

The Companies Acts, 1948 to 1989.
Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION

OF

THE SOCIETY FOR POST-MEDIEVAL ARCHAEOLOGY LIMITED

1. In these articles, unless there be something in the subject or context inconsistent therewith:-

`the Articles' means the Articles of the Society.

`the Society' means the above-named Society;

`the Journal' means the official journal of the Society from time to time issued to members of the Society whether known by that title or by any subsequent title;

`The Council' means the governing body of the Society, which shall also constitute the Society's trustees.

`the trustees' means directors of the company elected to serve as trustees and `trustee' has a corresponding meaning;

`The Secretary' means the Secretary of the Society or any other persons approved to perform the duties of the Secretary of the Society, including a joint, assistant or deputy secretary.

and otherwise these Articles shall be construed with reference to the provisions of the Companies Act, 1985 (hereinafter called `the Act') or such statutory enactment(s) as may amend/re-enact/repeal the said Act or parts thereof and the terms used in these Articles shall be taken as having the same meanings as they have when used in the Act.

MEMBERS

2. The members of the Society shall be i) subscribers to the memorandum of association ii) such persons or bodies who at the time of registration of the society were paid-up members of the Society as first incorporated on the 6th February 1980 and iii) such other persons or bodies as are admitted to membership in accordance with these articles.

3. For the purpose of registration the number of members of the Society is declared not to exceed 2,000 but the Council may from time to time register an increase.

4. There shall be the following classes of membership:-

a) Ordinary Members, who shall be at least 25 years of age, and who shall pay the annual subscription (or in the case of two persons resident at the same address the joint annual subscription) fixed from time to time by special resolution;

b) Young/Student Members, who shall be under 25 years of age or registered students, and who shall pay the reduced annual subscription fixed from time to time by special resolution;

c) Honorary Members who, having regard to their outstanding contribution to the work of the Society, shall be elected by general meeting and shall receive the journal and papers of the Society at no cost for life.

d) Council may set additional membership classes with other annual subscription rates, subject to approval by general meeting.

For the purposes of determining the class to which a member is eligible, age shall be reckoned at the time of the member's election to membership or the time at which the subscription falls due for renewal.

5. All subscriptions shall become due on the 1st day of February each year.
6. Where any person desires to be admitted to membership of the Society, they must (unless the Council agrees to waive such formalities in their case) sign and deliver or cause to be signed and delivered to the Society an application for membership framed in such terms as the Council may require and such application must be accompanied by the sum appropriate to the class in respect of which the person desires to be a member. The Council may refuse any application for membership without signifying any reason.
7. Membership of the Society shall carry with it, subject to the provisions of these Articles, the right to participate in activities of the Society, to a members' rate at Society conferences, to receive such publications for the current year as the Council shall direct, to attend and vote at general meetings of the Society, and to be elected a member of the Council. Provided always that no member shall have power to assign or transfer any privilege, benefit or interest arising out of membership of the Society. Joint members (resident at same address) shall receive one copy of the Journal between them.
8. A member may at any time withdraw from the Society giving at least seven clear days' notice to the Society or its designated agent. Membership shall not be transferred.
9. A member shall cease to be a member of the Society:-
- a) on their resignation, bankruptcy, or death;
 - b) on the person's name being removed from the register of members by the Council if their subscription or any other money due to the Society remains unpaid for 30 days after notice in writing of the Council's intention has been sent to the person's last known address. Provided that the Council may at their discretion extend the time for payment or remit any sum due. No person whose membership has ceased under this paragraph can have their membership restored until all moneys due to the Society shall have been paid or remitted.
 - c) by a resolution of the Council to expel them. Provided that any member so expelled shall have the right to appeal to the next general meeting of the Society against such resolution and they shall receive at the time of expulsion, or as soon as practicable thereafter, written notice of such right of appeal and of the date of such general meeting.
10. No member who resigns shall be entitled to any refund of his or her subscription, but a member expelled under Article 9c shall be entitled to a proportionate refund of his or her subscription, as determined by the Honorary Treasurer or (in case of dispute) by the Council.

GENERAL MEETINGS

11. The Society shall each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it.
12. All general meetings other than Annual General Meetings shall be Extraordinary General Meetings.
13. The Council shall upon a written requisition signed by not less than one-tenth of the members having at the date of deposit of the requisition a right to vote at general meetings, convene an Extraordinary General Meeting as provided by Section 368 of the Act. The requisition must state the objects of the meeting, must be signed by the members requisitioning the meeting, deposited at the registered office of the Society, and may consist of several documents in like form each signed by one or more members.
14. The Council may call an Extraordinary General Meeting for the passing of a resolution appointing a person a trustee.

