



The RMRS Constitution

INTRODUCTION

1. The association shall be known as the Roman Military Research Society, hereafter also referred to as either "THE RMRS" or the "Society". This Constitution shall be the governing document for the administration and management of said Society in accordance with Charity Commission guidance.
2. **Type of Organisation.** Under the provisions of this Constitution THE RMRS shall be created as an unincorporated association:
 - a. The "association" part of this description means that THE RMRS shall consist of a group of people who have decided to co-operate in furthering the aims of the Society, and who have certain parts to play in its administration.
 - b. The "unincorporated" part of the description establishes that THE RMRS is not a company and will not:
 - (1) Have limited liability and a legal personality of its own (i.e. THE RMRS Committee members may be liable for the repayment of any debts which they have incurred on behalf of the charity: such debts can be met from the charity's own funds (if they are sufficient) unless THE RMRS Committee had not acted prudently, lawfully, and in accordance with the Society's Constitution);
 - (2) Be able to own land (and investments) in its own name. It will need to appoint either a custodian or holding trustee(s) to do this.

AIMS

3. The aims of the Roman Military Research Society are:
 - a. To advance the education of the public about the Roman Army and its civilian aspects by presenting school talks, lectures, living history and drill displays.
 - b. To undertake research and experimentation on the practical historical aspects of Roman military and civil life and publicise the results of such research.
 - c. To liaise with and share research material with other interested parties.

POWERS

4. In addition to any other powers which it has, THE RMRS may exercise the power to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation or otherwise provided that the Society shall not undertake any permanent trading activities in raising funds towards its Aims.

ORGANISATION

5. To achieve the aforementioned Aims THE RMRS shall consist of three interdependent sub-groups, who may function independently or as parts of the whole Society:
 - a. **The Research Group.** All members of the Society are encouraged to be active members of the Research Group. The Research Group shall be responsible for carrying out practical investigation into all aspects of Roman military and civil life based upon classical writing, archaeological and epigraphic evidence and other contemporary literature and academic findings. The Research Group shall guide the other two sub-groups to ensure the accuracy of the military and living history display elements.
 - b. **Vexillatio Legionis Geminae.** Vexillatio Legionis Geminae shall be responsible for portraying, as accurately as possible, the Roman Army in Britain in accordance with the latest available historical research. The group shall perform public displays of Roman military equipment, tactics, drill manoeuvres and general army life.

c. **The Living History Group.** The Living History Group shall be responsible for portraying, as accurately as possible, Roman civil life in Britain in accordance with the latest available historical research. The group shall demonstrate the skills, crafts and accepted practices of Roman daily life in "Living History" displays to members of the general public.

ADMINISTRATION: THE RMRS COMMITTEE

6. **THE RMRS Committee.** The day-to-day administration and management of the Society shall be the responsibility of the trustees hereafter referred to as "THE RMRS Committee". In specific circumstances, such responsibility may be delegated by said Committee. The Committee shall consist of following appointments, whose Terms of Reference are at Appendix 1:

- a. Chair;
- b. Treasurer;
- c. Secretary;
- d. Events Co-ordinator;
- e. Research Co-ordinator;
- f. Vexillatio Legionis Geminae (Military) Representative;
- g. Living History (Civilian) Representative;
- h. Quartermaster.

7. **Election of Committee Members.** THE RMRS Committee shall be formed from those Full Members nominated and elected by the membership at an Annual General meeting (AGM), or at an Extraordinary General Meeting (EGM) in the event of an unexpected vacancy. Candidates for THE RMRS Committee shall be:

- a. Nominated on the basis of their relevant experience and skills and on the understanding that they are prepared to take an active part in running THE RMRS .
- b. Candidacy for election shall be submitted to the Secretary a minimum of 45 days before the agreed date of the AGM.
- c. The Secretary shall publish a list of the candidates and the appointments for which election is sought 30 days before the AGM.
- d. Election to each Committee appointment shall be decided by a simple majority vote of the members present by a show of hands.
- e. Where the result is contested, the incumbent Committee shall remain unchanged and an EGM shall be called to resolve the issue.

