

# The Arbeia Society Constitution

## Preamble

The Arbeia Society was founded in 1992. It incorporates within it two other groups of longer standing:

- The South Shields Archaeological and Historical Society (formed in 1949, and incorporated into the Arbeia Society in the 1990s)
- Cohors Quinta Gallorum Third Century Re-enactment Group (formed in 1987, and incorporated into the Arbeia Society at its inception).

The Arbeia Society became a registered charity in the 1990s.

## Constitution

1. The Society shall be known as 'The Arbeia Society'.
2. The home base of the Society shall be the Roman fort at South Shields, Tyne and Wear.
3. The objects of the Society shall be:
  - a) To advance public education in the history of Arbeia Roman fort and other sites of historical interest, especially those of the Roman period and/or within the North East region.
  - b) For the public benefit, to assist in the preservation of features of historical interest.

In furtherance of the above objects, but not further or otherwise, the Society shall have the following powers:

- a) To recreate as accurately as possible the equipment, clothing, tools, accoutrements and activities of Roman soldiers and civilians who lived in and around South Shields (Arbeia) in the 3rd century AD. The date AD 230 is taken as a guideline year, and the re-enactment group shall be known as 'Cohors Quinta Gallorum' after the auxiliary unit stationed at Arbeia at that period.
- b) To carry out field work of a non-destructive nature, under guidance of professional archaeologists, on sites within the North East.
- c) To engage in reconstruction archaeology and to publish such experiments and the results in a professional manner.
- d) To promote public interest in the above activities both locally and nationally through displays, exhibitions, lectures and publications.
- e) To educate and entertain the general public and to promote and draw attention to the North East region.
- f) To raise funds to assist in archaeological fieldwork and excavation in the region, especially at South Shields Roman Fort, and to support the publication of such work.

#### **4. Membership**

**a)** Membership will consist of any person aged over 18 who is interested in and in sympathy with the aims of the Society, on payment of the appropriate fee and on signing acceptance of the Constitution, Rules and Code of Conduct.

**b)** Membership shall be in one of four forms:

**i)** Re-enactment Membership: for members who are willing and able to take a full part in all Society activities, particularly public displays, training, reconstruction archaeology, field work and equipment work sessions. Re-enactment Members have full voting rights and will receive the regular Society publications, as well as discounts on others.

**ii)** General Membership: for members who wish to participate in the archaeological fieldwork and experimentation aspects of the Society, but not the re-enactment aspects of the Society. General members have full voting rights and will receive the regular Society publications, as well as discounts on others.

**iii)** Associate Membership: these members have no voting rights and will only receive the regular Society publications.

**iv)** Family Membership: for any close relations of a Re-enactment, General or Associate Member living at the same address. Membership shall not entitle such additional persons to vote or receive Society publications, but will allow them to take part in activities and is designed to involve whole families.

Members under the age of 18 will be accepted only as part of family membership and will have no voting rights.

**c)** Within the Society there shall be a Roman re-enactment display team. The strength of the team will depend on attendance at a given public meeting and the amount of equipment available. Members of the team come under the control and discipline of the various Society officers in the circumstances outlined below:

The role of a Roman soldier is open to all male re-enactment members over the age of 18. The role of a civilian is open to any re-enactment member including Family Re-enactment members under 18 years of age, so long as they are accompanied by an adult member of their family.

**e)** Members shall only represent the Society at approved activities, public meetings and displays. They shall not communicate with members of the news media without approval of an Executive Officer or the Publicity Officer, or unless they themselves are an Executive Officer or the Publicity Officer.

**f)** Any member whose conduct is considered to the satisfaction of an Annual General Meeting (AGM) or an Extraordinary General Meeting (EGM) to be detrimental to the interests, welfare and objectives of the Society may be expelled from the Society at the meeting. Appeal against expulsion may be made at a subsequent AGM or EGM.

**g)** Any member whose conduct at a public meeting/activity is considered by a Trustee to be detrimental to the interests, welfare and objectives of the Society may be suspended on the agreement of any two Trustees and prohibited from taking further part in any public meeting/activity. Such suspension can be challenged at an AGM or EGM, and can be rescinded with the full agreement of all Trustees at any other time.

## **5. Subscriptions**

**a)** The different levels of subscriptions for General, Re-enactment, Associate and Family Membership shall be set for the following year by the Board of Trustees.

**b)** The subscription shall entitle General, Re-enactment and Associate members to receive the publications of the Society. General and Re-enactment members are also entitled to reductions on other Society publications and merchandise. Re-enactment members will also receive a kit manual in their first year, with subsequent updates and supplements.

**c)** Subscriptions shall be payable upon the acceptance of application to join the Society, and thereafter upon the 1st January each year. Failure in payment for more than three months after it is due shall result in a lapse of membership.

## **6. Meetings**

Society meetings shall be of three types:

**i)** Annual General Meeting (AGM): this will be held every April at a time and place determined by the Board of Trustees and convenient to the majority of Re-enactment and General Members. It will review Society activities over the preceding year, hear Officers' reports, elect Officers and conduct other business. Two months' notice of the AGM venue and time will be sent to all voting members and motions and proposals must be submitted to either Secretary, by the first Tuesday in April. Should any voting on policy, constitutional changes or election of officers be required then the AGM must be quorate; the quorum necessary will be 15 Re-enactment and/or General Members, or 10% of the voting membership, whichever is greater.