NOTICE OF GENERAL MEETINGS

15. At least 21 days' notice shall be given in the case of the Annual General Meeting, or a meeting where it is proposed to pass a special resolution. Not less than seven days' notice shall be given of an adjourned meeting, and at least 14 days' notice of any other meetings. The notice shall specify the time and place of the meeting, the general nature of any special business and such particulars of other business as may be available, and shall be given to all members, but the accidental omission to give such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any general meeting or adjourned meeting.

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting except for the consideration of the accounts, the accountant's report, the ordinary reports of the Council, and the appointment and remuneration of the accountants.

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any general meeting unless a quorum is present at the commencement of such business. Two persons entitled to vote upon the business to be transacted, each being a member, shall be a quorum.

18. If, within half-an-hour from the time appointed for the meeting a quorum is not present or if during a meeting such a quorum ceases to be present the meeting shall, if convened by requisition, be dissolved, and in any other case shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.

19. The President of the Council shall be entitled to preside as Chairperson at every general meeting. If the President is absent, the chair shall be taken by the Vice-President, or if the Vice-President is also absent, by any Officer. If no Officer is present, then by any other member of Council. If no Officers or Council members are present, the members shall elect one of their number to act as Chairperson for that meeting.

20. The Chairperson may, with the consent of the meeting, adjourn such meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than that left unfinished at the meeting from which the adjournment took place.

21. A resolution put to the vote at a meeting shall be decided on a show of hands, unless before and after the vote a poll is demanded by the Chairperson or at least two members having the right to vote at the meeting. A declaration by the Chairperson of the meeting on a show of hands that a resolution has been carried or lost and an entry to that effect in the minutes, shall be conclusive evidence of the fact.

22. If a poll is demanded as aforesaid it shall be taken forthwith and the result shall be deemed to be the resolution of the Society in General Meeting. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairperson, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

23. In case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall have a second or casting vote.

VOTES OF MEMBERS

24. All General Meeting votes shall be given personally, and no voting by proxy shall be permitted.

Every member aged 18 or over, and including each joint member individually, shall have one vote. Members under 18 years of age shall be entitled to attend but shall not vote.

25. No member from whom a subscription or other money is due to the Society and unpaid shall be entitled to attend or vote at a general meeting.

APPOINTMENT AND RETIREMENT OF TRUSTEES

26. The Management of the affairs of the Society shall be, subject to the provision of the Act, the Memorandum and Articles, in the hands of the Council which shall consist of:-

- a) A President
- b) A Vice-President (President-Elect)
- c) An Honorary Secretary
- d) An Honorary Treasurer.
- e) An Honorary Editor of the Journal.
- f) An Equality, Diversity, and Inclusion Officer (EDI Officer)
- g) Up to five other honorary officer posts, to be determined by Council according to the needs of the Society
- h) Twelve ordinary members of the Council (who shall as far as possible be representative of the specialist interests within the Society).

27. The members of the Council shall also constitute the trustees of the Society. The first trustees are those who were named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the articles. Future trustees shall be Council members appointed as provided subsequently in the articles. The trustees shall be aware of their duties under the Charities Act 1992 or under statutory re-enactments.

28. At the first and each subsequent Annual General Meeting of the Society the following provisions shall have effect:-

- a) All the officers of the Society mentioned in paragraphs c-e inclusive of Article 26 shall retire, and shall then be eligible for re-election except as specified in paragraph c of this article.
- b) Ordinary members of Council shall serve for three years, unless previously vacated under Article 32 below, and shall not be eligible for re-election as ordinary members until the AGM next following the end of their term of office. An ordinary member of Council may however, during or on termination of his or her services as such, be elected to any of the offices mentioned in paragraphs a-f of Article 26.
- c) The President and Vice-President shall serve for three years. The President is not eligible for consecutive terms; the Vice-President shall become President at the conclusion of the previous President's term.
- d) Council may choose to appoint a maximum of two joint officers to fulfil officer roles other than the President, Vice-President, Honorary Secretary, and Honorary Treasurer.
- e) No Council member shall fill more than one Officer role simultaneously.

29. Changes to a Council Member role via amendment to the Articles shall only take effect after the completion of sitting members' terms.

30. Nominations in writing duly proposed and seconded and approved by the nominees for the posts the subject of election at an Annual General Meeting shall reach the Honorary Secretary not later than 21 days before the date of such meeting.

31. Should there be more than one candidate for an Officer position, or more candidates for Ordinary Member positions than there are vacancies, Council may choose to arrange for a contested election via an appropriate digital medium or post; each Society member shall have one vote and may not vote by proxy.

32. Any vacancies arising among officers and Council members that are not filled by Article 14 above may be filled by the Council, by co-option under Article 34 below. Any person so appointed shall retire at the following Annual General Meeting but shall be eligible as a candidate for election as a Member of the Council at such Annual General Meeting.