8. **Personal Interest.** Except with the prior written approval of the Charity Commissioners or other authority having charitable jurisdiction, no member of THE RMRS Committee may:

- a. Receive any benefit in money or in kind from THE RMRS for being a Trustee; or
- b. Have an exclusive financial interest in the supply of goods or services to THE RMRS; or
- c. Acquire or hold any interest in the property of THE RMRS (except in order to hold it as trustee of the Society).

9. **Function of the Committee.** The function of THE RMRS Committee shall be:

- a. To encourage and facilitate the aims of the Society.
- b. To administer and manage the day-to-day operation of the Society.
- c. To decide and execute any motion proposed by the membership of the Society.
- d. To consider applications from prospective members of the Society.



10. **THE RMRS** Committee shall have the authority to alter the Society's "Values and Standards" (refer to paragraph 15 and Part 4 of the Members' Handbook) and introduce new rules as required to aid the efficient management of the Society.

11. **Committee Meetings.** In addition to the AGM, and any EGM convened, **THE RMRS** Committee shall meet at least twice per year to co-ordinate the affairs of the Society. The Secretary shall arrange Committee meetings in accordance with Appendix 2. At least 14 days notice shall be given of such a meeting and the business to be presented.

ADMINISTRATION: MEMBERSHIP

12. **Membership.** Membership shall be open to any individual (aged 18 or over) or organisations, with an interest in the Aims of **THE RMRS**, who are approved by the Trustees. The minimum age requirement may be dispensed with for minors aged <18 years old if accompanied by at least one adult Full Member as part of a "Family Group", or if accompanied and supervised by a parent/guardian whether a member of **THE RMRS** or not. Restrictions may be placed on the degree of participation by minors at events, however. There shall be two categories of membership of **THE RMRS**:

a. **Full Membership.** Full membership of **THE RMRS** applies to:

(1) All individuals regularly participating in the activities of the Society (military and living history displays, research, talks, lectures and presentations, practical experimentation and reconstruction projects) in accordance with the Society's Aims and having paid the appropriate annual membership subscription.

(2) Those individuals voted life-long membership of **THE RMRS** in accordance with the procedures for general meetings given in this Constitution.

b. **Temporary Membership.** Temporary Membership shall be available to those members of other interested groups or members of the public wishing to be involved in the Society's activities for a strictly limited period. A Full Member of **THE RMRS** must sponsor prospective Temporary Member(s). Sponsors shall be responsible for supervising Temporary Members while they are active with **THE RMRS**. The granting of Temporary Membership shall be contingent on the individual(s) paying an appropriate fee (currently equivalent to 25% of the annual membership subscription) towards the Society's public liability insurance. Temporary membership shall be deemed to automatically expire at the end of the defined period agreed between the applicant and **THE RMRS** Committee. The granting of Temporary Membership shall not create a precedent for future applications or a right to Full Membership of the Society.

13. **Membership Approval.** All membership applications shall be subject to the ultimate approval of **THE RMRS** Committee:

a. The Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.

b. The Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

c. The Committee must consider any written representations the applicant may make about the decision. The Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

d. Membership is not transferable to anyone else.

14. **Membership Subscriptions.** Membership of **THE RMRS** shall be contingent on payment of an annual subscription:

a. The fee shall be set by **THE RMRS** Committee and approved by majority vote at an AGM;

b. Subscriptions shall be payable before 1st February of each year;

15. **Termination of Membership.** Membership of **THE RMRS** is terminated if:

a. The member dies or, if it is an organisation, ceases to exist;

b. The member resigns by written notice to **THE RMRS** unless, after the resignation, there would be less than two members;



- c. Any sum due from the member to **THE RMRS** is not paid in full within six months of it falling due;
- d. The member is removed from membership by a resolution of **THE RMRS** Committee that it is in the best interests of **THE RMRS** that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
- (1) The member has been given at least twenty-one days' notice in writing of the meeting of **THE RMRS** Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (2) The member or, at the option of the member, the member's representative (who need not be a member of **THE RMRS**) has been allowed to make representations to the meeting.

