

**THE STATUTES**  
**OF THE**  
**SOCIETY OF ANTIQUARIES OF LONDON**  
  
**DECEMBER 2015**

## INTRODUCTION

These Statutes deal with administrative matters relating to the running of the Society and are subsidiary to the Charters. The Charters contain the Objects, which are “*the study of Antiquity and the history of former times*”, and empower the Society to establish Statutes for the “*Encouragement Advancement and furtherance of the Study and knowledge of Antiquities and History of this and other countries*” and the government and direction of the Society.

### 1 POWERS OF THE SOCIETY

- 1.1 As a Royal Charter company, the Society has all the powers of a natural person.
- 1.2 For the avoidance of doubt, pursuant to the Charters, the powers of the Society include but are not limited to the following, which may be exercised only in promoting the Objects:
  - 1.2.1 to have custody of and conserve the Society’s collections and to display and make them accessible to the Fellowship and general public;
  - 1.2.2 to provide advice or information;
  - 1.2.3 to carry out and support research and conservation and to publish and distribute the useful results as Council sees fit;
  - 1.2.4 to print, publish, issue, distribute and commission papers, periodicals, books, circulars, pamphlets, leaflets, journals, films, tapes and other instructional matter on any media;
  - 1.2.5 to advertise in such manner as may be thought expedient;
  - 1.2.6 to co-operate with other bodies and to exchange information and advice with them;
  - 1.2.7 to carry out campaigning and advocacy, provided that the Council Members are satisfied that any proposed campaigning and advocacy will further the Objects to an extent justified by the resources committed and that such activity is not the dominant means by which the Society promotes the Objects;
  - 1.2.8 in accordance with Statute 17, to form, reorganise or close any Group or Groups or the Group structure of the Society and to provide regulations for the governance of Groups (including for the election of Group members), providing that the activities of all Groups are promptly reported to Council;
  - 1.2.9 to support, administer or set up other charities or to establish charitable trusts for any particular purposes of the Society and to act as trustee of any charity or special charitable trust whether established by the Society or otherwise and generally to undertake and execute any charitable trust which may lawfully be undertaken by the Society and may be conducive to the Objects;
  - 1.2.10 to accept gifts and to carry on trade in the course of carrying out the Objects (provided that such does not constitute Taxable Trading) and in its discretion to disclaim any particular contribution;
  - 1.2.11 to receive and administer bequests and donations and to accept grants and other funding on such terms as Council sees fit;
  - 1.2.12 to borrow money and give security for loans or other obligations (but only in accordance with the restrictions imposed by the Charities Act) including entering into any related derivative arrangement, but only where the derivative arrangement is:
    - (a) ancillary to the transaction;

- (b) an integral part of managing the Society's debt entered into in order to manage risk associated with the transaction; and
  - (c) not a purely speculative transaction;
- 1.2.13 to acquire or hire property of any kind, and to alter and maintain any such property as may be required from time to time;
- 1.2.14 to sell, lease or otherwise dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act);
- 1.2.15 to make grants or loans of money and to give guarantees provided that where any payment is made to the treasurer or other proper official of a charity the receipt of such treasurer or official shall be a complete discharge to the Society;
- 1.2.16 to set aside funds for special purposes or as reserves against future expenditure but only in accordance with a written policy about reserves;
- 1.2.17 to deposit or invest as the Council sees fit, provided always that any and all investment activity shall be consistent with Statute 14.
- 1.2.18 to deposit documents and physical assets with a company registered or having a place of business in England or Wales as custodian, and to pay any reasonable fee required;
- 1.2.19 to insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required;
- 1.2.20 to provide indemnity insurance for Council Members in accordance with, and subject to the conditions in, section 189 of the Charities Act;
- 1.2.21 subject to Statute 9, to employ paid or unpaid agents, staff or advisers;
- 1.2.22 to enter into contracts to provide services to or on behalf of other bodies;
- 1.2.23 to establish, hold shares in, or acquire subsidiary companies, other companies or entities and to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity for any of the Objects;
- 1.2.24 to do anything else within the law which promotes, helps to promote or is conducive or incidental to the promotion of the Objects.

## **2 FELLOWSHIP OF THE SOCIETY**

- 2.1 The number of Fellows shall be limited to such a figure as shall be determined by the Council from time to time.
- 2.2 The Society must maintain a written register of the names and addresses of the Fellows which, for the avoidance of doubt, may also be held in Electronic Form.
- 2.3 The Fellows of the Society shall be any person who:
  - 2.3.1 is distinguished in the fields of archaeology, architectural or art history, or other antiquarian subject matters across the academic, charitable, heritage and private sectors;
  - 2.3.2 is put forward in a certificate stating that person's names, profession or occupation, qualifications, distinction for admission to the Fellowship under Statute 2.3.1 and usual address signed by five or more existing Fellows who have Personal Knowledge of that person;

