

ELIZABETH THE SECOND, by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Her other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING!

WHEREAS The Institute of Field Archaeologists was incorporated as a company limited by guarantee under the Companies Acts 1948 to 1981 in the year of our Lord nineteen eighty five and has by a Humble Petition prayed that We might be graciously pleased to grant to it a Charter of Incorporation:

NOW THEREFORE know ye that We, having taken the said Petition into Our Royal Consideration, have been pleased, by virtue of Our Prerogative Royal and of Our especial grace, certain knowledge and mere motion, to grant and declare, and do hereby for Us, Our Heirs and Successors, grant and declare as follows:

- 1 The persons now members of The Institute of Field Archaeologists and all other persons who may hereafter become members of the body corporate hereby constituted shall forever hereafter be one body corporate by the name of The Chartered Institute for Archaeologists and by the same name shall continue to have perpetual succession and a common seal with power to break alter and make anew the said seal from time to time at their will and pleasure, and by the same name shall and may sue and be sued in all Courts and in all manner of actions and proceedings and shall have power to do all other matters and things incidental or appertaining to a body corporate.
- 2 In this Our Charter unless the context otherwise requires:
  - (i) 'the Institute' shall mean The Chartered Institute for Archaeologists as hereby incorporated;
  - (ii) 'the Former Institute' shall mean The Institute of Field Archaeologists;
  - (iii) 'the by-laws' shall mean the by-laws set out in the schedule hereto as amended from time to time as provided below;
  - (iv) 'the Board of Directors' shall mean the Board of Directors of the Institute referred to below and as from time to time constituted in accordance with the by-laws;
  - (v) 'the Advisory Council' shall mean the Advisory Council of the Institute referred to below and as from time to time constituted in accordance with regulations agreed by the Board of Directors;
  - (vi) words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations;
  - (vii) references to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.
- 3 The objects of the Institute ('the Objects') shall be:
  - to advance the practice of archaeology and allied disciplines;

- to define and maintain proper professional standards and ethics in training and education in archaeology, in the execution and supervision of work, and in the conservation of the archaeological heritage; and
- to disseminate information about archaeologists and their areas of interest.

4 In pursuance of the Objects, the Institute shall have power:

- (i) to acquire, take over and accept by way of gift from The Institute of Field Archaeologists all the stocks, funds, securities and other assets of every description now belonging to The Institute of Field Archaeologists or held in trust for it and to undertake, execute and perform any trusts or conditions affecting any of such assets and to defray and provide for any debts and liabilities to the discharge of which the said assets or any of them shall at the moment of such acquisition be applicable and to give any trustees in whom any such stocks, funds, securities or other assets may be vested a valid receipt, discharge and indemnity for and in respect of the transfer or handing over of them to the Institute;
- (ii) to receive and accept subscriptions, donations, endowments and gifts of money, land, hereditaments, stocks, funds, shares, securities and any other assets whatsoever and either subject or not subject to any special trusts or conditions and in particular to accept and take by way of gift and absorb upon any terms the undertaking and assets of any organisation whether incorporated or not carrying on work similar to any work for the time being carried on by the Institute and to undertake all or any of the liabilities of any such other organisation;
- (iii) to purchase, take on lease or hire or otherwise acquire and hold any land, buildings, easements or hereditaments of any tenure and any other real or personal property and to construct, provide, maintain, repair and alter any buildings, works, stores, plant and things which may from time to time be deemed requisite in any part of the world for any of the purposes of the Institute;
- (iv) to accumulate, sell, improve, manage, develop, exchange, lease, mortgage or otherwise dispose of or deal with or turn to account all or any property, rights or privileges of the Institute; Provided that no disposition of any real or leasehold property situate in Our United Kingdom shall be made without such consent or approval (if any) as may be by law required;
- (v) to borrow or raise money for any of the purposes of the Institute in such manner and upon such terms as the Institute may think fit, and to secure or guarantee the payment or repayment of any moneys, or any other obligation or liability whatsoever, in such manner and on whatsoever property rights or assets of the Institute as the Institute may think fit;
- (vi) to invest moneys of the Institute and to appoint investment managers;
- (vii) to undertake, execute and perform any trusts or conditions affecting any real or personal property of any description acquired by the Institute;
- (viii) to pay or apply any moneys or assets of the Institute for any purpose which in the opinion of the Board of Directors may tend to promote all or any of the Objects and either to do so directly or to pay or transfer any such money or assets to some other person to be applied in the above manner;

