

Regulations regarding the Advisory Council

Published December 2014

Revised July 2015



The Chartered Institute for Archaeologists is incorporated by Royal Charter.

Power Steele Building, Wessex Hall, Whiteknights Road, Earley, Reading, RG6 6DE

Regulations regarding the Advisory Council

Introduction	3
1 Composition	3
2–3 Members	3
4 Terms of office	3
5 Cooption	4
6 Observers	4
7 Election	4
8 Proceedings of the Advisory Council	5
9 Working Parties	6
10–11 Disqualification of members	6
12 Resolution of disputes with Board of Directors	7
13 Quorum	7
14 Hearing Appeals	7

Regulations regarding the Advisory Council

Introduction

The role of the Advisory Council, in accordance with clause 8 of the Charter, is to represent the interests of the membership and offer thoughtful and detailed advice to the Board of Directors on policy, strategy and potentially controversial decisions. The Advisory Council, as a third-party body which represents the interests of the membership, and is removed from the direct day-to-day decision making processes of the Institute, may also hear membership, professional conduct and registration appeals as set out in regulation 14 below.

1 Composition

The Advisory Council shall consist of no more than 40 members composed in the following way

- 1.1** Up to 20 voting members of the Institute elected by the voting members of the Institute at the Annual General Meeting
 - 1.2** Up to 20 further voting members of the Institute appointed by the Area and Special Interest Groups with one member appointed by each Area or Special Interest Group to represent that Group (ref to the Regulations governing area and special interest groups)
- 2** Members of the Board of Directors may not be members of the Advisory Council and vice versa.
- 3** Members of the Advisory Council shall comply with the principles of good governance and have regard for the seven principles of public life identified by the Nolan Committee, namely: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

4 Terms of office

- 4.1** The first Advisory Council shall take office immediately upon the grant of the Charter and shall consist of those members of the Council of the Former Institute who were not on the Executive Committee of the Former Institute. Subject to the by-laws and regulations on removal from office, the first members of the Advisory Council shall retire at the third Annual General meeting after their original election to the Council of the Former Institute. Any coopted members of the Council of the Former Institute shall become members of the Advisory Council upon the grant of Charter, and subject to the by-laws and regulations on removal from office, shall retire at the first Annual General Meeting after their cooption to the Council of the Former Institute. Members retiring from the first Advisory Council may stand for reelection providing that they have not served more than 6 consecutive years to include time served on the first Advisory Council and on the Council of the Former Institute immediately prior to the grant of Charter.

- 4.2** The 'year' referred to here under terms of office means the period between Annual General Meetings of the Institute, which may not necessarily consist of exactly twelve calendar months.
- 4.3** Voting members of the Institute who are not already members of the Board of Directors may be elected to the Advisory Council to serve a three-year term of office, and shall, subject to regulations 10 and 11 (removal from office), retire at the Annual General Meeting three years from the date of election. Retiring elected members of the Advisory Council are eligible for immediate reelection at that Annual General Meeting to serve a second three-year term.
- 4.4** Members of the Advisory Council appointed by a Group under regulation 1.2 shall serve a one-year term (a year as defined in provision 4.2 above) of office and shall, subject to regulations 10 and 11 (removal from office), retire one year from the date of their appointment unless reappointed for a further one-year term.
- 4.5** The maximum consecutive term of office for any member of the Advisory Council shall be six years, after which the elected or appointed member shall cease to be a member of the Advisory Council.
- 4.6** A retired member of the Advisory Council shall not be eligible for reelection or appointment to the Advisory Board or election to the Board of Directors until a date at least one year after retirement from the Advisory Board.
- 4.7** A retiring member of the Board of Directors shall not be eligible for election or appointment to the Advisory Council until a date at least one year after retirement from the Board of Directors.

5 Cooption

The Advisory Council may coopt any eligible person to fill a casual vacancy. Any person so coopted shall hold office until the next Annual General Meeting.

6 Observers

The Advisory Council shall have power to invite non-voting members of the Institute to attend meetings to ensure representation of non-voting members.

7 Election

- 7.1** At least two months before the date of the Annual General Meeting all voting members shall be notified of the names of all retiring elected members of the Advisory Council, and shall be asked to submit nominations for new elected members. Nominees must have paid all subscriptions due. Nominations must be seconded by three other voting members who have paid all subscriptions due.