- 2.3.3 is elected by a majority of two-thirds of the Fellows voting, being at least twelve Fellows, in accordance with the Charters and Statutes 2.4 and 19; and
- 2.3.4 signs a declaration in the following or substantially similar form:
- “We, whose names are hereunder subscribed, do hereby promise, each for himself or herself, that we will, to the utmost of our power, promote the honour and interest of the Society of Antiquaries of London, and observe the Charters, Statutes and Orders of the said Society, so long as we shall continue Fellows thereof.”.
- 2.4 The election of new Fellows shall be by ballot of all the existing Fellows of the Society. The form and procedure for the balloting, election and admission of Fellows pursuant to Statute 2.3.3 are to be prescribed by the Council and set out in Orders. Such Orders may make provision for Fellows to vote in person on the day appointed by Council for the election, but nothing in these Statutes shall prevent the balloting from taking place by electronic or postal means.
- 2.5 Fellowship is terminated if the Fellow concerned:
- 2.5.1 gives written notice of resignation to the Council;
- 2.5.2 dies;
- 2.5.3 is six months in arrears in paying the Annual Subscription described at Statute 2.9.2 (but in such a case the Fellow may be reinstated on payment of the amount due without payment of a second admission fee); or
- 2.5.4 is removed from Fellowship by a vote of a two-thirds majority of the Fellows voting on a resolution submitted to a General Meeting by the Council, on the ground that in the Council’s reasonable opinion the Fellow’s conduct or continued Fellowship is likely to be harmful to the interests and welfare of the Society (but only after the Council has notified the Fellow in writing and considered the matter in the light of any written representations which the Fellow concerned puts forward within fourteen Clear Days after receiving notice).
- 2.6 Where Fellowship is terminated under Statutes 2.5.3 and 2.5.4, the General Secretary shall notify the removed Fellow of his or her removal in writing.
- 2.7 Fellowship of the Society is not transferable.
- 2.8 **Honorary Fellows and Other Classes of Fellowship**
- 2.8.1 Any person of outstanding reputation or learning in the area of interests of the Society may be proposed by five or more Fellows, subject to the approval of the President and Council, for election as an Honorary Fellow of the Society, without being subject to any annual or other contribution. The proposal shall be made in writing (setting out the names, profession or occupation, academic degrees and professional qualifications, grounds for election and usual postal address of the candidate) and a case for the candidate being elected to an Honorary rather than an ordinary Fellowship, which shall be considered by the Council and, if approved, signed by the President. If so approved by the Council and signed by the President the election of the candidate shall be submitted to the Fellowship in accordance with such form and procedure as is prescribed by the Council for this purpose and set out in Orders.
- 2.8.2 The number of Honorary Fellows shall not exceed one hundred or such other figure as the Council shall from time to time determine and no more than three Honorary Fellows shall be elected in the period between one Anniversary Meeting and the next.

- 2.8.3 Honorary Fellows shall observe these Statutes, shall enjoy the benefits of the Society but shall not be required to pay any admission fee or Annual Subscription and shall not have any vote in the government of the Society.
- 2.8.4 Members of the Royal Families or Heads of State of this and other Countries may on the proposal of the Council be elected as titular honorary Fellows without ballot, and shall be called, respectively, Royal or Titular Fellows, but shall not be required to pay any admission fee or Annual Subscription, and shall not have any vote in the government of the Society.
- 2.8.5 The Council may establish further different classes of fellowship and recognise one or more classes of members, member organisations or other supporters who are not Fellows and who may not vote at General Meetings. The Council may establish the criteria for and the respective rights and obligations of such further classes of fellows, members, member organisations and other supporters, which shall be set out in Orders.

## 2.9 **Subscriptions**

- 2.9.1 Every newly-elected Fellow shall pay a sum equivalent to one year's subscription for his or her admission fee, and also such subscription for the current year as Council shall determine. If any person, after being elected, shall fail to pay such admission fee and subscription within three calendar months from the day of his or her election, his or her election shall be absolutely null and void, unless the Council, upon special cause being made to them, shall extend the period for making such payments.
- 2.9.2 Every Fellow shall pay an Annual Subscription of such a sum as shall be set by Council. Council shall have the absolute discretion to vary or waive this sum in such individual cases as it thinks fit. Council shall prescribe such rules for the collection and administration of the Annual Subscription, including in respect of payments in arrears and charging interest, as it sees fit from time to time.
- 2.9.3 Subject to the agreement of Council it shall be open to any Fellow on the 1st January of any year, provided his or her Annual Subscription is not in arrear, to compound for all future payments of the Annual Subscription by paying to the Society such sum as the Council, on the advice of the Treasurer (who may take professional financial and actuarial advice), may consider to be fair and equitable. All compositions paid under this Statute shall be regarded as capital and invested under the direction of the Council.
- 2.9.4 If any Fellow not in arrear of his or her Annual Subscription signify, in writing, to the General Secretary of the Society that he or she desires to withdraw from the Society, he or she shall from that time cease to be a Fellow of, and be free from any future obligation to, the Society; the Council may, in its discretion, accept the resignation of a Fellow who is in arrear of his or her subscription without payment of such arrears by him or her.
- 2.9.5 If any person who has once been a Fellow of the Society and has voluntarily withdrawn from it be desirous of re-election, he or she may, upon proposal and vote as provided in Statute 2.3.3, be re-elected and shall be required to pay a second admission fee.

## 3 **GENERAL MEETINGS OF THE SOCIETY**

- 3.1 The Society shall hold one Anniversary Meeting each calendar year and may also hold Ordinary Meetings and Extraordinary Meetings. In these Statutes, Anniversary, Ordinary and Extraordinary Meetings are collectively referred to as "**General Meetings**" of the Society.

### 3.2 **The Anniversary Meeting**

3.2.1 The Anniversary Meeting of the Society shall be held on St George's Day, the 23<sup>rd</sup> of April, unless the same falls on a Saturday or Sunday or on a day so near Easter Day as to make it in the opinion of the Council inconvenient, in which case the Anniversary Meeting shall be held on some other day to be fixed by the Council.

3.2.2 At the Anniversary Meeting, the Fellows will:

- (a) elect the Officers of the Society in accordance with Statute 8.10;
  - (b) receive reports on the Society's activities since the previous Anniversary Meeting;
  - (c) accept the retirement of those Council Members who wish to retire or who are retiring by rotation;
  - (d) elect Council Members in accordance with the Charters and Statute 19; and
  - (e) appoint independent examiners or auditors for the Society;
- and the Fellows may:
- (f) award Society medals or other honours; and
  - (g) conduct any other business put forward by the Council.

#### ***Notice***

3.2.3 At least thirty clear days' notice of Anniversary Meetings should be given to every Fellow and Council Member, and to the Society's auditors, specifying:

- (a) the time, date and place of the meeting; and
- (b) the general nature of the business to be transacted.