- (ix) to lend and advance money or give credit, with or without security and upon such terms as the Institute may think fit, and to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms and to guarantee or secure, either by personal covenant or by mortgage, charge, standard security, lien or other security upon all or any part of the undertaking and real and personal property and assets, present or future, of the Institute the due performance of the obligations and liabilities of any kind whatsoever of the Institute or any third party, together with interest thereon;
- (x) to employ persons or bodies and to grant, continue and pay such salaries, pensions, gratuities or other sums in recognition of services (whether rendered before or after the granting of this Our Charter) as the Board of Directors may from time to time think proper;
- (xi) to draw, make, accept, endorse, negotiate, discount, execute, issue and exchange promissory notes, bills of exchange, debentures, cheques and other negotiable or transferable instruments
- (xii) to insure any asset of the Institute on such terms as the Board of Directors may think fit, and to pay the appropriate premiums and use any insurance money received in any manner the Board of Directors shall think fit whether to restore the asset or not;
- (xiii) to insure any risks arising from the Institute's activities;
- (xiv) to indemnify out of the assets of the Institute and/or provide indemnity insurance to cover liability of members of the Board of Directors, members of the Advisory Council, employees or any other persons acting on behalf of the Institute in respect of any liabilities for negligence, breach of trust or breach of duty of which they may be guilty in relation to the Institute.  
  
Any such indemnity or insurance shall not extend to:
  - (a) any liability resulting from conduct which the guilty party knew or must be assumed to have known was not in the best interests of the Institute, or which the guilty party did not care whether it was in the best interests of the Institute or not;
  - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the guilty party;
  - (c) any liability to pay a fine;
- (xv) to establish national, regional, local and other groups for the promotion of all or any of the objects of the Institute in any part of the world;
- (xvi) to form local branches, committees and groups in any part of the world, to organise meetings and to disseminate information on any matters affecting archaeology, management of the historic environment and related subjects, to print and publish, issue, sell, lend and circulate such papers, periodicals, books, circulars, histories, communications, proceedings or transactions and reports, or any other literary undertaking whatsoever for the purpose of stimulating interest in and promoting the Objects and for these purposes to cause translation to be made into

or from any language and to take all other measures which may seem necessary for providing and maintaining an efficient organisation for the purpose of the Institute;

- (xvii) to make and carry out any arrangement for joint working or co-operation with, or become a member of, any other organisation whether incorporated or not carrying on work similar to any work for the time being carried on by the Institute;
- (xviii) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Institute or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- (xix) to develop, improve and maintain the practice of archaeology and the understanding of the role of archaeologists in society;
- (xx) to promote the highest standards of competence and practice in persons and organisations engaged in or about to engage in archaeology and related disciplines, and to maintain these standards amongst its own members;
- (xxi) to test by examination or otherwise the competence of persons and organisations engaged in or about to engage in archaeology and related disciplines, and to award certificates and distinctions, and to institute and establish scholarships, grants, rewards and other benefactions;
- (xxii) to promote, encourage, guide and cooperate in the education and training of those who wish to be or are practising as archaeologists or are interested in archaeology or in subjects connected therewith and, in particular, to promote the continuing development of archaeologists and professional development;
- (xxiii) to promote the efficiency and usefulness of its members to the community at large by setting a high standard of professional and general education, knowledge and conduct and otherwise to enhance the status of archaeologists in society;
- (xxiv) to act as an authoritative body for the purpose of consultation with the legislature, public bodies and others in matters of public, professional and scientific interest concerning archaeology and related subjects;
- (xxv) to apply for and exercise any powers obtained under any Supplemental Charter or any Act of Parliament;
- (xxvi) to do all such other acts and things as are or may be deemed incidental or conducive to the attainment of any of the Objects;

- 5 The income and property of the Institute, from wherever derived, shall be applied solely towards the promotion of the Objects as set forth in this Our Charter, and no portion of them shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of profit to the members of the Institute. Provided that nothing in this article shall prevent the payment in good faith of remuneration to any member of the Institute or other person in return for any goods or services actually rendered to the Institute or in respect of reasonable and proper rent for premises demised or let by any member of the Institute.

