**YAYAS Constitution,** **adopted on 15th day of December 1993.**

**1.      Name**

The name of the Association is The Yorkshire Architectural and York Archaeological Society (known as YAYAS).

**2.     Administration**

Subject to the matters set out below YAYAS and its property shall be administered and managed in accordance with this constitution by the members of the Executive Council (the Council), constituted by clause 7 of this constitution.

**3       Objects**

The object of YAYAS is to advance the education of the public in the architectural, historical and archaeological heritage within the Historic County of Yorkshire and the City of York.

This object shall be pursued by all or any of the following:

a.      lectures on relevant subjects.

b.      visits to relevant sites.

c.      the recording and preservation of the cultural heritage by means of photographs, manuscripts, printed material and any other appropriate medium.

d       the use of the society's resources for educational purposes.

e.    examining and commenting on proposals for new buildings or alterations to existing ones and to the environment.

 f.     granting money to other organisations and individuals to further YAYAS objects,

 g.     the publication of books, periodicals, pamphlets and leaflets on relevant subjects

**4.      Powers**

In furtherance of the objects but not otherwise the Council may exercise the following powers:-

a.   power to co-operate with other charities, voluntary bodies, statutory authorities and individuals operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them.

b.   power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects,

c,    power to appoint and constitute such advisory committees as the Council may think fit.

d.   power to do all such lawful things as are necessary for the achievement of the objects.

**5.      Membership**

a.      Membership of YAYAS shall be open to:

1  individuals who are interested in supporting and furthering its work and who have paid the annual subscription laid down from time to time by the Council at the AGM.

2  individuals who have been elected to honorary membership by the Council.

3 any body corporate or unincorporated association (member organisations) which is interested in furthering YAYAS work and has paid the annual subscription laid down from time to time by the Council,  at the AGM

b.      Each subscribing member, over the age of 18, shall have one vote.

c.     Each member organisation shall appoint one individual to represent it and to vote on its behalf at general meetings of YAYAS, and may appoint a substitute to replace its appointed representative at any general meeting of YAYAS if the appointed representative is unable to attend,

d.      Each member organisation shall notify the name of the representative appointed by it and of any substitute to the general secretary. If the representative or substitute resigns from or otherwise leaves the member organisation, he or she shall forthwith cease to be the representative of the member organisation,

e.     The Council may, by the vote of not less than two thirds of those of its members present and voting, for good reason terminate the membership of any individual or member organisation; provided that the individual or the appointed representative of the member organisation concerned shall have the right to be heard, accompanied by a friend, by the Council, before a final decision is made,

f.      The York Excavation Group (YEG) shall be an affiliated member of YAYAS provided that at least one third of the members of YEG are members of YAYAS. If such an affiliation is made all members of YEG shall be entitled to whatever privileges of YAYAS members that the Council may from time to time determine but they shall not be entitled to hold office or vote at any meeting unless they are members of YAYAS in their own right.

**6.      Honorary Officers**

At the annual general meeting of YAYAS the members shall elect from amongst themselves a chairman, general secretary and treasurer. In addition the meeting may elect members to the posts of lecture secretary, excursion secretary, membership secretary and editor.

**7.      The Council**

a.      The Council shall consist of not less than 6 members nor more than 18 executive members being:-

1      the honorary officers specified in clause 6. The honorary officers shall retire from the Council together at the end of the annual meeting next after the date on which they came into office but they may then be re-elected or reappointed.

2     not more than nine executive members. Up to three executive members may be elected at an annual general meeting to hold office for three years from the conclusion of that meeting. Alter the expiry of their term of office these members may not stand for election as an executive member for a period of one year.

b.      The Council may in addition appoint not more than two co-opted executive members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of Council would be co-opted members. Each appointment of a co-opted member shall be made at a meeting of the Council for which at least 21 days notice of the intention to co-opt has been given to its executive members. Each appointment shall take effect from the end of the meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant. Co-opted members shall retire at the Council meeting after the annual general meeting next after their appointment and may, if necessary, then be re-appointed, or their membership may be determined at the pleasure of the Council.

c.      Honorary officers, executive members and co-opted executive members (voting members) shall be entitled to vote on any motion put before the Council.

d.      The proceedings of the Council shall not be invalidated by any vacancy among its number or by any failure to appoint or any defect in the appointment or qualification of a member.

e.      Nobody shall be appointed as an executive member of the Council who is aged under 18 or who would if appointed be disqualified under the provision of clause 7f.

f.       No person shall be entitled to act as an honorary officer or executive member (elected or co-opted) of the Council whether on a first or subsequent entry into office until after signing in the minute book of the Council a declaration of acceptance and of willingness to act in the trusts of YAYAS.

g.    The Council may appoint a number of officials from the members of YAYAS to undertake specific functions. Such officials shall be entitled to attend meetings of Council but not to have a vote on any motion put before it unless they hold one of the honorary offices or are elected or co-opted as an executive member. These officials shall be appointed at the first Council meeting after the annual general meeting or when a vacancy occurs and shall retire at the first Council meeting after the annual general meeting next after the date of appointment when, if necessary, they may be re-appointed, or their appointments may be determined at the pleasure of the Council.

h.    If, under the constitution of a body corporate or unincorporated association, YAYAS is entitled to appoint from its membership a representative as a member of that body's executive committee the representative shall be entitled to attend YAYAS Council meetings but shall not have a vote on any motion put before it unless that representative is in any case a voting member of YAYAS council. These representatives shall be appointed at the first Council meeting after the annual general meeting or when a vacancy occurs and shall retire just before the first Council meeting after the annual general meeting next after the date of appointment when they may, if necessary, be re-appointed or their appointments may be determined at the pleasure of the Council.

i.     An annual general meeting may elect members of YAYAS, as a token of meritorious service rendered to the society, to the post of President or as Vice-President. The persons elected shall hold such posts for life or until they resign their membership or are removed from membership of YAYAS under the terms of clause 5e. Holders of these posts will be entitled to attend meetings of Council to offer the benefit of their experience or advice but shall not have a vote. The President shall have the right to be consulted, the right to encourage and the right to warn.

