;

3.17. To do all such other lawful things as are necessary for the achievement of the Objects.

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 staff 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 57.

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.

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. Subject as herein provided the Members of the Council shall be such individuals or organisations who are interested in, and who support the advancement of the Council's objects and who shall be approved and admitted to Membership by the Trustees.
- 9. No individual or organisation shall be admitted a Member of the Council unless approved by the

Trustees. Every individual or organisation wishing to become a Member shall deliver to the Council an application for Membership in such form as the Trustees may require. The Trustees may also delegate their powers of approval for the admission of individuals or organisations as Members of the Council to such staff of the Council, and subject to such terms of reference and reporting procedures that the Trustees see fit.

Membership shall not be transferable and a Member shall cease to be a Member:

9.1. by resignation in writing to the company secretary or to the Trustees provided that at least two Members shall remain in office when the Member's resignation shall take effect.

9.2. 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.

9.3. if in the Trustees reasonable opinion, the Member's continued membership is prejudicial to the Council's objects or the best interests of the Council (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).

9.4. by failing to pay such annual subscription as the Council may at any time or times in General Meeting resolve within a reasonable time.

10. Every Member of the Council shall pay such annual subscription as the Council may at any time or times in General Meeting resolve.

CBA Groups and Archaeology Scotland

11. The Council shall work with Archaeology Scotland, CBA Wales, English Regional Groups and other appropriate bodies in order to assist in the promotion of mutual charitable objects.

Meetings of the Council

12. The Council shall, in every calendar year and 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.

13. All General Meetings, other than Annual General Meetings, shall be called General Meetings. For the avoidance of doubt, the expression "General Meeting" in these Articles shall include Annual General Meetings and all other General Meetings.

14. 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.

15. 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 these Articles.

16. 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.

17. 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 Trustees and the announcement of the appointment of Trustees arising from the ballot as referred to in these Articles in place of those retiring, and the appointment of the Auditors.

18. 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 individuals who are Members or representatives of organisations that are Members who have the equivalent of a voting capacity of 30 votes shall be a quorum.

19. 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 Chair 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.

20. The Chair of the Council shall act as Chair at every General Meeting but if at any Meeting he or she shall not be present within five minutes after the time appointed, or shall be unwilling to preside, the Vice-Chair shall be Chair, or if the Vice-Chair shall not be present or declines to be Chair, the Members present shall choose one of the Trustees or if no such Trustee be present, or if all the Trustees present decline to be Chair, they shall choose an individual who is a Member or a representative of an organisation that is a Member of the Council to preside as Chair.

21. The Chair may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the Meeting), adjourn a General Meeting from time to time, and from place to place, but no business shall be transacted at any adjourned General Meeting other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given in the same manner as of an original General 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 General Meeting.

22. Notes follow.

22.1. 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:

22.1.1. by the Chair; or

22.1.2. by at least two Members having the right to vote at the Meeting; or

22.1.3. by a Member or Members representing not less than one-tenth of the total voting rights of all the Members being present and having the right to vote at the Meeting.

22.2. Unless a poll is duly demanded a declaration by the Chair 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.

23. 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 Chair of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a Chair of a General Meeting, or on any question of adjournment.

25. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the General Meeting shall be entitled to a second or casting vote.

26. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll had been demanded.

Votes of Members

27. Subject as herein provided, on a poll, every individual Member shall have one vote, every organisation that is a Member with a membership not exceeding 200 and every organisation that is a Member which does not have a membership shall have three votes, every organisation that is a Member with a membership of between 201 and 500 shall have five votes and every organisation that is a Member with a membership in excess of 500 shall have seven votes.

27.1. The votes of each organisation that is a Member shall be cast by one designated representative of such organisation that is a Member.

27.2. On a poll votes may be given either personally or by proxy.

27.3. 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).

Council for British Archaeology

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/General Meeting of the Council to be held on

and at any adjournment thereof.

Signed on _____

The Trustees

28. The number of the Trustees shall be no more than twelve.

29. The Trustees shall be appointed as provided subsequently in these Articles.

30. Subject to the provisions of the Act 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 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.