- 7.2** A nominated candidate must indicate his/her willingness to stand and may submit a statement to the Institute of not more than 1000 words supporting their nomination. Subject to the reasonable discretion of the Institute, copies of this statement shall be made available to all voting members.
- 7.3** If the number of candidates nominated for election to the Advisory Council does not exceed the number of vacancies for elected members, the persons so nominated shall 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 membership of the Advisory Council in a ballot.
- 7.4** A ballot for election of members of the Advisory Council shall be conducted in such manner as shall be determined by the Board of Directors.
- 7.5** 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 Advisory Council. Voting members will be invited to indicate by ballot, not less than one week before the Annual General Meeting, their votes for the candidates.
- 7.6** Each voting member shall be entitled to one vote for each vacancy for elected members of the Advisory Council, and may not vote for any candidate more than once.
- 7.7** 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 for elected members on the Advisory Council. Such number of candidates shall then be deemed elected to the Advisory Council.
- 7.8** Should there be insufficient candidates to fill the vacancies on the Advisory Council for elected and appointed members, such vacancies shall be left empty until filled by persons coopted by the new Advisory Council.

8 Proceedings of the Advisory Council

- 8.1** Subject as otherwise provided in these regulations, the Advisory Council may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it may think fit.
- 8.2** The Advisory Council shall have a budget allocated by the Board of Directors for meetings, working parties etc which shall not be exceeded without written permission from the Hon Treasurer of the Institute.
- 8.3** The Advisory Council shall elect its own Chair and Vice-chair, if these posts are vacant, at the first meeting after the Institute AGM. The terms of office shall be three years or the remainder of that Advisory Council member's present term of office, whichever shall be the shorter.

- 8.4** The Chair of the Advisory Council, if present, and failing him/her the Vice-chair if present, shall act as Chair at meetings of the Advisory Council. If none of such persons is present and willing to act within five minutes after the time appointed for holding a meeting, the members of the Advisory Council present may choose one of their number to be Chair of the meeting.
- 8.5** The Advisory Council shall cause minutes to be made:
- 8.5.1** of all appointments of Officers made by the Advisory Council
 - 8.5.2** of the names of the members of the Advisory Council present at each meeting of the Advisory Council and of any working party of the Advisory Council
 - 8.5.3** of the proceedings of the Advisory Council, of any working party of the Advisory Council
- 8.6** Such minutes, if purporting to be signed by the Chair of the meeting to which they relate, shall be *prima facie* evidence of the matters stated therein.
- 8.7** The minutes of the Advisory Council shall be open to inspection by voting members of the Institute; subject only to such reasonable restrictions as the Board of Directors may from time to time impose as to the time and manner of the inspection.

9 Working parties

- 9.1** The Advisory Council shall have power to appoint working parties for a specific task, and such working parties shall report their proceedings to the Advisory Council. The costs of these working parties shall be met from the budget allocated by the Board of Directors as in provision 8.2 above, and may not be exceeded without written permission from the Hon Treasurer of the Institute.
- 9.2** The Advisory Council shall have the power to dissolve a working party on completion of the task(s) delegated to them or for any reason the Advisory Council sees fit.

10 Disqualification of members of the Advisory Council

- 10.1** The office of a member of the Advisory Council shall be vacated:
- 10.1.1** if certified by a relevant professional as not having capacity under the Mental Capacity Act 2005
 - 10.1.2** if by notice to the Institute he/she resigns his/her office
 - 10.1.3** if he/she ceases to be a member of the Institute
- 11** Without prejudice to the provisions of the Charter and by-laws, the Institute may remove any member of the Advisory Council before the expiration of his/her period of office by passing a resolution in a General Meeting.

12 Resolution of disputes with the Board of Directors

- 12.1** The Advisory Council and the Board of Directors shall, in the normal course of business, meet together twice a year at meetings chaired by the Chair of the Advisory Council. These meetings should be the first port of call for discussion and resolution of any concerns that the Advisory Council might have that the Board is not acting in the best interests of the Institute.
- 12.2** The Chair of the Advisory Council may request an additional meeting with the Board of Directors if a matter seems too pressing to wait until the next scheduled twice yearly meeting.
- 12.3** The Advisory Council should offer the Board of Directors reasonable time and opportunity to discuss the matter themselves and propose what steps the Board might take to address the matter. The Board should report back on their proposal to the Advisory Council, either in writing or at the next meeting between the Board and the Advisory Council.
- 12.4** If the matter cannot be resolved to the satisfaction of the Advisory Council after at least two meetings with the Board of Directors, then the Advisory Council may call a meeting at which its members can vote to call an Extraordinary General Meeting of the membership of the Institute. The Advisory Council must be quorate in order to call an EGM. At this EGM the Advisory Council may seek the views of the membership and/or may put forward an extraordinary resolution to remove an elected or coopted member of the Board of Directors in accordance with by-law 3.14.

13 Quorum

Fifteen members of the Advisory Council will constitute a quorum, of whom no less than 7 must be elected members, except where otherwise provided for the purpose of hearing appeals in accordance with the membership, professional conduct and registration regulations.

14 Hearing appeals

The Chair of the Advisory Council shall appoint a panel or panels to hear appeals as required by the membership, professional conduct and registration regulations.

[See also membership, professional conduct and registration regulations]