3.2.4 The proceedings at an Anniversary Meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

#### ***Attendance***

3.2.5 All Fellows, Council Members and Officers are entitled to attend, speak and vote at Anniversary Meetings.

3.2.6 Nothing in these Statutes is to be taken to preclude the holding and conducting of an Anniversary Meeting by such suitable Electronic Means as the Council may decide which provide for all Fellows, Council Members and Officers who are not present together at the same place to be able to communicate with all the other participants, to speak and to vote during the Anniversary Meeting.

#### ***Quorum***

3.2.7 No business shall be transacted at an Anniversary Meeting unless a quorum is present. There is a quorum at an Anniversary Meeting if the number of Fellows present is at least 21 or one-hundredth of the Fellowship, whichever is the lesser.

3.2.8 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting 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 Council may determine.

#### ***Chairperson***

3.2.9 The President presides at an Anniversary Meeting. If the President is unable or unwilling to preside, the chairperson of the meeting shall be decided in accordance with Statute 8.5. If no Vice-President, Officer or other Council Member is present, able or willing to preside, another Fellow nominated by the President or elected by the Fellows shall preside.

#### ***Adjournment***

3.2.10 The chairperson may, with the consent of an Anniversary Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. At least fourteen clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted.

#### ***Voting***

3.2.11 Except where otherwise provided by these Statutes, every issue is decided by a simple majority on a show of hands and every Fellow who is present in person, or voting by such other means as Orders may prescribe, shall have one vote.

3.2.12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

### **3.3 Ordinary Meetings**

3.3.1 Ordinary Meetings shall be called by the Council and shall primarily be lecture meetings on antiquarian subjects, but the following may also occur at or, in the case of sub-paragraph (a), immediately preceding Ordinary Meetings:

- (a) balloting for the election of new Fellows pursuant to Statute 2.4;
- (b) newly-elected Fellows may be admitted to the Society;
- (c) the Society may acknowledge gifts made to it;
- (d) the names of candidates put forward for Fellowship, and to be voted on at some future date, may be read out; and
- (e) notice may be given of forthcoming meetings (including Anniversary and Extraordinary meetings).

3.3.2 Ordinary Meetings may be open to such a portion of the public as the Council shall from time to time decide, but no person who is not a Fellow may be present if and when a vote or a ballot is in progress, being counted or recorded.

3.3.3 Any Fellow may introduce up to five guests at an Ordinary Meeting but such guests may not be present if and when a vote or a ballot is in progress, being counted or recorded.

3.3.4 Statutes 3.2.5, 3.2.6, 3.2.9 and 3.2.11 (but not any other provisions of Statute 3.2) shall apply to Ordinary Meetings.

### **3.4 Extraordinary Meetings**

3.4.1 An Extraordinary Meeting may be called at any time by the President or the Council and must be called on a written request from at least twenty-five Fellows having the right to vote at General Meetings of the Society.

- 3.4.2 In all other respects, the provisions of this Statute 3 that apply to the Anniversary Meeting shall also apply to Extraordinary Meetings.

## **THE COUNCIL, COMMITTEES AND OFFICERS OF THE SOCIETY**

### **4 THE COUNCIL**

- 4.1 The Council Members as Charity Trustees have control of the Society and its property and funds. No one may be elected as a Council Member if he or she would be disqualified from acting under the provisions of Statute 4.8.
- 4.2 The minimum number of Council Members shall be twelve and the maximum number of Council Members shall be twenty-one, including Officers.
- 4.3 Every Council Member must be a Fellow and declare their willingness to act as a Charity Trustee of the Society in writing before he or she is eligible to act as a Council Member and/or vote at any meeting of the Council.
- 4.4 One-third (or the number nearest one-third) of the total number of Council Members (excluding the Officers) must retire at each Anniversary Meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots, save that Council Members serving as Officers in accordance with Statute 8.10 shall not be required to retire under this Statute. If a Council Member is required to retire at an Anniversary Meeting by a provision of these Statutes the retirement shall take effect upon the conclusion of the meeting.
- 4.5 A retiring Council Member shall not be eligible for re-election other than as an Officer, unless a year passed since he or she retired or unless, in exceptional circumstances, a majority of the other Council Members agree that, in the interests of the Society, this rule be disapplied in a given case. In this Statute, a 'year' means the period between one Anniversary Meeting and the next.
- 4.6 The appointment of new Council Members shall be by ballot of all the Fellows of the Society and election shall be by a simple majority of Fellows voting at an Anniversary Meeting, the form and procedure for which are to be prescribed by the Council and set out in Orders. Such Orders may make provision for Fellows to vote in person on the day appointed by Council for the election, but nothing in these Statutes shall prevent the balloting from taking place by electronic or postal means.
- 4.7 No person shall be elected a Council Member at an Anniversary Meeting unless:
- 4.7.1 he or she is recommended by the Council; or
- 4.7.2 no later than the 1<sup>st</sup> of March preceding the Anniversary Meeting:
- (a) five Fellows qualified to vote at the meeting nominate a person for election to the Council, in writing; and
- (b) the person nominated confirms his or her willingness to be elected, in writing.
- 4.8 A Council Member's term of office automatically terminates if:
- 4.8.1 he or she dies;
- 4.8.2 he or she is disqualified under the Charities Act from acting as a Charity Trustee;
- 4.8.3 a registered medical practitioner who is treating that person gives a written opinion to the Society stating that he or she has become physically or mentally incapable of acting as a Charity Trustee and may remain so for three months;