31. Subject to these Articles, any person wishing to be elected or re-elected as a Trustee must be nominated by either six individual Members or one organisation that is a Member or CBA Wales , Archaeology Scotland or an English Regional 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:

31.1. a Chair;

31.2. a Vice-Chair;

31.3. an Honorary Treasurer; and

31.4. an Honorary Secretary.

32. If notice of any vacancies for Executive Officers is sent out under Article 31, 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, Archaeology Scotland or an English Regional 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 31.

33. No person may be appointed as a Trustee:

33.1. unless he or she is at least 18 years old; or

33.2. if he or she is disqualified from acting as a Trustee as set out in these Articles.

34. 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 31 for election or re-election as a Trustee. The notice shall give particulars of that person and shall also include a ballot for the election or re-election of Trustees in such form as may be required by the Trustees, and which, subject to these Articles, 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 these Articles).

35. 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 32 for election as an Executive Officer. The notice shall give particulars of that person and shall also include a ballot for the election of Executive Officers in such form as may be required by the Trustees.

36. The election or re-election of Trustees and the election of Executive Officers shall be by ballot when there is a requirement for contested elections and the result of such ballot shall be announced at the Annual General Meeting. Where there is no requirement for contested elections, the election or re-election of Trustees and the election of Executive Officers shall be ratified at the Annual General Meeting.

37. Any appointment of a Trustee as an Executive Officer may be made on such terms as the Trustees determine.

37.1. For the avoidance of doubt, any person nominated by their Members to be elected or re-elected as a Trustee under Article 31, who is also nominated by their Members to be elected an Executive Officer under Article 32, 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 36.

37.2. Any appointment of a Trustee as an Executive Officer shall terminate if he or she ceases to be a Trustee.

37.3. 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.

38. The votes of Members on the ballot under Articles 34 and 35 must be received pursuant to such process and by such date as may be required by the Trustees before the Annual General Meeting. Any votes received after such date shall not be counted in the ballot.

39. Every Trustee shall be elected for a term of up to three years (subject to earlier termination of office and these Articles) and may be re-elected at the end of their term of office if he or she is nominated by their Members under Article 31. If a Trustee has held office for six 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.

40. The Trustees to retire at the Annual General Meeting shall be those due to retire at the end of their term(s) of office.

41. The Trustees may co-opt a person who is willing to act as a Trustee to fill a vacancy. A Trustee appointed by co-option shall hold office only until the next following Annual General Meeting. If a co-opted Trustee is not subsequently appointed by the Members at the Annual General Meeting, 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

42. A Trustee shall cease to hold office if he or she:

42.1. 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 The Charities (Protection and Social Investment) Act 2016 (or any statutory re-enactment or modification of these provisions);

42.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

42.3. resigns his or 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);

42.4. or is absent without the permission of the Trustees from all their Meetings held within a period of six months or fails to attend at least half of all meetings of the Trustees held within a twelve month period without the permission of the Trustees and the Trustees resolve that his or her office be vacated;

42.5. is removed by resolution of at least two thirds of the Trustees present and voting at a quorate Trustees' Meeting or by resolution in writing approved by at least two thirds of all the Trustees pursuant to Article 50 if in the Trustees' reasonable opinion, the Trustee's continued membership is prejudicial to the Council's objects or the best interests of the Council (but only

after notifying the Trustee in writing and considering the matter in light of any oral or written representations which the Trustee concerned puts forward [within fourteen days clear days after receiving notice [and at the discretion of the Trustees]].

Trustees' Expenses

43. 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 other than as authorised by section 185 of the Charities Act 2011.

Trustees' Meetings and Proceedings

44. The Honorary 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 Chair shall have a second or casting vote.

45. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than five Trustees of which at least two must be executive officers.

46. 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.

47. The Chair of the Council shall act as Chair at every Meeting of Trustees, but if at any Meeting he or she shall not be present within five minutes after the time appointed, or shall be unwilling to preside the Vice Chair present shall be the Chair, or if the Vice Chair shall decline to take the chair the Trustees may appoint one of their number to be Chair of the Meeting.