- 6 There may be a Patron of the Institute. Patrons shall be such persons as may from time to time accept that office on the invitation of the Institute.
- 7 The affairs of the Institute shall be controlled by a Board of Directors constituted in accordance with the by-laws. The members of the Board of Directors shall be elected or coopted in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with the by-laws. The first members of the Board of Directors shall be the members of the Executive Committee of the Former Institute at the date of this Our Charter, together with the Chief Executive and the Head of Governance and Finance of the Institute. The members of the Executive Committee of the Former Institute will hold office on the Board of Directors for a period commensurate with the unexpired part of a three year period calculated as at that date and commencing in each case on the date of the member's last election to the Executive Committee of the Former Institute.
- 8 The Board of Directors will be advised on policy and long-term strategy by an Advisory Council constituted in accordance with regulations agreed by the Board of Directors. The members of the Advisory Council shall be elected, appointed or coopted in such manner and hold office on such terms and for such period as may be prescribed by or in accordance with regulations adopted by the Board of Directors from time to time. The first members of the Advisory Council shall be those members of the Council of the Former Institute at the date of this our Charter who are not members of the Executive Committee of the Former Institute at that time which members will hold office on the Advisory Council for a period commensurate with the unexpired part of a three year period calculated as at that date and commencing in each case on the date of the member's last election to the Council of the Former Institute.
- 9 There shall be such classes of members and organisations of the Institute as the by-laws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each class of membership and the disciplinary arrangements to which members shall be subject shall be as the by-laws and regulations made thereunder shall prescribe. Members may use such titles and may be designated as belonging to the Institute by such letters or abbreviations as the by-laws shall prescribe. No other letters or abbreviations to indicate a class of membership may be used.
- 10 An Annual General Meeting of the Institute shall be held once in every year at such time and place as shall be prescribed by or in accordance with the by-laws and the Board of Directors shall lay before every such Meeting such accounts and make to it such reports as may from time to time be prescribed by the by-laws. Not less than 15 months shall elapse between Annual General Meetings. Subject as aforesaid Meetings of the Institute shall be convened and the proceedings there regulated in accordance with the by-laws and regulations made thereunder.
- 11 The accounts to be submitted to each Annual General Meeting of the Institute shall be audited by a member of a body of accountants recognised for the purposes of the Companies Act 2006, or by a firm of which at least one partner is such a member.
- 12 The affairs of the Institute shall be managed and regulated in accordance with the by-laws, which shall remain in force until revoked, amended or added to as provided below, and any regulations made thereunder. Any of the by-laws may from time to time be revoked, amended or added to by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at a General Meeting of the Institute or at an Extraordinary General Meeting specially convened for that purpose.

PROVIDED that no new by-law and no such revocation, amendment or addition as aforesaid shall have any force or effect if it be repugnant to any of the provisions of this Our Charter or until the same has been submitted to and approved by the Lords of Our Privy Council of which approval a Certificate under the hand of the Clerk of Our Privy Council shall be conclusive evidence.

- 13 The Institute may revoke, amend or add to any of the provisions of this Our Charter by a resolution passed by a majority of not less than three-quarters of the members present and entitled to vote at a General Meeting or at an Extraordinary General Meeting duly convened for that purpose, and any such revocation, amendment or addition shall when approved by Us, Our Heirs or Successors in Council, become effectual so that this Our Charter shall thenceforth continue and operate as though it had been originally granted and made accordingly. This provision shall apply to this Our Charter as modified in the above manner.
- 14 It shall be lawful for the Institute at an Extraordinary General Meeting convened for that purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and on such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Institute in such manner as shall be directed by such Extraordinary General Meeting or in default of such direction as the Board of Directors shall think expedient having due regard to the liabilities of the Institute for the time being and if, on the winding up or the dissolution of the Institute, there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the members of the Institute or any of them, but shall, subject to any special trusts affecting it be given and transferred to some other body or bodies having objects similar to the objects of the Institute, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Institute under or by virtue of Clause 5 hereof, such body or bodies to be determined by the members of the Institute at or before the time of dissolution, and in so far as effect cannot be given to the foregoing provisions then to some charitable object.
- 15 And We do for Ourselves, Our Heirs and Successors grant and declare that this Our Charter shall be in all things valid and effectual in law according to its true intent and meaning and shall be construed in the most favourable and beneficial sense and for the best advantage of the Institute and the promotion of its objects as well as in Our Courts of Record as elsewhere notwithstanding any non-recital, mis-recital, uncertainty or imperfection.
- 16 This Our Charter shall take effect on the [■**day**] of [■**month**] two thousand and [■**year**].

IN WITNESS whereof We have caused these Our Letters to be made Patent.

WITNESS Ourselves at Westminster the [■**day**] day of [■**month**] in the [■] year of Our Reign.

BY WARRANT UNDER THE QUEEN'S SIGN MANUAL.