33. Every Council Member shall be a member of the Society and shall be aged 18 years or over.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

34. A Council Member shall vacate his or her office if they:

- a) cease to be a member of the Society;
- b) become incapable, by reason of illness, injury, or incapacity, of managing and administering their own affairs;
- c) by notice in writing to the Honorary Secretary resign their office;
- d) ceases to be a trustee by virtue of any provision in the Act or are disqualified from acting as a trustee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
- e) is removed from office by a resolution duly passed in general meeting; or
- f) is absent without the permission of the trustees from all their meetings held within a period of six months and the trustees resolve that the office be vacated (subject to due warning being given), or fails to perform their duties to the satisfaction of the majority of the Council for a period of not less than six months, in which case the trustees may resolve that the office be vacated.

PROCEEDINGS OF DIRECTORS

35. The Council shall meet at least three times a year and five shall form a quorum. The same officers shall be entitled to preside, and in the same priority, as at a general meeting. In case of an equality of votes, the Chairperson shall have a second or casting vote. Not less than fourteen days' notice of a meeting shall be given to all Council members. Meetings shall be summoned by the Honorary Secretary at the request of the President or at least three Council members.

36. The Council may from time to time co-opt and discharge such members of the Society as it thinks fit to assist it in the discharge of its duties, and allot designations of office to such members, but no such appointment or designation shall thereby constitute such person a Member of the Council for any purpose whatsoever, nor shall such person be entitled to attend any Council meeting except by invitation nor in any case to vote at a Council meeting.

37. The Council may exercise all the powers of the society to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Society or any third party. The maximum financial liability for all Directors is £1.00.

38. The Council shall have power to fix the amount of any fees that it may be desirable for members or guests of the Society to be charged for attendance at conferences, meetings or other functions of the Society.

39. The Council shall have power to make alter or repeal byelaws regulating the admission of members and of visitors to any premises of or occupied by the Society, for the conduct and safety of such persons thereon, for the operations of plant machinery and equipment thereat, or to address such other matters of Society operations that may arise. It shall be the duty of members to acquaint themselves with such byelaws. Provided always that no byelaw shall affect or repeal anything

contained in the Memorandum of Association or these Articles, and that any byelaw may be set aside by a special resolution of the Society.

40. The Council may delegate any of its powers to sub-committees consisting of such Members of the Council and others as it shall think fit, and any such Sub-Committee so formed shall, in exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such Sub-Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

41. The Council may exercise all such powers and do all such acts and things as the Society is by its Memorandum of Association or otherwise authorised to exercise and do and are not hereby or by statute directed or required to be exercised or done by the Society in general meeting, but subject nevertheless to the provisions of Act and these Articles and to any regulations not being inconsistent with these Articles from time to time made by the Society in general meeting.

42. Any proposal for altering amending or adding to these Articles shall be contained in a special resolution for which at least 21 days' notice shall be given of the meeting at which it is to be considered. Provided that no alteration shall be made which will cause the Society to cease to be a charity at law.

THE ACCOUNTS

43. The Council shall cause proper books of account to be kept in accordance with the provisions of Part VII of the Act, or statutory re-enactments and as required by law and by the Memorandum of Association, such books to be kept at the Registered Office of the Society, or, subject to the Act, at such other place or places as the Council shall think fit, and they shall always be open to inspection by the Members.

44. The Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

45. A copy of every balance sheet and every document required by law to be annexed thereto which is to be laid before the Society in general meeting, together with a copy of the accountant's report, shall not less than twenty one days before the date of the meeting be sent to every member of, and every holder of debentures in, the Society. Provided that this Article shall not require such copies to be sent to any person of whose address the Society is unaware.

46. Accountants shall be appointed and their duties regulated in accordance with the provisions of Part VII or any statutory re-enactment of the Act.

NOTICES

47. A notice may be served by the Society on any member either personally or by prepaid letter or by a prepaid issue of the journal addressed to the member's registered place of abode. Any notice served by post shall be deemed to have been served at the time the letter or Journal containing it would have been delivered in the ordinary course of post, and in proving service it shall be sufficient to prove that such letter or Journal was properly addressed and posted and that the postage was prepaid.

48. A Council member shall not vote in respect of any contract or proposed contract with the Society in which he or she is either directly or indirectly interested or in respect of any matter arising therefrom and if a Council member does so vote then the member's vote shall not be counted.

49. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for moneys paid to the Society shall be signed drawn, accepted, endorsed or otherwise as the case may be in such manner as the Council shall from time to time by resolution determine.

50. The Council shall cause minutes to be taken and made freely available to Council members:-

- a) of all appointments of officers made by the Council
- b) of the names of the Council members present at each Meeting of the Council; and
- c) of all resolutions and proceedings at all Meetings of the Council of the Society and of any Sub-Committee.