48. The Trustees may appoint one or more committees consisting of two 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 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 committee provided that any committees shall be provided with clear terms of reference in writing by the Trustees and all acts and proceedings of any such committees shall be fully and promptly reported to the Trustees.

49. All acts done by a Meeting of Trustees or of a 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.

50. A resolution in writing, signed by at least two thirds of all the Trustees entitled to receive notice of a Meeting of Trustees or in electronic form agreed by at least two thirds of 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 committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed or agreed by one or more of the Trustees.

51. 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.

52. The Trustees shall cause proper minutes to be kept of all proceedings of the Council, the Trustees and any committees and any such minutes if purported to be signed by the Chair of a Meeting or by the Chair of the next succeeding Meeting shall be sufficient evidence without further proof of the facts stated in them.

53. The Trustees shall arrange for annual accounts for the Council to be prepared and submitted to The Charity Commission pursuant to The Charities Act 2011.

54. At the Annual General Meeting in every year the Trustees shall lay before the Council the annual accounts and trustees' report.

55. The Trustees shall arrange for minutes of all proceedings of the Council, the Trustees and any committees to be made available to the Members of the Council (if requested) in such manner as the Trustees shall deem appropriate.

Annual Report

56. 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 trustees' report and its submission to The Charity Commission.

Indemnity

57. 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 or 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

58. Notes follow.

58.1. 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

58.1.1. 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;

58.1.2. the conduct of Members of the Council in relation to one another and to the Council's staff;

58.1.3. 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;

58.1.4. the procedure at General Meetings and Meetings of the Trustees and committees of the Trustees in so far as such procedure is not regulated by these articles;

58.1.5. the procedure for the election of Trustees and Executive Officers by ballot;

58.1.6. generally, all such matters as are commonly the subject matter of company rules.

58.2. 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 Articles.

Notices and means of communication to be used

59. 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.

60. 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.

61. 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.

62. 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.

63. 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.

64. Proof that an envelope containing a notice was posted to an address provided for that purpose, prepaid and posted shall be conclusive evidence that the notice was given.

65. 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.

66. 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.

The Seal

67. 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.

ANNUAL GENERAL MEETING

The 2019 Annual General Meeting (147th council meeting) of the Council for British Archaeology will be held on Friday 22 November 2019, in the rooms of the Society of Antiquaries of London, Burlington House, Piccadilly, London W1J 0BE, starting at 3.30pm. The agenda are given below.

The AGM will be followed by an award ceremony and reception. Members attending the AGM are invited to participate in all the subsequent events, as well as the Beatrice de Cardi lecture which follows the reception and will be delivered by Richard Osgood, Senior Archaeologist within the Defence Infrastructure Organisation, on "The healing bones: archaeology as wellbeing".

Dr Mike Heyworth MBE

Executive Director & Company Secretary, Council for British Archaeology

Email: director@archaeologyuk.org

AGENDA

1 Minutes of the Annual General Meeting held on 30 November 2018

- i. To approve the draft minutes of the Annual General Meeting held in the Huntingdon Room, The Kings's Manor, University of York, Exhibition Square, York YO1 7EP (available via note 1 below).
- ii. Matters arising from the minutes if not referred to below.

2 Strategic overview from the Chair of the Trustees, Mr Ken Smith

3 Annual Trustees' Report and Financial Statements.

To receive and adopt the report of the trustees and the audited accounts for the year ending 31 March 2019. Paper available via note 1 below.

4 Revised membership and subscription rates 2020-21.

To agree revised fees for the next financial year as set out in the table available via note 1 below.

5 Special Resolution:

That the Articles of Association of the Company be and are hereby replaced by the Articles of Association available at note 1 below in substitution for and to the exclusion of all existing Articles of Association.

6 To elect David Baker as an Honorary Vice-President of the CBA

7 To elect Trevor Pearson as an Honorary Member of the CBA

8 Executive Director's report on current and future activities, with an opportunity to discuss issues of concern to members.