- 4.8.4 he or she is absent without permission of the Council from three consecutive meetings and is asked by a majority of the Council to resign;
  - 4.8.5 he or she ceases to be a Fellow;
  - 4.8.6 he or she resigns by written notice to the Council (but only if at least six Council Members will remain in office);
  - 4.8.7 he or she is removed by resolution passed by a two-thirds majority of the Fellows present and voting at a General Meeting after the meeting has invited the views of the Council Member concerned and considered the matter in the light of any such views; or
  - 4.8.8 he or she is removed for any reasonable cause by resolution of a two-thirds majority of the Members of Council in accordance with the Charters and Statute 19.
- 4.9 Provided the voting threshold at Statute 19 is met, the Council may at any time co-opt any person duly qualified to be appointed as a Council Member to fill a vacancy in their number or (subject to Statute 4.2) as an additional Council Member, but a co-opted Council Member holds office only until the next Anniversary Meeting.
- 4.10 A Council Member may not appoint an alternate Council Member or anyone to act on his or her behalf at meetings of the Council.
- 4.11 A technical defect in the appointment of a Council Member of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

## **5 PROCEEDINGS OF THE COUNCIL**

- 5.1 The Council must hold at least three meetings each year.
- 5.2 The President may at any time, and four Council Members jointly may at any time, call a meeting of the Council.
- 5.3 Notice of every meeting shall be sent to each Council Member, specifying the place, day and hour of the meeting and the business to be discussed.
- 5.4 Except as provided by the Charters and elsewhere in these Statutes, a quorum at a meeting of the Council is five Council Members, excluding any Conflicted Council Member who has not been authorised to participate in discussions or a vote under Statute 10.2.
- 5.5 A meeting of the Council may be held either in person or by suitable Electronic Means agreed by the Council in which all participants may communicate with all the other participants but at least one meeting in each year must be held in person.
- 5.6 Except as provided by the Charters and elsewhere in these Statutes, every issue may be determined by a simple majority of the votes cast at a meeting but a resolution in writing agreed by a simple majority of the Council Members (other than any Conflicted Council Member who has not been authorised to vote under Statute 10.2) is as valid as a resolution passed at a meeting provided that:
- 5.6.1 a copy of the resolution is sent to or submitted to all the Council Members eligible to vote; and
  - 5.6.2 a simple majority of the Council have signified their agreement to the resolution in an authenticated document or documents which are received at the Society's registered office within the period of 28 days beginning with the circulation date.

For this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

- 5.7 Except for the chairperson of the meeting, who has a second, casting vote, every Council Member has one vote on each issue.
- 5.8 A Council Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared; and a Council Member must comply with the requirements of Statute 10.
- 5.9 A procedural defect of which the Council is unaware at the time does not invalidate decisions taken at a meeting.

## **6 POWERS OF THE COUNCIL**

The Council Members have the following powers in the administration of the Society in their capacity as Charity Trustees:

- 6.1 to invite observers to attend meetings of the Council, and to pay their reasonable expenses out of the Society's funds. For the avoidance of doubt, such observers may speak at meetings of Council but are not Council Members and shall not count towards the quorum for a meeting, shall not have any power to vote on a matter and shall leave the meeting when requested to do so by the Council;
- 6.2 to delegate any of their functions to committees and to revoke or alter a delegation at any time in accordance with Statute 7;
- 6.3 to delegate the day to day management of the affairs of the Society in accordance with the directions of the Council to any person or persons, including any Officer, by such means, to such an extent, in relation to such matters and on such terms and conditions (including the payment of a salary) as they think fit. In particular, the Council may appoint a General Secretary (who may but need not be a Fellow) who, as Chief Executive Officer, shall be responsible for the operational management of the Society, who shall be answerable to the Council and who shall be normally in attendance at the Society during all General Meetings of the Society, and meetings of Council and the committees;
- 6.4 to exercise any powers of the Society which are not reserved to the Fellows;
- 6.5 insofar as permitted by the Charters and subject to these Statutes, to make such Orders as Council deems necessary or expedient for:
  - 6.5.1 the proper conduct and management of the Society;
  - 6.5.2 governing proceedings at General Meetings;
  - 6.5.3 the election and admission of Fellows and the rights, obligations and privileges of such Fellows, and the entrance fees, subscriptions and other fees or payments to be made by Fellows;
  - 6.5.4 the conduct of Fellows in relation to one another and to the Society's employees and volunteers;
  - 6.5.5 the election and admission of Honorary Fellows, Royal or Titular Fellows and any other classes of fellows, members, member organisations and other supporters established pursuant to Statute 2.8.5, and the rights and privileges of such fellows, members, member organisations and other supporters, and the entrance fees, subscriptions and other fees or payments, if any, to be made by such;
  - 6.5.6 the nomination, balloting, election and re-election of Council Members and Officers;
  - 6.5.7 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;

- 6.5.8 the procedure at General Meetings and meetings of Council in so far as such procedure is not regulated by the Charters or these Statutes;
- 6.5.9 generally, all such matters as would reasonably be the subject matter of Orders of Council;  
provided that:
  - 6.5.10 the Society in General Meeting has the power to alter, add to or repeal the Orders;
  - 6.5.11 the Council shall adopt such means as it considers sufficient to bring the Orders to the notice of the Fellows;
  - 6.5.12 no Order shall be inconsistent with, or shall affect or repeal anything contained in, the Charters or these Statutes;
- and
  - 6.5.13 the Orders shall be binding on all Fellows; and
- 6.6 to resolve disputes within the Society, in accordance with the Charters and Statute 16.