16. **Privileges of Members.** Membership of **THE RMRS** shall entitle the individual to certain privileges in accordance with the type of membership:

a. **Full Members.** Full Members may:

- (1) Have full access to and use of the facilities and resources (including research material) produced or owned by **THE RMRS**.
- (2) Have a full right to representation on **THE RMRS** Committee and attend all general meetings.
- (3) Be eligible to nominate and vote for the election of the members of **THE RMRS** Committee and likewise serve on said Committee.
- (4) Propose resolutions for the good and benefit of the administration and management of **THE RMRS** for inclusion on the agenda of general meetings and vote on said resolutions.
- (5) Actively participate in military or "Living History" displays and represent **THE RMRS** in public (e.g. lectures, educational talks, other presentations, private events, etc.).
- (6) Sponsor Temporary Members.

b. **Temporary Members.** Temporary Members may:

- (1) Have limited access to the facilities and resources (including research material) produced or owned by **THE RMRS** subject to the approval of the Committee.
- (2) Not attend or vote on the affairs of **THE RMRS** at general meetings.

17. **Membership Register.** **THE RMRS** Secretary shall keep a register of names and addresses of the members, which may be made available to any member upon request. **THE RMRS** Committee shall review the membership of the Society at least annually to ensure the register is accurate.

18. **Values and Standards.** By its voluntary nature, **THE RMRS** may have a large and diverse membership. It is therefore important that the correct balance is achieved to ensure the highest possible standards are maintained while providing a relaxed and comfortable atmosphere enjoyable for all. A series of general rules established for the Society's activities are therefore given in Part 4 of **THE RMRS** Members' Handbook.

19. **Misconduct.** Serious misconduct or a breach of **THE RMRS** Constitution or its "Values and Standards" (see Part 4) shall be considered at an Extraordinary General Meeting (EGM) convened for that purpose. The member(s) in question shall be invited to attend the EGM. **THE RMRS** reserves the right to terminate membership and recover any money owed or Society property from said person(s).

ADMINISTRATION - GENERAL MEETINGS

20. **Quorum.** For the purposes of decision-making at any general or Committee meeting, a quorum consisting of no less than four members of **THE RMRS** Committee will be required. The quorum must be maintained throughout the meeting for the effective transaction of business. Where no quorum exists, or one cannot be maintained, no decision can be made at a meeting.

21. **Voting Procedures.** A resolution shall be decided by a simple majority vote of the members present by a show of hands. Full Members of the Society shall be entitled to one vote on each resolution. The Chair shall have a casting vote. At Committee meetings only validly appointed members of **THE RMRS** Committee shall have a vote. Any member entitled to vote may demand a formal count of votes, known as a poll, on a resolution where it is reasonably believed that:



- a. The outcome is unrepresentative, or
- b. The show of hands is inconclusive.

22. **Annual General Meeting.** An Annual General Meeting (AGM) shall be held once per year in November in accordance with the guidance for the conduct of general meetings given at Appendix 2. The aim of the AGM shall be to provide [THE RMRS](#) Committee the opportunity to explain the management of the Society to the membership. As a minimum, the AGM shall present to the membership a general statement of affairs, the results of the last audit carried out, the events programme for the following year, any relevant changes to the Society and all financial changes and expenditure planned for the following year. The Secretary shall report on [THE RMRS'](#) activities over the preceding year. This statement shall form the basis of the Society's Annual Report to the Charity Commission. An AGM shall not be the appropriate forum to discuss matters pertaining to items of historical research or the detailed organisation of public displays.

23. The Secretary is charged with arranging the AGM in accordance with the guidance for the conduct of general meetings given at Appendix 2. The Secretary shall issue a notice of the AGM, together with any relevant documents, to all Full and Associate Members of [THE RMRS](#), and to any other people entitled to receive them, at least 30 days in advance of the meeting.

24. The Secretary shall ensure copies of the Society's Annual Report to the Charity Commission and accounts are made available at the venue before the start of the meeting. Anyone can by law request a copy of the accounts from the Society at any time. [THE RMRS](#) reserves the right to charge a reasonable fee for this.

25. The notice calling the AGM shall include:

- a. The date and time of the meeting;
- b. The venue;
- c. The details of the business to be considered (less those resolutions not received at this stage);
- d. An invitation to propose resolutions; and
- e. If appropriate, requests for nominations (or the names of proposed nominees) for members to be elected.