To receive a report from CBA Executive Director, Dr Mike Heyworth MBE.

9 Appointment of auditors.

Council is invited to approve the re-appointment of Armstrong Watson as auditors for the coming year.

10 Dates of future meetings

Notes:

1. Meeting papers will be available from <https://new.archaeologyuk.org/events/archaeology-day-2019> or by contacting us at the address below.
2. A member who is entitled to attend and vote at the above meeting is entitled to appoint a proxy (the Chair or any other person) to vote in his or her place. If you wish to use this facility please contact Mike Heyworth, Executive Director, for further information via the details below.

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COUNCIL FOR BRITISH ARCHAEOLOGY

Minutes of the 2019 Annual General Meeting (147th Council Meeting)

The Annual General Meeting (147th Council meeting) was held on 22 November 2019 in the rooms of the Society of Antiquaries of London, Burlington House, Piccadilly, London. The meeting was chaired by Mr Ken Smith, Chair of Trustees. The CBA Executive Director and staff members were in attendance.

1. Minutes of previous meetings

The Minutes of the 146th Council meeting, held on 30 November 2018, were APPROVED. There were no matters arising.

2. Chair of Trustees' strategic overview

The Chair discussed the strategic context for the work of the CBA noting a number of issues under three headings of political uncertainty, impacts on the profession, and impacts on the CBA. These included the continued impact of Brexit on a range of issues, from availability of archaeologists, to the falling value of the pound, uncertainty over the future of infrastructure projects such as HS2, the reduction in European funding for research and the falling student rolls on archaeology courses. The increased competition for reduced and reducing project funding, one of the CBA's financial props, was noted, as well as the beginning of the transformation process (supported by the NLHF) which was expanded upon later by the CBA's Business Transformation Director (see agenda item 8 below).

3. Annual trustees' report and financial statements

The Executive Director reported that the financial statements showed a significant positive out turn of £45k for the year, however this was largely due to the addition to the balance sheet of funds held by the CBA's local Young Archaeologists' Club branches, though these funds are restricted and not available for general purposes. This gives a more accurate view of the charity's overall finances.

The Executive Director noted that the CBA had broken even on its operational activities for the year and the cost base for the charity would be further reduced in the coming year due to the office move to smaller less costly premises. The reserves held by the charity (now £163K) remain lower than desirable and it was hoped to build them gradually in the coming years.

The annual trustee report and financial statements for 2018-19 were APPROVED.

4. Revised membership and subscription rates 2020-21

The Executive Director proposed new membership and subscription rates from 1 April 2020, as agreed by trustees. CBA continues to increase rates every other year broadly in line with inflation. The proposed increases were approximately 5% across the board.

The increased rates were AGREED.

5. Articles of Association

The Executive Director proposed the adoption of a revised and updated constitution on behalf of the trustees. Most of the changes were linked with updated legislation of current good practice for charities, however there were substantive changes in two areas:

- a) The new constitution reduced the number of trustees from 15 to 12 and only allowed trustees to serve two consecutive terms of three-years, reduced from three terms in the previous constitution. The number of Vice-Chairs was reduced from three to one.
- b) The new constitution contained a new clause giving trustees the power to remove members if their continued membership would be prejudicial to the Council's objects or the best interests of the Council.

Members were asked to agree that the Articles of Association of the Company be and are hereby replaced by the Articles of Association made available in the papers for the meeting

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in substitution for and to the exclusion of all existing Articles of Association. The special resolution was AGREED unanimously.

6. To elect David Baker as an Honorary Vice-President of the CBA

The Executive Director proposed the nomination on behalf of the trustees. David Baker had been involved with the CBA for several decades, including serving as a trustee and Vice-Chair in the past. He had been an advisor to the CBA on the management of Stonehenge and until recently had chaired the CBA's Casework Panel.

The nomination was AGREED.