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SCHEDULE[S]

**BY-LAWS**

INTERPRETATION

- 1 In the event of any inconsistency between the provisions of the Charter and the provisions of the by-laws the provisions of the Charter shall prevail.
- 2 In these by-laws, unless the context otherwise requires:
  - (i) the 'Charter' shall mean the Royal Charter of incorporation of the Institute as amended or added to from time to time and all Supplemental Charters for the time being in force;
  - (ii) expressions or words used in the Charter shall have the meanings there defined;
  - (iii) the 'Chair of the Institute' shall mean the Honorary Chair as defined under by-law 3.1(i) below;
  - (iv) the 'Treasurer of the Institute' shall mean the Honorary Treasurer as defined under by-law 3.1(ii) below;
  - (v) the 'Chief Executive' shall mean the Chief Executive of the Institute for the time being appointed by the Board of Directors pursuant to these by-laws and including any deputy or assistant Chief Executive and any person appointed by the Board of Directors to perform the duties of the Chief Executive in his/her absence;
  - (vi) 'member of the Institute' shall mean a person whose name appears on the Register of the Institute and shall include a person whose name appeared on the register of the Former Institute immediately prior to the grant of Charter provided that such name has not since been removed from the Register;
  - (vii) 'voting member' shall mean a member of the Institute entitled to vote at a General Meeting of the Institute as defined under by-law 5.3;
  - (viii) 'non-voting member' shall mean a member of the Institute as defined under by-law 5.5;
  - (viii) the 'Area and Special Interest Groups' shall mean those groups from time to time constituted in accordance with regulations approved by the Board of Directors of the Institute;
  - (ix) the 'Code of conduct' shall mean rules regulating the conduct of voting members established in accordance with by-law 9.3;
  - (x) the 'Principal Office' shall mean the principal office of the Institute.
  - (xi) 'Recorded Address' shall mean the address which may be postal or electronic of a member for the receipt of communications as notified from time to time to the Chief Executive and recorded in the Register;
  - (xii) the 'Register' shall mean the Register referred to in by-law 5.1;
  - (xiii) For the purpose of establishing the length of office of any member a year in office will be deemed to run from the date of one AGM to the next, irrespective of the period of time lapsing between the AGMs;

- (xiv) words importing the singular number only shall include the plural number and vice versa and words importing persons shall include corporations;
- (xv) references to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

## DIRECTORS

- 3.1 Subject to clause 7 of the Charter, there shall be the following members of the Board of Directors who shall be directors of the Institute:
- (i) The Honorary Chair a voting member of the Institute elected by the voting members of the Institute
  - (ii) The Honorary Treasurer a voting member of the Institute elected by the voting members of the Institute
  - (iii) Up to 6 further voting members of the Institute elected by the voting members of the Institute
  - (iv) Up to 2 further Directors who may or may not be members of the Institute appointed by the Board of Directors as they may from time to time deem necessary
  - (v) The Chief Executive
  - (vi) And one other member of staff appointed by the elected members of the Board of Directors as they may from time to time deem necessary.
- 3.2 The Board of Directors shall consist of not less than 6 persons who shall be elected at Annual General Meetings of the Institute or appointed in the manner provided above.
- 3.3 The Chair of the Institute shall be responsible to the members for ensuring that the actions of the Board of Directors are in accordance with the Charter and by-laws.
- 3.4 The Treasurer of the Institute shall be responsible to the Board of Directors for the administration of the financial affairs of the Institute and for ensuring that proper accounts are kept in accordance with these by-laws.
- 3.5 The Chief Executive of the Institute shall remain on the Board of Directors during the period of his/her employment by the Institute. The other member of staff appointed by the elected members of the Board of Directors may remain on the Board of Directors throughout his/her period of employment unless the elected members of the Board of Directors deem otherwise.
- 3.6 Subject to the provisions of by-laws 3.8 and 3.9, voting members of the Institute shall be eligible to put themselves forward for election at an Annual General Meeting to any position as an elected officer of the Board of Directors that will be falling vacant at that Annual General Meeting. Following election at an Annual General Meeting, a member of the Board of Directors (save as is provided in clause 3.5 for the Chief Executive and the second staff member) shall hold office from the end of that Annual General Meeting until the end of the third Annual General Meeting following that at which he/she was elected. Retiring elected members of the Board of Directors shall be eligible for immediate reelection at that Annual General Meeting, in order to serve a further three-year term which shall again run from the



Annual General Meeting from that at which he/she was reelected until the third Annual General Meeting following his/her reelection. The maximum consecutive term of office for any elected member shall be two consecutive three-year terms (to include any term of office on the Council of the Former Institute immediately preceding the date of the Charter), after which the elected member shall cease to be a member of the Board of Directors. Members retiring after a second three-year term shall not be eligible for reelection to the Board of Directors until the Annual General Meeting following the Annual General Meeting at which he/she was required to retire or any subsequent Annual General Meeting.