**ii)** Extraordinary General Meeting (EGM): this may be called by any Trustees at any time giving 14 days' notice, or by special request with 7 Re-enactment and/or General Members as signatories. A quorum is required; the quorum necessary will be 15 Re-enactment and/or General Members, or 10% of the voting membership, whichever is greater; of which 6 must be signatories if appropriate. Elections to vacant offices and changes in the Constitution may be carried out in an EGM. The same candidature and voting rules apply as with an AGM.

**iii)** Public Meetings (PM): consisting of public displays, lectures, reconstruction/ experimental archaeology, school visits, 'living history' activities etc.

## **7. Executive Officers**

The Executive Officers constitute the Board of Trustees of the Society.

*a) Duties of the Chair*

The elected Chair will hold the chair at the AGM, EGMs, special events and meetings of the Trustees unless they are absent in which case it passes to any other mutually-agreed Trustee present, or failing that, a member elected by the meeting. In cases of tied voting, the Chair has the casting vote.

The Chair will give a report to the AGM on the Society's year, as well as a preview of the year ahead.

The elected Chair can hold either Re-enactment or General membership of the Society.

*b) Duties of the Treasurer*

The elected Treasurer shall keep proper accounting records of all income and expenditure, and assets and liabilities. They will also provide, for members attending the AGM, an income and expenditure account, a balance sheet and a report on the accounts.

The elected Treasurer can hold either Re-enactment or General membership of the Society.

*c) Duties of the Re-enactment Secretary*

The elected Re-enactment Secretary shall undertake the administration of 'Cohors Quinta Gallorum' and all other Society re-enactment activities in accordance with established practice and will keep all Trustees and Officers advised of all matters arising. They will be responsible for re-enactment correspondence, insurance, maintaining the display team list and the production of press releases. They will work jointly with the General Secretary in organising the AGM (and any EGMs that may occur).

They are empowered to prohibit the use of items of equipment at events, Roman names, drills and other practices which they deem to be inaccurate and/or at variance with the interests and objectives of the Society. Their decision is final at a given event, but they may be called upon to explain or defend that decision subsequently. Practical levels of accuracy will increase as the Society progresses, so equipment at one display will not necessarily be acceptable at the next. However, they must keep the membership informed of changing standards.

The Re-enactment Secretary will give a report at the AGM on the preceding year's business.

The elected Re-enactment Secretary must hold Re-enactment membership of the Society.

*d) Duties of the General Secretary*

The elected General Secretary shall be responsible for the administration of General Membership activities and Society events in accordance with established practice and will keep all Trustees and Officers advised of all matters arising. They will advise all members on date, venue and agenda of Lecture Meetings and arrange such venues; they will take, write up and circulate to all Trustees and Elected Officers minutes of the previous Trustee Committee meetings. They will be responsible for general correspondence and the production of press releases. They will work jointly with the Re-enactment Secretary in organising the AGM (and any EGMs that may occur), and informing members of nominations for election and election results.

The General Secretary will give a report at the AGM on the preceding year's business.

The elected General Secretary can hold either Re-enactment or General membership of the Society.

*e) Other trustees*

In addition two trustees without specific remit shall make up the full trustee panel (6).

## **8. Non-executive Officers**

All Non-executive Officer posts are appointees, and not Trustees of the Society. The holders of the posts are appointed on merit by the Trustees as a body; they may also be removed during a term of office by the Trustees as a body. Non-executive post holders are appointed annually; however, there is no limit to terms of office, subject to re-appointment. Save where outlined in the Constitution, Non-executive Officers have no more powers than normal Re-enactment, General or Associate members. Non-executive officers may hold more than one post. Executive Officers (Trustees) may also hold non-executive posts. Non Executive officer posts are defined by the Trustees, and can be altered as required. However, any changes to roles must be recorded in the Trustee minutes. The exception to this is the role of President.

The Senior Manager of Archaeology for Tyne and Wear Museums will be invited by the Trustees of the Society to hold the non-elective position of President of the Society. The President will act as a figurehead for the Society and will be a member of the Editorial Board of the Society's Journal.

Other non-executive posts may be created by the Trustees should they deem them necessary, up to a maximum of 15 non-executive posts in total.

## **9. Management**

**a)** The affairs of the Society shall be conducted by the Board of Trustees (who shall consist of the Chairman, Re-enactment Secretary, Treasurer and General Secretary, and two members without portfolio) in a manner commensurate with the objectives and interests of the Society and with the decisions and discussions of the AGM and EGM (6.i-iii).

**b)** The term of appointment for a trustee shall be of up to two years following election at the AGM. There is no limit to terms of office, subject to re-election. In order to ensure the smooth operation of the Society only three of the six trustee posts shall be eligible for election each year. This shall be: Chair, re-enactment secretary, and other trustee in year one, Treasurer, General secretary and other trustee in year two.. Should a trustee position become vacant before the completion of a term of office, then it may be elected to at an AGM or EGM as appropriate, but should in the first instance serve only to the remainder of its term.