26. An example of the notice for an AGM is set out at Appendix 3. The notice and any proposed resolutions shall be drafted in plain language to ensure there are no misunderstandings over the matters to be discussed. The notice shall include the full names (whenever possible) of the candidates for [THE RMRS](#) Committee standing for election (or re-election) in the AGM. A brief description of the person seeking election should also be enclosed to cover their relevant expertise, the dates they were first appointed to the Committee and so on. To create a clearer record and promote the independence of each Committee member, the election/re-election of each Committee member shall be the subject of a separate resolution to be agreed by [THE RMRS](#) membership at the AGM.

27. **Extraordinary General Meetings.** Extraordinary General Meetings (EGM) will be held for the consideration of non-recurring business requiring the approval of the membership between AGMs. The same people eligible to attend an AGM shall be entitled to attend an EGM. EGMs may often be called by [THE RMRS](#) Committee to transact business on the management of the Society. Full Members may request an EGM if they reasonably believe [THE RMRS](#) Committee is not fulfilling the aims of the Society, where they reasonably believe the Society is not being administered effectively, to seek explanations from the Committee for a course of action, or to encourage fuller discussion on a particular issue. The business of the EGM will be detailed in a notice following the format given at Appendix 3. Examples of items that may be dealt with at an EGM include:

- a. Alteration of [THE RMRS](#) Constitution;
- b. Dissolving [THE RMRS](#);
- c. Merging [THE RMRS](#) with another society or other group; and
- d. Discussion of an issue proposed, and seconded, by members of the Society.

28. During any EGM, similar issues of good practice shall apply as they will to AGMs (refer to Appendix 2).

29. **Minutes.** It shall be the responsibility of the Secretary for recording and keeping accurate minutes of any AGM, EGM or Committee meeting. The minutes of an AGM, or an EGM, shall be available for public inspection.



tion on request: the Society may charge a reasonable fee to cover the cost of making them available. The minutes of Committee meetings shall only be made available to [THE RMRS](#) Committee members and where necessary, to appropriate professional advisors (e.g. auditors). Minutes of Committee meetings are not open documents as they may record investigations of misconduct and thus shall not be made available for public inspection. Minutes do not need to be verbatim, but need to record information that is important to [THE RMRS](#). As a minimum, each set of minutes shall:

- a. Name [THE RMRS](#);
- b. Identify the type of meeting;
- c. Note the date and time the meeting was held;
- d. Note the apologies for absence;
- e. Record the names of those present, including in what capacity they attended, e.g. Committee member, advisor, etc.
- f. Record the discussion and any decision made on agenda items.

30. The minutes of any meeting should be taken by the Secretary, or by another person clearly nominated before the meeting starts should the Secretary be unavailable for whatever reason. Whoever records the minutes should ensure that they are also able to contribute actively to any discussion.

31. It should be noted that the formal minutes, once approved and signed as an accurate record by the Chair, form the only legal record of the business of a meeting. Thus the name of the Chair shall be formerly recorded in the minutes. Society members may take notes of any meeting for their own purposes, but these shall not be used as an afterthought to the official minutes. If a Committee member is unable to agree that the draft minutes are an accurate record of a meeting, then he or she should draw the matter to the attention of the Chair before they are approved and signed. It is for this reason that copies of the draft minutes should be sent to every Committee member that attended a meeting to ensure they have the opportunity to comment. If after discussion the Committee member is still unable to agree, then his or her dissension should be formerly noted and recorded as a postscript to the minutes before they are signed.

32. The approval of, and any changes made to, minutes of a previous meeting shall be recorded, together with matters arising from the previous minutes which are not dealt with as a separate item of business.

33. The minutes shall record:

- a. The precise wording of any resolution together with the name of the proposer and (optionally) the seconder of the motion;
- b. A summary of the discussion on each item of business;
- c. Information upon which the decision was based;
- d. Details of the decision, i.e. who voted and how and, in the event of an equality of votes, if the Chair used a casting vote;
- e. The action required;
- f. The names of the people who are responsible for implementing the decision;
- g. The date, time and venue of the next meeting.

34. The names of those attending a general meeting shall be recorded by their signing a register at the door which is then attached to the minutes as a record of those present.

35. The minutes shall be drafted as soon as possible after any meeting and circulated promptly. This is particularly important for the minutes of [THE RMRS](#) Committee meetings in order to avoid delays in implementing decisions.