- 3.7 The elected members of the Board of Directors shall be drawn from all categories of voting members of the Institute and shall not be subject to any quota restrictions within each category.
- 3.8 At least two months before the date of the Annual General Meeting all voting members of the Institute shall be notified of the names of all retiring elected members of the Board of Directors, and shall be asked to submit nominations for new elected directors. Nominees must have paid all subscriptions due. Nominations must be seconded by three other voting members of the Institute who have paid all subscriptions due.
- 3.9 A nominated candidate must indicate his/her willingness to stand, and may submit a statement to the Board of Directors of not more than 1,000 words supporting his/her nomination. Subject to the reasonable discretion of Board of Directors, the Board of Directors shall forward copies of the statement to all voting members.
- 3.10 If the number of candidates duly nominated for election to the Board of Directors does not exceed the number of vacancies for elected directors, the persons so nominated shall in that case be declared elected at the Annual General Meeting, but if the number of candidates duly nominated exceeds the number of vacancies their names shall be included as candidates for election to the Board of Directors in the ballot referred to below. Should there be insufficient candidates to fill the vacancies on the Board of Directors, such vacancies shall be left empty until filled by voting members coopted by the new Board of Directors.
- 3.11 The ballot for election of the members of the Board of Directors shall be conducted in such manner as shall be determined by the Board of Directors save that
  - (i) At least 21 days before the date of the Annual General Meeting all voting members shall be sent lists of candidates for election to the Board of Directors. Voting members will be invited to indicate by ballot, not less than one week before the Annual General Meeting, their votes for the candidates.
  - (ii) Each voting member shall be entitled to exercise such number of votes as there are vacancies on the Board of Directors, provided that he/she may not exercise more than one vote for each candidate.
  - (iii) When the votes have been counted, candidates with fewest votes shall be excluded in turn until the number of candidates is equal to the number of vacancies on the Board of Directors. Such number of candidates shall then be deemed elected to the Board of Directors.
- 3.12 (i) In addition to coopting persons to fill any vacant places in accordance with clause 3.10, the Board of Directors may coopt any voting member of the Institute to fill any

vacancies arising by death or resignation or for any other reason during the period between Annual General Meetings. Coopted members of the Board of Directors shall have all the rights, privileges and duties of voting members of the Board of Directors (save as otherwise expressly provided in these by-laws), and in particular, but without prejudice to the generality, may hold any office.

- (ii) Any voting members coopted to the Board of Directors in accordance with by-laws 3.10 and 3.12 (i) to fill any vacant places shall cease to be members of the Board of Directors at the next Annual General Meeting. The Board of Directors may coopt such members for a further term, providing that no more than six consecutive years are served in total. Retiring coopted members may also stand for election, but their period of coopted office shall be taken into account in determining when they shall retire from the Board of Directors under by-law 3.6.
- (iii) In accordance with by-law 3.1 (iv), the Board of Directors may coopt up to two additional directors if, in the Board of Director's opinion, this is desirable and if in the opinion of the Board of Directors they can provide expertise or advice not readily available from members of the Institute. Such coopted additional directors shall be eligible to vote at meetings of the Board. Any persons coopted as additional directors in accordance with by-law 3.1(iv) to provide expertise or advice not readily available from members of the Institute may be coopted to serve a one year term from the first meeting of the Board of Directors following the Annual General Meeting to the subsequent meeting following the Annual General Meeting at which they were coopted, and may be coopted for one or more further one-year term(s), if in the opinion of the Board of Directors this is in the best interests of the Institute. For the avoidance of doubt these additional board members cannot be coopted to the position of Chair of the Institute or Treasurer of the Institute.

3.13 The first Board of Directors shall take office immediately upon the grant of the Charter and shall be constituted in accordance with clause 7 of the Charter. The members of the Executive Committee of the Former Institute will hold office on the first Board of Directors, subject to by-laws 3.14 and 3.15, for a period commensurate with the unexpired part of a three-year period calculated as at that date and commencing in each case on the date of the member's last election to the Executive Committee of the Former Institute.

3.14 The office of a member of the Board of Directors shall be vacated

- (i) if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally
- (ii) or if certified by a relevant professional as not having capacity under the Mental Capacity Act 2005
- (iii) if by notice to the Institute he/she resigns his/her office
- (iv) if he/she becomes prohibited from holding office by reason of any court order made under or any provision of any relevant legislation from time to time in force
- (v) if he/she is removed from office by a resolution duly passed pursuant to by-law 3.15 below
- (vi) if he/she ceases to be a member of the Institute

- 3.15 The Institute may by Extraordinary Resolution remove any elected or coopted member of the Board of Directors before the expiration of his/her period of office.
- 3.16 A member of the Board of Directors shall not vote in respect of any contract in which he/she is interested or any matter arising out of such contract, and if he/she does so vote his/her vote shall not be counted. Nothing in this clause shall be deemed to authorise any contract between a member of the Board of Directors and the Institute involving a contravention of the provisions of Clause 5 of the Charter. An officer of the Board of Directors who is interested in the matter to be voted on shall count towards the quorum of the meeting.