7. To elect Trevor Pearson as an Honorary Member of the CBA

The Executive Director proposed the nomination on behalf of the trustees. Trevor Pearson had been involved with CBA Yorkshire for many years and had at various times filled all the key officer roles within the Group, including Chair and Hon Secretary. He was a very active member of the Scarborough Archaeological & Historical Society.

The nomination was AGREED.

8. Executive Director's report on current and future activities

The Executive Director noted that this year was the 75th anniversary of the formation of the Council – with the very first meeting held in March 1944 in the room where the 2019 AGM was being held.

A key area of activity over the previous year had been the initiation of a transformation process which was now underway to ensure that the CBA was resilient and fit for purpose for the 21st century. He introduced the new Business Transformation Director (Dr Helen Wilkinson) who gave a brief update on progress.

She noted that two reports had been produced over the last year with funding from the National Lottery Heritage Fund: an audience development plan by Tricolor and a report on the organisational development and fundraising opportunities for the CBA by Taryn Nixon Heritage Works. The CBA had invested in new posts including a Marketing & Communications Manager and a Development Manager to take forward the recommendations of the reports. A new bid to the NLHF was in preparation to modernise the underpinning business systems within the CBA secretariat and develop a new website.

The Executive Director then reported on activities over the last year undertaken by the CBA which had focussed on the three strategic areas agreed by members in 2016 as priorities for 2016-19:

- Enhancing the protection and stewardship of the UK's archaeological heritage
- Increasing the range and diversity of public participation in archaeology
- Increasing public awareness and knowledge of the UK's archaeological heritage

Much of the CBA's work related to engaging a range of audiences with archaeology – with the Young Archaeologists' Club, the Festival of Archaeology and projects like the Home Front Legacy and Coastal and Inter-Tidal Zone Archaeological Network.

The CBA also continued to develop public understanding of the UK's archaeological heritage via our magazine *British Archaeology*, and our publications. He noted that for the first time a CBA publication was being translated into Chinese to reach a large international audience. The work of the National and Regional Groups with their meetings and events was also an important part of the CBA Network's offer.

It was reported that the CBA had taken over the running of the British Archaeological Awards from an independent charity. The first awards would be run in 2020 but the Marsh Archaeology Awards would continue to operate separately.

The CBA's role to speak up for archaeology remained crucial and harks back to the foundations of the charity in the 1940s. We continue our statutory role as a National Amenity

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Society and have an increasing impact with our comments on planning proposals which will impact on the significance of the historic environment. We also continue to influence Government policy and were pleased to comment in detail earlier in the year on updating the systems for dealing with Treasure in England, Wales and Northern Ireland. The Government's response to the outcome of the consultation is awaited. The CBA continues to be active in responding to proposals for the management of the World Heritage Site at Stonehenge. Our Hon Vice-President George Lambrick made a significant contribution to the Public Examination on the latest Highways England proposals for the A303 in the WHS and we await the outcome of the Examination at the end of the year.

In concluding, the Executive Director announced that this would be his last AGM as a CBA employee. He would be moving on to new challenges in early 2020 having worked for the CBA for nearly 30 years – the last fifteen as Director. He was proud to have had the chance to build on the work of his amazing predecessors: Beatrice de Cardi, Henry Cleere, Richard Morris and George Lambrick and would continue to offer support to his successor as needed.

He was pleased that the recent work to look at the CBA's purpose and audiences had strongly backed the CBA's vision of 'archaeology for all'. Public engagement with archaeology was a vital role for the CBA and he was particularly proud of the CBA's work with young people. The CBA also has a crucial role as the key body working across the UK which brings together all the different parts of the archaeology sector and connects the professional workforce with the public.

He thanked the staff and trustees he had worked with over 30 years and wished the CBA well for the future.

The Chair thanked the Executive Director on behalf of the members for all his dedication and commitment to the CBA and to archaeology.

9. Appointment of auditors

The re-appointment of Armstrong Watson as auditors for the coming year was CONFIRMED.

10. Dates of future meetings

To be confirmed and announced in the CBA members' newsletter.

The Chair thanked members for attending and closed the Meeting.

*Kd-Smith
22/1/20*