**c)** No persons may be nominated as Re-enactment Secretary who do not hold Re-enactment Membership of the Society. No persons may be nominated as Chair, Treasurer or General Secretary who do not hold either Re-enactment or General Membership of the Society. Nominations for candidates must be

made in writing and must be received by the Receiving Officer by the date announced.

**d)** Voting shall be by postal vote or attendance at the AGM for all Executive Officers, votes being cast by Re-enactment and General Members only. Nomination papers and the provisional Agenda for the AGM will be sent out in February, and ballot papers and final Agenda at the beginning of April. Postal votes by Re-enactment and General Members shall be sent to either Secretary, and must reach either Secretary by the date of the AGM. In the event of an inquorate AGM and an uncontested election, then the candidate will be appointed to the post for which he is standing; in the event of an inquorate AGM and a contested election, a quorate EGM must be held as soon as possible and present incumbent must remain in post until such time as the election can take place.

**e)** At the AGM, motions shall be carried by a single majority, all members' votes not cast are taken as abstentions. In the case of amendments and changes to the constitution, a quorum and a majority of 75% of the cast votes is required. In cases of tied votes, the Board of Trustees shall have the casting vote.

**f)** The Executive Offices of Chairman, Re-enactment Secretary, Treasurer and General Secretary are mutually exclusive and no more than one shall be held by any one person.

**g)** Holders of any office may be removed from that position by a vote of no confidence at an EGM. New elections are to be held within one month or at the next AGM, whichever is soonest.

## **10. Finances**

**a)** The Society's financial year shall commence on the 1st January.

**b)** Funds of the Society shall be allocated; by the Board of Trustees, comprising the executive officers of the Society; in line with the aims and objectives of the Society and guided by the wishes of the membership as expressed at AGMs, and EGMs.

**c)** Trustees of the Society are forbidden to benefit financially from monies raised by the Society, unless they are employed by a body or organisation to whom a grant is given, and they are employed by that body solely for their professional expertise and not because of their position in the Arbeia Society. Also, no condition may be attached to such a grant in order to maintain the continuing employment of any such Trustee.

**d)** The funds of the Society shall not be applied to any other purpose than those in the aid of, or in connection with, the interests and objectives of the Society.

**e)** The funds of the Society shall only be kept in bank accounts authorised by the Board of Trustees. All money received from any source by the Treasurer on behalf of the Society shall be paid into those accounts so nominated.

**f)** No member of the Society shall commit any financial obligation on the Society without the consent of the Board of Trustees.

**g)** An Honorary Auditor, who shall not be Trustee or other officer of the Society, will be appointed by the Board of Trustees before an AGM for the purpose of confirming that the Treasurer has fulfilled his duties for the past year.

## **11. Grants**

- a) A grant fund shall be set up and maintained by the Board of Trustees.
- b) Grants will only be awarded for projects which accord with the aims of the Society.
- c) Any individual (excepting Trustees of the Society), or Organisation may apply for a grant by requesting an application form from the Board of Trustees.
- d) Completed forms will be considered by the Board of Trustees, who may call on the opinions of recognised experts in order to help them reach a decision.
- e) Decisions on grant applications will be the view of the majority of the Board of Trustees.
- f) A report detailing the use of the grant and any results obtained from the grant-aided project will be requested from the recipient after an agreed period.

## **12. Equipment**

- a) Items of equipment and materials paid for by the Society belong to the Society. Work carried out on such items and materials does not convey ownership to individual members. A pool of Society equipment shall be built up for the general use of members during activities/meetings and will be stored at the Society's base.
- b) No equipment belonging to the Society may be used by members for displays by other societies or organisations, or lent to such bodies, unless specifically permitted by a Trustee or Elected Member.
- c) In respect to damage to equipment, a member is liable if such damage is caused by irresponsible behaviour, or if equipment that becomes damaged is in a member's possession outside of a public meeting/activity. Cost of repairs or replacements will be set by the Board of Trustees. Appeals against such a decision can only be made at an AGM or EGM.

## **13. Alternations to the Constitution**

This constitution may be altered at an Annual or Extraordinary General Meeting of the Arbeia Society by a resolution passed at a quorate meeting by (two thirds of) the members present and voting thereat.

The resolution for the alteration of the constitution must be received by the Secretary of the Arbeia Society at least 21 days before the meeting at which it is to be proposed. At least 14 days' notice of such a meeting must be given by the Secretary to the Arbeia Society and must include notice of the alteration proposed: Provided that no alteration to clause 3 (Objects), clause 14 (Dissolution) or this clause shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained: and no alteration shall be made which would have the effect of causing the Arbeia Society to cease to be a Charity in law.

## **14. Dissolution**

If the Executive Committee decides that it is necessary or advisable to dissolve the Society, it shall call a meeting of all the members of the Society, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given.

If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Society. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Society as the members of the Society may determine, or failing that, shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Society must be sent to the Charity Commissioners.

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