## **7 COMMITTEES**

- 7.1 The Council shall from time to time appoint such committees as it thinks fit to give it advice, assistance and superintendence in the governance of the Society and any charities of which it is trustee. In deciding on the number and role of these committees Council shall have regard to the Objects and how best to promote them.
- 7.2 The Council may:
  - 7.2.1 impose conditions when delegating to committees, including the conditions that:
    - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
    - (b) no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the Council;
  - 7.2.2 revoke or alter a delegation.
- 7.3 The terms of reference of committees, the members of committees and their length of service, and the number of times each committee has met in the year shall be made available to the Fellowship (and provided upon request).
- 7.4 Committees appointed pursuant to this Statute shall be composed as follows:
  - 7.4.1 the President, Treasurer, Director and Honorary Secretary, serving *ex officio* and as many Fellows or others as the Council feels appropriate; and
  - 7.4.2 a chairperson who shall be the Officer whose field of responsibility the Council considers is most relevant to the function of the committee.
- 7.5 All proceedings of committees must be reported promptly to and regularly reviewed by the Council.

## **8 OFFICERS**

- 8.1 The Officers of the Society are the President, Treasurer, Director and Honorary Secretary. They are elected from among the Fellows at an Anniversary Meeting and will be and count as Council Members during their terms of office as Officers.

- 8.2 The Officers in the exercise of their functions shall endeavour always to promote the Objects and in all things consider the honour and interests of the Society.
- 8.3 The Officers shall be ex officio members of all committees appointed by the Council.
- 8.4 The Officers shall as may be consistent with their other duties attend meetings of the Council and all other meetings of the Society.
- 8.5 If the President is unable or unwilling to preside at a meeting of the Society or a meeting of the Council, a Vice-President (selected in accordance with Statute 8.7.5), the Treasurer, the Director, the Honorary Secretary, or a Council Member shall preside over the meeting, in that order.
- 8.6 If an Officer resigns his or her office, he or she shall thereby cease to be a Council Member unless appointed to another office on the Council or specifically co-opted as a Council Member until the next Anniversary Meeting.

8.7 **President and Vice-Presidents (Deputies)**

- 8.7.1 The President is the head of the Society and presides at meetings of the Society and meetings of Council. The President shall have the general supervision of the Society's affairs and shall discharge such other duties and responsibilities as may be required by charity and other law or which are stipulated by Council.
- 8.7.2 The President is to be elected from among the Fellows in accordance with the Charters and Statute 19.
- 8.7.3 The President may at any time call a General Meeting of the Society or a meeting of the Council.
- 8.7.4 The President on the conclusion of his or her term of office shall become an Honorary Vice-President, but for the avoidance of doubt this shall not constitute him or her one of the Deputies of the President for the purposes laid down in the Charter nor an Officer for the purposes of these Statutes.
- 8.7.5 The President may nominate up to four Vice-Presidents from among the Council Members in accordance with the Charters (in which Vice-Presidents are referred to as Deputies). In the President's absence the Vice-President, if any, who is the senior in nomination shall deputise for the President at meetings of the Society and of Council. For the avoidance of doubt, a Vice-President shall only be considered an Officer for the purposes of these Statutes for so long and to the extent that he or she is deputising for the President.

8.8 **Treasurer**

The Treasurer shall exercise a vigilant superintendence over the expenditure of the Society.

8.9 **Director and Honorary Secretary**

The Director and the Honorary Secretary shall have special responsibilities for the oversight of the work of the Society in the fields of publication and research, the library, collections and the running of Kelmscott Estate.

8.10 **Election of Officers**

- 8.10.1 In this Statute a 'year' means the period between one Anniversary Meeting and the next.
- 8.10.2 The Officers of the Society shall serve from the Anniversary Meeting of their election for the following terms of office:
- (a) President: three years;

- (b) Treasurer: three years;
  - (c) Director: three years; and
  - (d) Honorary Secretary: three years.
- 8.10.3 At the end of serving the term specified in Statute 8.10.2, each Officer shall retire and become eligible for re-election for one further three-year term only unless, in exceptional circumstances, a majority of the other Council Members agree that, in the interests of the Society, this rule be disapplied in a given case. An Officer's retirement shall take effect upon the conclusion of the Anniversary Meeting at the end of their term.
- 8.10.4 The election of new Officers shall be by ballot of all the Fellows of the Society, the form and procedure for which are to be prescribed by the Council and set out in Orders. Such Orders may make provision for Fellows to vote in person on the day appointed by Council for the election, but nothing in these Statutes shall prevent the balloting from taking place by electronic or postal means.
- 8.10.5 No person shall be elected an Officer at an Anniversary meeting:
- (a) if he or she would be disqualified from acting under the provisions of Statute 4.8; or
  - (b) unless he or she is a Fellow and declares his or her willingness to act as a Charity Trustee of the Society in writing before he or she is eligible to act as a Council Member and/or vote at any meeting of the Council.
- 8.10.6 In the event that an Officer should die or be removed, Council may at any time appoint replacement Officers including the President in accordance with Statute 19, but such new Officers shall serve only until the next Anniversary Meeting.

## **9 RESTRICTION ON BENEFITS FOR FELLOWS AND COUNCIL MEMBERS**

- 9.1 The property and funds of the Society must be used only for promoting the Objects and do not belong to the Fellows or the Council Members.
- 9.2 Fellows who are not Council Members or Connected Persons may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied.
- 9.3 Subject to compliance with Statute 10, Fellows, Council Members and Connected Persons:
- 9.3.1 may receive charitable benefits in that capacity on the same terms as any other members of the public; and
  - 9.3.2 may take part in the general activities of the Society on the same terms as members of the public.
- 9.4 A Council Member must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
- 9.4.1 as mentioned in Statutes 1.2.20, 9.3 or 9.5;
  - 9.4.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
  - 9.4.3 an indemnity pursuant to Statute 13 in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings);
  - 9.4.4 payment to any company in which the Council Member or a Connected Person has no more than a one per cent shareholding; or

- 9.4.5 in exceptional cases, other payments or benefits but only with the written consent of the Commission in advance where required under the Charities Act.
- 9.5 No Council Member, or Connected Person, may be employed by the Society except in accordance with Statute 9.4.5, but any Council Member or Connected Person may enter into a contract with the Society, as permitted by the Charities Act, to supply goods or services to the Society in return for a payment or other material benefit but only if:
- 9.5.1 the contract is in writing and states the maximum to be paid by the Society;
  - 9.5.2 the goods or services are actually required by the Society, and the Council Members decide that it is in the best interests of the Society to enter into such a contract;
  - 9.5.3 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services;
  - 9.5.4 no more than a minority of the Council Members are subject to such a contract in any financial year; and
  - 9.5.5 the Council Member has complied with the procedure set out in Statute 10.
- 9.6 This Statute 9 may be amended by a resolution passed by two-thirds of Fellows voting provided that where the result would be to authorise a benefit to a Council Member, Fellow or Connected Person which was not previously authorised under these Statutes, it may only be amended with the prior written consent of the Commission.