#### POWERS OF THE BOARD OF DIRECTORS

- 4.1 The management of the affairs of the Institute shall be vested in the Board of Directors, which, in addition to the powers and authorities expressly conferred on it by these by-laws or otherwise, may in respect of the affairs of the Institute exercise all such powers and do all such things as may lead to the furtherance of the objects of the Institute including all such powers and things as may be exercised or done by the Institute and are not by these by-laws expressly directed or required to be exercised or done by the Institute in General Meeting.
- 4.2 The Board of Directors shall meet as required and normally not less than four times a year. Subject to these by-laws, the Board of Directors may adjourn and otherwise regulate meetings as they think fit.
- 4.3 The quorum for meetings of the Board of Directors shall be six members of the Board of whom at least four shall have been elected in accordance with by-law 3 or such other number as the Board of Directors shall by resolution determine.
- 4.4 Where appropriate equipment is available and consent has been granted by the Chair of the Institute, or by such a person as he/she may appoint, any member of the Board of Directors may participate in a meeting via telephone or such other means of communication where all persons participating in the meeting can speak to and hear each other and shall count towards the quorum of the meeting.
- 4.5 The Board of Directors may act notwithstanding any vacancy in its number but if at any time the number of members of the Board is reduced below 6 the Board shall act only for the purpose of filling up vacancies among the members or convening a General Meeting of the Institute.
- 4.6 The Board of Directors may make, amend and rescind rules for the better ordering of any matter referred to in these by-laws or otherwise for the better government of the Institute and its affairs, other than matters to be governed by regulations but so that no such rule shall be repugnant to or inconsistent with the Charter, these by-laws or the regulations. The Board shall publish such rules, amendments or rescissions thereof.
- 4.7 The constitution, terms of office and operation of the Advisory Council, whose role is set out in clause 8 of the Charter, shall be in accordance with regulations agreed by the Board of Directors

#### MEMBERS

- 5.1 The Institute shall maintain a Register containing the names, together with the grade for the time being and the date of election or transfer to that grade, of all the members of the Institute and their Recorded Addresses. The Register shall be maintained and available for

inspection at all reasonable times at the Principal Office and may from time to time be published in such manner as the Board of Directors may think fit.

5.2 Membership shall be divided into voting and non-voting members.

5.3 Voting members are:

- (a) Honorary Members who were voting members prior to becoming Honorary Members
- (b) Members
- (c) Associate members
- (d) Practitioner members.

5.4 Any Honorary Member, Member, Associate member or Practitioner member may use after their name the designation appropriate to their class of membership in accordance with the following abbreviated forms, namely:

Honorary Member      HonMCIfA

Member                      MCIfA

Associate members      ACIfA

Practitioner member      PCIfA

5.5 Non-voting members are:

- (a) Honorary Members who were not voting members prior to becoming Honorary Members
- (b) Student members
- (c) Affiliate members

5.6 The Institute may also maintain a Register of organisations and may make regulations governing organisational registration.

#### QUALIFICATION FOR MEMBERSHIP

6 The Board of Directors shall make regulations governing membership and may in its absolute discretion determine from time to time the requirements for appointment to, and the rights attaching to each class of membership.

#### PRIVILEGES OF MEMBERSHIP

7.1 Voting members shall be entitled to all the privileges of membership conferred by these by-laws and to any special privilege which the Board of Directors may from time to time prescribe.

- 7.2 Non-voting members shall have all the rights and privileges of voting members (other than any special privilege) save that they shall not be entitled to vote at any General Meeting, they shall not be entitled to stand for election to the Board of Directors or the Advisory Council, nor to vote in elections for the Board of Directors or the Advisory Council. Non-voting members shall not be entitled to stand for election as officers of Groups nor shall they be appointed as Group representatives on the Advisory Council without the approval of the Board of Directors.
- 7.3 The rights, privileges and obligations of every Institute member of any grade shall be personal and shall not be transferable either by the member or by operation of law. A member's rights, privileges and/or obligations may be altered or abrogated in any way by an alteration to these by-laws or, where a privilege is prescribed by the Board of Directors, by a further resolution of the Board of Directors.