**8.     Determination of Membership of Council**

Any member of the Council shall cease to hold office if he or she:-

a.      is disqualified from acting as a member of the Council by virtue of Section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision).

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

c.      is absent without the permission of the Council from all its meetings held within a period of six months or from four consecutive meetings, whichever period is longer, and the Council resolve that his or her office be vacated,

d.      notifies to the Council a wish to resign (but only if at least three members of the Council will remain in office when the notice of resignation is to take effect).

**9.      Council Committee Members not to be personally interested**

No member of the Council shall acquire any interest in property belonging to YAYAS (otherwise than as a trustee for YAYAS) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by the Council.

**10. Meetings and Proceedings of the Council**

a. The Council shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any two members of Council upon not less than four days' notice being given to the other members of the Council of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.

b. The chairman of YAYAS shall act as chairman of the Council. If the chairman is absent from any meeting, the voting members of the Council present shall, before any other business is transacted, chose one of their number to be chairman of the meeting.

c. There shall be a quorum when at least one third of the number of voting members of the Council for the time being or three voting members of the Council, whichever is the greater, are present at a meeting.

d.  Every matter shall be determined by a majority of votes of the members of the Council entitled to vote and present at the meeting and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

e.  The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council or any sub-committee.

f.  The Council may from time to time make and alter rules for the conduct of its business, the summoning and conduct of its meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

g. The Council may appoint one or more sub-committees consisting of three or more voting members of the Council for the purpose of making an enquiry or supervising or performing any function or duty which, in the opinion of the Council, would be more conveniently or efficiently carried out by a sub-committee; provided that all acts and proceedings of any such subcommittee shall be fully and promptly reported to the Council.

**11.    Receipts and Expenditure**

a.   The funds of YAYAS, including all donations, contributions and bequests, shall be paid into an account opened by the Council in the name of YAYAS at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two voting members of Council.

b.   The funds belonging to YAYAS shall be applied only to the furthering of its objects.

**12.    Property**

a.   Subject to the provisions of sub-clause b of this clause the Council shall cause the title to:

all land held by or in trust for YAYAS which is not vested in the Official Custodian for Charities and all investments held by or on behalf of YAYAS to be held either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by it as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council the holding trustees shall not be liable for the acts and defaults of its members.

b. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of YAYAS the Council may permit any investments held by or in trust for YAYAS to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Council and may pay such a nominee reasonable and proper remuneration for acting as such.

**13.    Accounts**

The Council shall comply with its obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

a.      the keeping of accounting records for YAYAS

b.      the preparation of annual statements of account for YAYAS

c.      the auditing or independent examination of the statements of account of YAYAS

and

d.      the transmission of the statements of account of YAYAS to the Charity Commissioners.

**14.    Annual Report**

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

**15.    Annual Return**

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

**16.    Annual General Meeting**

a.      There shall be an annual general meeting of YAYAS which shall be held in the month of April in each year or as soon as practicable thereafter,

b.      Every annual general meeting shall be called by the Council. The general secretary shall give at least 21 days notice of the annual general meeting to all members of YAYAS. All members of YAYAS shall be entitled to attend the meeting and all members over 18 shall be entitled to vote at it,

 c.      The chairman shall be the chairman at annual general meetings but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman for the meeting,

d.      The Council shall present to each annual general meeting for approval the annual report and accounts of YAYAS for the preceding year,

e.      Nominations for election to the Council must be made in writing and must be in the hands of the general secretary of the Council at least 14 days before the annual general meeting. Should nominations exceed vacancies election shall be by ballot of members present.

**17.    Special General Meetings**

The Council may call a special general meeting of YAYAS at any time. If at least ten members request such a meeting in writing stating the business to be considered the general secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

**18.    Procedure at General Meetings**

a.      The general secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of YAYAS.

b.      There shall be a quorum when at least one tenth of the members of YAYAS for the time being or ten members of YAYAS, whichever is the greater, are present at a general meeting.

**19.    Notices**

Any notice required to be served on any member of YAYAS shall be in writing and shall be served by the general secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address in the United Kingdom and any letter so sent shall be deemed to have been received within ten days of posting.

**20     Alterations to the Constitution**

a.    Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of those members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution setting out the terms of the alteration proposed.

b.      No amendment may be made to clause 1, clause 3, clause 9, clause 21 or this clause without the prior consent in writing of the Charity Commissioners.

c.      No amendment may be made which would have the effect of making YAYAS cease to be a charity at law.

d.      The Council should promptly send to the Charity Commissioners a copy of any amendment made under this clause.

**21.    Dissolution**

If the Council decides that it is necessary or advisable to dissolve YAYAS it shall call a meeting of all members of YAYAS, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two thirds of the members present and voting the Council shall have power to realise any assets held by or on behalf of YAYAS. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of YAYAS as the members of YAYAS may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of YAYAS must be sent to the Charity Commissioners.