## 10 **CONFLICTS OF INTEREST**

- 10.1 Subject to Statute 10.2, any Council Member who becomes a Conflicted Council Member in relation to any matter must:
- 10.1.1 declare the nature and extent of his or her interest at or before discussion begins on the matter;
  - 10.1.2 withdraw from the meeting for that item after providing any information requested by the Council;
  - 10.1.3 not be counted in the quorum for that part of the meeting; and
  - 10.1.4 be absent during the vote and have no vote on the matter.
- 10.2 If a Council Member becomes a Conflicted Council Member and the conflict of interest is not authorised by virtue of any other provision in the Charters or Statutes, the Council Members may authorise the conflict of interest where the following conditions apply:
- 10.2.1 the Conflicted Council Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 10.2.2 the Conflicted Council Member does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting; and
  - 10.2.3 the non-Conflicted Council Members consider it is in the interests of the Society to authorise the conflict of interests in the circumstances.
- 10.3 Authorisation of a conflict of interest under Statute 10.2 may include authorisation for the Conflicted Council Member:

- 10.3.1 to continue to participate in discussions leading to the making of a decision and to vote, except where a Conflicted Council Member or a Connected Person is to receive any payment or material benefit; or
  - 10.3.2 to disclose information confidential to the Society to a third party; or
  - 10.3.3 to take any other action not otherwise authorised, or to refrain from taking any step required to remove the conflict which, in either case, does not involve the receipt by the Conflicted Council Member or a Connected Person of any payment or material benefit.
- 10.4 A Conflicted Council Member who obtains (other than through his or her position as Council Member) information that is confidential to a third party, shall not be in breach of his or her duties to the Society if he or she declares the conflict in accordance with this Statute 10 and then withholds such confidential information from the Society.
- 10.5 For any transaction or arrangement authorised under Statutes 1.2.20, 9.3, 9.4 or 9.5 the Council Member's duty to avoid a conflict of interest with the Society shall be disapplied provided the relevant provisions of this Statute 10 have been followed.

## **11 RECORDS & ACCOUNTS**

- 11.1 The Council Members must comply with the requirements of the Charities Act as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Commission of:
- 11.1.1 annual reports;
  - 11.1.2 annual returns; and
  - 11.1.3 annual statements of account.
- 11.2 The Council must keep records of:
- 11.2.1 all proceedings at General Meetings;
  - 11.2.2 all proceedings at meetings of the Council;
  - 11.2.3 all reports of committees; and
  - 11.2.4 all professional advice obtained.
- 11.3 Accounting records relating to the Society must be made available for inspection by any Council Member at any reasonable time during normal office hours and may be made available for inspection by a Fellow who is not a Council Member if the Council so decides.
- 11.4 A copy of the Society's latest available statement of account must be supplied on request to any Council Member or Fellow, or to any other person who makes a written request and pays the Society's reasonable costs, within two months.

## **12 MEANS OF COMMUNICATION TO BE USED**

(In this Statute "Document" includes without limitation a notice, guarantee certificate or other information, except where expressly excluded.)

- 12.1 Any Document to be given to or by any person pursuant to these Statutes must be in writing and sent or supplied in Hard Copy Form or Electronic Form, or (in the case of communications by the Society) by making it available on a website, to an address for the time being notified for that purpose to the person giving the Document.
- 12.2 The Society may deliver a Document to a Fellow:

- 12.2.1 by delivering it by hand to the postal address recorded for the Fellow on the register;
- 12.2.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to the postal address recorded for the Fellow on the register;
- 12.2.3 where the recipient has agreed (specifically or generally) that the document or information may be sent in that form, by electronic mail to an address notified by the Fellow in writing;
- 12.2.4 where the recipient has agreed (specifically or generally) that the document or information may be sent in that form, by a website the address of which shall be notified to the Fellow in writing; or
- 12.2.5 by such other means as may be approved by Council from time to time.

This Statute does not affect any provision in any relevant legislation or these Statutes requiring notices or documents to be delivered in a particular way.

- 12.3 If a Document is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Fellow.
- 12.4 If a Document is sent by post or other delivery service not referred to below, it is treated as being delivered:
  - 12.4.1 forty eight hours after it was posted, if first class post was used; or
  - 12.4.2 seven days after it was posted or given to delivery agents, if first class post was not used or if the delivery address is outside the United Kingdom;provided it can be proved conclusively that a Document was delivered by post or other delivery service by showing that the envelope containing the Document was:
  - 12.4.3 properly addressed; and
  - 12.4.4 put into the post system or given to delivery agents with postage or delivery paid.
- 12.5 If a Document is sent by electronic mail, it is treated as being delivered twenty four hours after it was sent.
- 12.6 If a Document is sent by a website (in the case of communications by the Society), it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 12.7 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a meeting.
- 12.8 A Fellow present in person at any General Meeting of the Society shall be deemed to have received notice of the meeting, and where necessary of the purpose for which it was called.

### 13 INDEMNITY

- 13.1 Subject to obtaining the Charity Commission's consent, the Society shall indemnify every Council Member against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Society.
- 13.2 In this Statute a "Council Member" means any Council Member or former Council Member of the Society.