#### RESIGNATION AND REMOVAL OF MEMBERS

- 8.1 Any member of the Institute who is under no liability to the Institute may resign from the Institute by sending written notice of resignation to the Registered Office.
- 8.2 Members of the Institute who fail to pay by the due date any subscription due from them, and who fail to pay it within such period after a written reminder of default and application therefor shall have been sent to them by the Institute as the Board of Directors shall from time to time prescribe, shall after the expiration of such period cease to be members of the Institute and their names shall be removed from the Register.
- 8.3 A member of the Institute shall cease to be a member forthwith if he/she becomes bankrupt or makes any arrangement or composition with his/her creditors generally, or if certified by a relevant professional as not having capacity under the Mental Capacity Act 2005 or he/she dies.
- 8.4 A voting member of the Institute shall cease to be a member if the Board of Directors resolves that he/she is no longer fit to be a member by reason of behaviour which constitutes a breach of the Code of conduct and at a meeting of the Board of Directors attended by at least six Board members provided that no such resolution shall be passed before the completion of the proper procedures of investigation defined in the professional conduct regulations that the Board of Directors shall prescribe from time to time in accordance with by-law 9.4.
- 8.5 The Board of Directors may resolve to suspend any voting member from the rights and privileges of membership by reason of behaviour which constitutes a breach of the Code of conduct, subject to the same conditions as are contained in by-law 8.4. Any member suspended in accordance with this by-law shall at the end of the period of suspension automatically be reinstated to the rights and privileges of membership provided that he/she confirms in writing to the Chief Executive during the period of suspension in a form reasonably satisfactory to the Board of Directors his/her intention to act in accordance with the provisions of the Charter, these by-laws and any regulations made pursuant thereto, to be guided by the objects for which the Institute is established and to be bound by the provisions of the Code of conduct.
- 8.6 Upon ceasing to be a member of the Institute a former member shall cease to have any right to any benefits of membership of the Institute.

- 8.7 A former member of the Institute shall be entitled to reapply for membership of the Institute upon the same basis as all other applicants for membership, up to a maximum of three times.

#### REGULATION OF PROFESSIONAL CONDUCT

- 9.1 All members of the Institute shall so order their conduct as to uphold the dignity and reputation of the Institute and shall observe the provisions of the Charter and these by-laws and any regulations made pursuant thereto.
- 9.2 All voting members shall at all times so order their conduct as to uphold the dignity and reputation of the profession. All voting members shall at all times exercise their professional skill and judgement to the best of his/her ability and discharge any professional responsibilities with integrity and safeguard the public interest in matters of health and safety and otherwise pertaining to his/her work or other involvement in archaeology. Non-voting members shall support the aims of the Code of conduct and aspire to gain ethical competence.
- 9.3 For the purpose of ensuring the fulfilment of the requirements of by-law 9.2 the Institute in General Meeting shall establish rules for regulating the conduct of voting members of the various classes of membership to be known as 'the Code of conduct' and may alter or vary the same from time to time by a resolution in General Meeting provided that such rules shall not be inconsistent with the Charter and these by-laws.
- 9.4 The Board of Directors shall make regulations to be known as 'the Professional Conduct Regulations' setting out the procedure to be followed in the event of an allegation of misconduct.
- 9.5 The Board of Directors may make, vary and rescind regulations for the purpose of
- (i) delegating its powers and duties under these by-laws (other than the power to order that a member be expelled by the Institute) to a person, committee or other body;
  - (ii) determining the constitution, membership and duration of any such committee;
  - (iii) regulating the procedure of any such person, committee or other body;
  - (iv) providing for any other matter which may be relevant to any such person, committee or other body or to their functions;
  - (v) establishing and determining the constitution and membership and regulating the procedure of an appeal body.
- 9.6 Subject to any regulations made under these by-laws or rules made by the Board of Directors any person or body set up or appointed by the Board of Directors shall regulate its own procedures.

#### FEEES AND SUBSCRIPTIONS

10. Application and transfer fees and membership subscriptions shall be payable in accordance with the requirements of the Institute as set by the Board of Directors from time to time.