36. As the minutes are the Society's record of decisions, it is important that they are accurate and stored properly. They may need to be used to support decisions approved at meetings and to show approval and adoption of the audited accounts. The minutes of all meetings, particularly Committee meetings, shall be kept during the existence of [THE RMRS](#) .



37. Retention of documents after discussion will depend on differing circumstances. As there is no central body that keeps the records of dissolved charities, the last Secretary to [THE RMRS](#) Committee shall keep them for a minimum of six years unless the Charity Commission consent to their disposal. The accounting and other important records of [THE RMRS](#) shall be retained for a similar period.

38. A minute book shall be used to keep a copy of all the original minutes as signed by the Chair of the meeting. [THE RMRS](#) Minute Book shall consist of loose-leaf pages secured in a ring binder or similar file cover used expressly for that purpose. The minutes, and any supporting documentation, shall be consecutively numbered and individually signed by the Chair to aid identification of lost or missing pages. [THE RMRS](#) Secretary responsible for minute taking shall keep the minute book in a safe and secure place. The final copy of the minutes shall be the signed set held in [THE RMRS](#) Minute Book.

39. Where the minutes have been created on a computer, an electronic copy may be stored either on the computer's integral hard disc or on removable magnetic media (i.e. floppy diskette, magnetic tape, CD-ROM or DVD-ROM). Electronic storage shall not replace the printed pages kept in [THE RMRS](#) Minute Book but may be kept as a duplicate record. Ideally, the duplicate copy (back-up copy) should be held separately from the Minute Book by [THE RMRS](#) Chair in a safe and secure place.

ADMINISTRATION - FINANCE

40. **Accounts.** [THE RMRS](#) Committee shall comply with the accounting requirements of the Charities Act 1993, relevant to the income/expenditure level of the Society, with regard to:

- a. The keeping of accounting records of [THE RMRS](#);
- b. The preparation of annual statements of account for [THE RMRS](#);
- c. The auditing, or independent examination, of the statements of account of [THE RMRS](#); and
- d. The preparation of an annual report and the sending of it together with the statements of account to the Charity Commission.

41. **Treasurer.** The Treasurer shall be responsible for maintaining the accounts in accordance with paragraph 39 above. At an AGM the Treasurer shall be required to present an Annual Statement of [THE RMRS](#)' finances for the preceding year and be prepared to present a budget for the next financial period. The Treasurer should be prepared to present interim statements as required.

42. **Budgetary Controls.** In order to achieve full control over the Society's finances it shall be necessary to work within an agreed budget and to undertake full financial planning. The Treasurer shall be responsible for drafting and maintaining an annual financial plan that sets the budget for the forthcoming year based on predicted cash flow taking account of anticipated income. [THE RMRS](#) Committee shall discuss and agree the proper and realistic estimates of expected income and expenditure for each financial year. All discussions and decisions shall be fully minuted and shall be presented at [THE RMRS](#)' AGM.

43. **Bank Account.** Current assets, including cash, bank and building society deposits, consumable stocks, trading stocks, debtors and prepayments, or any other amounts receivable in the short term shall be held in the name of the "Roman Military Research Society". [THE RMRS](#) Committee shall administer a bank account in said name for that purpose. The Treasurer on behalf of the Committee shall manage cheques drawn on the Society's bank account. Two signatories shall be required for cheques, cash withdrawals, etc. with the signatories selected from the Full Membership of [THE RMRS](#).

44. **Committee Approval to Spend.** [THE RMRS](#) Committee shall be authorised to expend such money as it may deem necessary for the efficient running of the Society. Details of expenditure are to be attached to the copy of the audited accounts for each audit period.

45. **Membership Subscriptions.** [THE RMRS](#) Committee shall review the membership subscription rates annually. In accordance with paragraph 14a, the subscription rates shall be subject to amendment with the consent of the membership as demonstrated by a majority vote on a motion to that effect at an AGM. The membership subscription rates applicable from 1 April 2009 until amended are:

- a. The Adult subscription rate, where an "adult" is deemed to be any individual aged ≥ 18 years old, will be £20 per annum.
- b. The Family Group subscription rate, where a "family group" is deemed to consist of at least one adult parent or guardian and any number of children aged ≤ 18 years old, will be £40 per annum.