## 14 INVESTMENT

- 14.1 The Society shall have the power to invest monies (within the UK or elsewhere) not immediately required, in any investment authorised by the Trustee Act 2000, as amended, repealed, or re-enacted from time to time, or in any investment authorised by any other statute.
- 14.2 The Society shall have the power to invest in land in the United Kingdom as authorised by the Trustee Act 2000 and power to invest in land outside the United Kingdom.
- 14.3 The Council may appoint as the investment manager for the Society a person who it is satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The Council may delegate to an investment manager so appointed power, at his or her discretion, to buy and sell investments for the Society in accordance with the investment policy laid down by the Council from time to time SAVE FOR an investment in land which shall only be made on the advice of a member of the Royal Institution of Chartered Surveyors who is a member of a company or firm of repute in the field of investment in land.
- 14.4 PROVIDED THAT where the Council makes any such delegation it shall:
  - 14.4.1 inform the investment manager in writing of the extent of the Society's investment powers and the terms of the delegation;
  - 14.4.2 lay down a detailed investment policy for the Society and immediately inform the investment manager in writing of it and of any changes to it;
  - 14.4.3 ensure that it is kept informed of, and review on a regular basis, the performance of the investment portfolio managed by the investment manager and on the exercise by the investment manager of his or her delegated authority;
  - 14.4.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority;
  - 14.4.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the Council shall decide provided that such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the Council; and
  - 14.4.6 review any delegation as it thinks fit and may, with or without notice, revoke the delegation or alter any of its terms notwithstanding that the period of delegation has not expired (but without prejudice to the validity of anything done before such a revocation or alteration).
- 14.5 Without prejudice to any other of its powers, the Council may if it thinks fit invest, or allow to remain in the name or under the control of, or transfer into the name or control of any corporation or corporations as nominees of the Society, the whole or such part as the Council may determine of the investments and income arising from those investments and to pay such nominee reasonable remuneration.
- 14.6 The Council may delegate any of its functions relating to investment to a Finance Committee the constitution, functions and regulation of which shall be determined in accordance with the provisions of the Statutes of the Society for the time being in force.
- 14.7 In this Statute all references to legislation shall be read to include reference to equivalent provisions in any successor legislation.

14.8 Nothing in this Statute 14 shall be taken as prejudicing the generality of Statute 1.1

## **15 THE COMMON SEAL OF THE SOCIETY**

15.1 The Common Seal of the Society shall be kept in the custody of the General Secretary.

15.2 Any deed or other document to be sealed shall be approved, sealed and signed according to such procedure as Council shall specify from time to time and otherwise by the President or a Vice-President and one or more of the Officers.

15.3 The Society shall keep a record of all documents sealed.

## **16 DISPUTE RESOLUTION**

16.1 If any dispute or difference arises between the Fellows, the Members of Council or the Society (in this Statute, the 'parties') concerning the government or affairs of the Society then the parties shall endeavour within ten days of service of a written request from either party to meet in a good faith effort to resolve the dispute or difference.

16.2 If the dispute or difference is not resolved at such meeting either party may propose to the other by service of written notice that the matter be referred to a non-binding mediation and, if such proposal is accepted, the mediator shall be appointed by the Council on the advice of the Chartered Institute of Arbitrators (or an equivalent successor body) in accordance with the Charter.

16.3 If the dispute or difference is not resolved by mediation within 60 days of a mediator being appointed or if the parties do not agree to refer the dispute or difference to mediation under this Statute, then it shall be open to the said mediator to arbitrate between the parties in accordance with the Charter.

## **17 REGIONAL AND SPECIAL INTEREST GROUPS**

17.1 A Group may make, add to, amend and revoke rules for the management and conduct of the Group, provided that its rules shall not be inconsistent with the Charters, Statutes or any Council regulations for the governance of the Group specifically or Groups generally and that any Group's rules shall not come into operation until they have been approved by the Council. The rules of any Group may be added to, amended or revoked by the Council. If a Group does not make rules for its management and conduct, the Council may do so on its behalf.

17.2 The assets and income of every Group shall belong to and shall be accounted for in the accounts of the Society.

17.3 Council or any person or persons to whom it delegates authority for this purpose may make Orders to prescribe or regulate as appropriate any matter relating to Groups, including:

17.3.1 the approval and establishment of recognised Groups as Groups of the Society;

17.3.2 the dissolution of Groups;

17.3.3 the variation of the geographical area or topic of special interest of a Group; and

17.3.4 generally in relation to any other matter in connection with the Groups, including their government, administration, membership and finances.

## 18 AMENDMENT OF THESE STATUTES

- 18.1 Subject to Statute 9.6, any proposal for alteration of or addition to these Statutes may be made either by the Council or by any twenty-five or more Fellows (in which case a draft of the proposal signed by the said Fellows shall be provided to the Council).
- 18.2 A copy of the proposal shall be communicated to every Fellow (by electronic means, unless a Fellow has not consented to receiving communications in that way, and in that case, sent by post or such other means as is agreed with the Fellow), with a notice of the date of the meeting at which the proposal is to be submitted.
- 18.3 Any Fellow may propose amendments to the proposed alteration or addition, but every such amendment must be signed by the Fellow proposing it and delivered to the General Secretary within four weeks after the date at which the draft was communicated to Fellows. All proposed amendments shall be made available for inspection by Fellows by whatever means the Council thinks fit.
- 18.4 No alteration shall take effect unless it is approved:
- 18.4.1 first, by two-thirds of the Council Members present and voting at a meeting called for that purpose (being a majority of the total number of Council Members entitled to attend and vote); and
- 18.4.2 secondly, by two-thirds of the Fellows voting at a General Meeting called for that purpose and held not less than one month and not more than four months after the Council meeting at Statute 18.4.1.