#### GENERAL MEETINGS

- 11.1 The Institute shall hold an Annual General Meeting at such time and place as may be determined by the Board of Directors. Such meeting shall be held not later than fifteen months from the previous Annual General Meeting and shall be identified as an Annual General Meeting in the notice convening the same.
- 11.2 The business of the Annual General Meeting of the Institute shall be to receive and consider the annual report of the Board of Directors and the accounts, and to appoint an Auditor or Auditors, and elect members of the Board of Directors in accordance with by-law 3.10, and the Advisory Council in accordance with the regulations.
- 11.3 All meetings, other than the Annual General Meeting, shall be called Extraordinary General Meeting.
- 11.4 The Board of Directors may whenever they think fit convene an Extraordinary General Meeting of the Institute and an Extraordinary General Meeting shall also be convened within two months of the receipt at the Principal Office of a written requisition
- (i) signed by or on behalf of the Advisory Council in accordance with regulations made by the Board of Directors or
  - (ii) signed by not less than one twentieth of the voting members of the Institute having at the date of the requisition a right to vote at the meeting to which the requisition relates and stating fully the objects of the meeting.
- 11.5 At least 21 days' notice of every General Meeting of the Institute (exclusive of the day on which the notice is served but inclusive of the day for which the Meeting is called) specifying the place, day and hour of the Meeting and (in the case of special business) the general nature of the business to be transacted shall be given by notice sent to every member of the Institute.
- 11.6 The accidental omission to give notice of a General Meeting of the Institute to, or the non-receipt of notice by, any person entitled to receive such notice shall not invalidate anything done at such Meeting.
- 11.7 At all General Meetings of the Institute the voting members shall, subject to by-law 11.8, be entitled to one vote in accordance with regulations made by the Board of Directors. No other person shall be entitled to vote.
- 11.8 A person otherwise entitled to vote who has not paid every subscription or other sum due and owing by him/her to the Institute shall not be entitled to vote.
- 11.9 Twenty-five persons entitled to vote, being personally present, shall be a quorum.
- 11.10 Subject to the provisions of this by-law the Board of Directors shall make regulations further governing
- (i) the procedure for convening General Meetings;
  - (ii) the proceedings at General Meetings
  - (iii) the voting of members of the Institute at General Meetings
- provided that such shall not be inconsistent with the Charter and these by-laws.

#### AUDITORS

- 12 The Auditor or Auditors, who shall be qualified in accordance with clause 11 of the Charter, shall be appointed annually at the Annual General Meeting. A retiring Auditor or Auditors shall be eligible for reappointment.

#### MINUTES

- 13 The Chief Executive or his/her nominee shall attend and cause minutes of all General Meetings of the Institute, and the Board of Directors to be entered in a minute book.

#### COMMITTEES

- 14.1 The Board of Directors may delegate any of its powers to committees, which may be given such names as the Board of Directors shall see fit. There shall be such committees and sub-committees as the Board of Directors may from time to time determine in accordance with by-law 4.xvi above.
- 14.2 The name, membership and terms of reference of each committee and the manner in which committee meetings are conducted shall be determined from time to time by the Board of Directors.

#### GROUPS AND BRANCHES

- 15 The Board of Directors may make, vary and rescind regulations to provide for the establishment and continuance of area, special interest or other Groups and branches of the Institute.

#### SEAL

- 16 The Board of Directors shall provide for the safe custody of the Common Seal of the Institute which shall not be used except with the authority of the Board of Directors and in the presence of at least two members of the Board of Directors who shall sign the instrument to which the Seal is affixed and every such instrument shall be countersigned by the Chief Executive or his/her nominee.

#### ACCOUNTS

- 17.1 The Board of Directors shall cause true accounts to be kept of the receipts and expenditure of the Institute and the matters in respect of which such receipts and expenditure take place and of the assets, credits and liabilities and the sales and purchases of goods of the Institute. Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the Institute's affairs and to explain its transactions.
- 17.2 At the Annual General Meeting of the Institute in every year the Board of Directors shall lay before the Meeting an income and expenditure account and balance sheet for the period since the last preceding account, together with reports prepared by the Board of Directors and by the Auditor or Auditors. Copies of the accounts, balance sheet and reports shall be sent to all persons entitled to receive notices of General Meetings 21 days before the Meeting, in the manner in which notices are directed to be served as stated below.



- 17.3 The books of account shall be kept open to the inspection of members of the Institute and the Auditor or Auditors at the Principal Office or such other place as the Board of Directors shall see fit, during normal business hours.

#### NOTICES

- 18.1 Any notice sent by post to a member of the Institute shall be deemed to have been served on the third day following that on which it is posted and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed to him/her at his/her Recorded Address and stamped and posted.
- 18.2 Any notice sent electronically to a member of the Institute shall be deemed to have been served on the day following that on which it is sent to him/her at his/her Recorded Address.
- 18.3 Every member of the Institute shall from time to time notify the Secretary of an address which shall be his/her Recorded Address and unless and until he/she has so notified his/her Recorded Address he/she shall not be entitled to receive any notice of Meetings of the Institute.
- 18.4 Any change in a member's Recorded Address shall be notified to the Institute in writing and shall be effective from the date of actual receipt of such notice by the Institute. If a member provides both a postal address within the United Kingdom and an email address as his/her Recorded Address the Institute may, if it so chooses, serve any notices to either but not both addresses.

#### INDEMNITY

- 19 Every member of the Board of Directors, members of the Advisory Council and any employee or person authorised to act on behalf of the Institute may be indemnified by the Institute against all costs, expenses and losses for which he/she may become liable by reason of any act or thing done by him in the proper discharge of his/her office or duty insofar as the indemnity is not inconsistent with the provisions of the Charter.