## 19 VOTING THRESHOLDS

The Charters and these Statutes prescribe the voting thresholds for particular circumstances set out in the table below. Other than as specified below, decisions of the Fellows shall be determined by a simple majority on a show of hands (as set out in Statute 3.2.11) and decisions of the Council shall be determined by a simple majority of the votes cast (as set out in Statute 5.6). For the avoidance of doubt, references in this Statute 19 to Fellows and the Fellowship include Council Members and Officers.

Statute	Procedure	Voting Body	Voting Threshold
2.3.3 and 2.4	Admission of Fellows [ <i>Royal Charter, ll. 57-59</i> ]	Fellowship	Two-thirds majority of Fellows voting, being at least twelve Fellows
2.5.4	Removal of Fellows [ <i>Royal Charter, ll. 109-110</i> ]	Fellowship	Two-thirds majority of Fellows voting
3.2.2(d) and 4.6	Election of the Council (Anniversary Meeting only) [ <i>Royal Charter, ll. 85-90</i> ]	Fellowship	Simple majority of Fellows voting
4.8.7	Removal of a Council Member	Fellowship	Two-thirds majority of Fellows voting
4.8.8	Removal of a Council Member [ <i>Royal Charter, ll. 78-79</i> ]	Council only	Two-thirds majority of the Council

4.9	Co-option of a new Council Member until the next Anniversary Meeting, [Royal Charter, ll. 77-85]	Council only	Two-thirds majority of Council Members voting
8.7.2	Election of the President (Anniversary Meeting only) [Royal Charter, ll. 66-71]	Fellowship	Simple majority of Fellows voting
8.10.6	Election of a new Officer (including a President) until the next Anniversary Meeting (should an Officer die or be removed) [Royal Charter, ll. 71-77 and 121-125]	Council only	Simple majority of the Council
18.4.1	Amendment of the Statutes	Council only	Two-thirds majority of Council Members voting
18.4.2	Amendment of the Statutes	Fellowship	Two-thirds majority of Fellows voting

## 20 INTERPRETATION

20.1 References to an act of parliament are references to that act as amended or re-enacted from time to time and to any subordinate legislation made under it.

20.2 In these Statutes expressions not otherwise defined which are defined in the Companies Act have the same meaning.

20.3 In these Statutes words importing one gender shall include all genders, and the singular includes the plural and vice versa.

20.4 In these Statutes:

**“Address”** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

**“Anniversary Meeting”** means the annual General Meeting of the Society as provided by Statute 3.2;

**“Annual Subscription”** means the annual subscription fee as provided by Statute 2.9.2;

**“the Charities Act”** means the Charities Acts 1992 and 2011

**“Charity Trustee”** has the meaning prescribed by section 177 of the Charities Act;

**“Charters”** means the Charters for the time being of the Society, currently consisting of The Royal Charter incorporating the Society of Antiquaries of London of 1751, together with the First, Second and Third Supplemental Charters of 1967, 1981 and 2005;

**“Circulation Date”** has the meaning prescribed by section 290 of the Companies Act;

<b>“Clear Day”</b>	in relation to the period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
<b>“the Commission”</b>	means the Charity Commission for England and Wales or any body which replaces it;
<b>“Conflicted Council Member”</b>	means a Council Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Council Member or a Connected Person stands to receive a benefit from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;
<b>“Connected Person”</b>	means, in relation to a Council Member, a person connected with a Charity Trustee or a trustee for a charity within the meaning of the Charities Act;
<b>“Companies Act”</b>	means the Companies Acts as defined in section 2 of the Companies Act 2006;
<b>“Council Member”</b>	means a member of the Council of the Society;
<b>“document”</b>	includes, unless otherwise specified, any document sent or supplied in electronic form;
<b>“Electronic Form” and “Electronic Means”</b>	have the meanings respectively prescribed to them in the Companies Act;
<b>“Eligible Fellow”</b>	means a Fellow who would have been entitled to vote on a resolution at the time the first copy of the resolution was sent or submitted to a Fellow for agreement;
<b>“executed”</b>	includes any mode of execution;
<b>“Fellow”</b>	means any person who satisfies the requirements of Statute 2.3 and <b>“Fellowship”</b> shall be interpreted accordingly;
<b>“Financial Expert”</b>	means an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
<b>“General Meeting”</b>	has the meaning set out in Statute 3.1;
<b>“Group” or “Groups”</b>	means a regional or special-interest sub-organisation recognised by the Society, which may be in the UK or elsewhere;
<b>“firm”</b>	includes Limited Liability Partnership;
<b>“Hard Copy Form”</b>	has the meaning prescribed by the Companies Act;
<b>“indemnity insurance”</b>	means insurance against personal liability incurred by any Council Member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
<b>“material benefit”</b>	means a benefit, direct or indirect, which may not be financial but

	has monetary value
<b>“month”</b>	means calendar month;
<b>“Objects”</b>	means the Objects of the Society as set out in the Charters;
<b>“Officers”</b>	means the President, Treasurer, Director and Honorary Secretary of the Society;
<b>“Orders”</b>	means such standing orders, regulations and rules as Council shall make from time to time;
<b>“Personal Knowledge”</b>	means (in addition to general knowledge of the candidate through his or her published work and reputation) having had sufficient personal contact with the candidate to know that he or she is of good and honest character, and would make a worthy contribution to the business of the Society;
<b>“the Society”</b>	means The Society of Antiquaries of London;
<b>“these Statutes”</b>	means The Statutes of the Society of Antiquaries of London;
<b>“Taxable Trading”</b>	means carrying on a trade or business in such manner or on such a scale that some or all of the profits are subject to corporation tax;
<b>“written” or “in writing”</b>	means 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, without limitation by, Hard Copy Form, Electronic Means or otherwise; and
<b>“year”</b>	means calendar year.