46. All members of the Society are encouraged to pay their subscription by Standing Order but cash or cheque shall be equally acceptable. In accordance with paragraph 14b, membership subscriptions shall be payable before 1st February of each year. Non-payment of the agreed subscription by the due date may be grounds for terminating membership in accordance with paragraph 15c.

47. Any member of the Society who has a question regarding membership subscriptions, or concerns about payment, must raise their query with the Treasurer in the first instance.

ADMINISTRATION - AMENDMENT

48. **Amendment(s).** Subject to the following provisions of this clause the Constitution of **THE RMRS** may be adopted, altered or amended by a resolution passed by not less than two-thirds of the 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 or amendment proposed. No alteration to the Aims of **THE RMRS**, the clause on dissolution and this clause may take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction has been obtained. Likewise, no amendment may be made which would have the effect of making **THE RMRS** cease to be a charity at law. The final typed version of **THE RMRS** Constitution shall be signed by all **THE RMRS** Committee members and dated the day of the meeting at which it was agreed. The minutes of the meeting will formally record that the Constitution was adopted or amended. **THE RMRS** Committee must:

- a. Promptly send to the Charity Commissioners a copy of any amendment(s) made; and
- b. Keep a copy of any such amendment(s) with this Constitution.

ADMINISTRATION - DISSOLUTION

49. **Dissolution.** **THE RMRS** may be dissolved by a resolution passed by a 75% majority of those present and voting at an EGM convened for that purpose of which twenty-one working days notice shall be given to the members. Such resolution shall provide instructions for the disposal of any assets held by or in name of **THE RMRS**, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the members of **THE RMRS**. Such property shall be given or transferred to such other charitable institution or institutions having objects similar to some or all of the aims of the Society as **THE RMRS** may, with the approval of the Charity Commissioners or other authority having charitable jurisdiction, determine.

I certify this to be a true copy of the original Constitution of the Roman Military Research Society as agreed by a resolution passed by the membership.

[Signed]

MA Hatch

[Name]

1 January 2009

[Date]



TERMS OF REFERENCE FOR THE RMRS COMMITTEE

1.1 Appointment: Chair.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Chair shall be responsible for executive decision-making on the day-to-day running of [THE RMRS](#) as advised by [THE RMRS](#) Committee who shall be informed by and act in accordance with the wishes of the membership.
- The Chair shall be responsible for co-ordinating and overseeing the delegated activities of [THE RMRS](#) Committee members.
- The Chair shall ensure information is effectively communicated between members of [THE RMRS](#) Committee.
- The Chair is to control and ensure the effective running of general meetings (AGM, EGM, etc.) and shall have a casting vote such meetings.
- Ahead of general meetings, the Chair shall be responsible for checking the Secretary has sent out the notice, an agenda and supporting documents in good time and in accordance with any agreed timetable.
- The Chair shall ensure the items on the agenda are covered within the timescale set for the meeting.
- The Chair shall offer all those attending and voting at meetings an equal opportunity to speak on each item and encourage them to participate fully in the meeting.
- The Chair shall keep any duplicate electronic copy of the minutes of any meeting, separate from the hard-copy [THE RMRS](#) Minute Book, in a safe and secure place.

1.2 Appointment: Treasurer.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Treasurer shall be responsible for the day-to-day management of [THE RMRS](#)' finances as advised by [THE RMRS](#) Committee who shall be informed by and act in accordance with the wishes of the membership.
- The Treasurer shall maintain a bank account in the name of the "Roman Military Research Society" and shall record all income and expenditure, which shall be reconciled against issued statements of account. Details of expenditure shall be attached to the copy of the audited accounts for each audit period.
- On behalf of [THE RMRS](#) Committee, the Treasurer shall be authorised to expend such money as deemed necessary for the efficient running of the Society.
- In pursuance of the above, the Treasurer shall be responsible for issuing cheques drawn on the Society's bank account.
- The Treasurer shall present an Annual Statement of Finances at [THE RMRS](#)' AGM, which will form the basis of the annual report submitted to the Charity Commission by the Treasurer on behalf of the Society.



TERMS OF REFERENCE FOR THE RMRS COMMITTEE

1.3 Appointment: Secretary.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Secretary shall act as the principle point of contact between [THE RMRS](#) and the Charity Commission.
- The Secretary shall present an Annual Report at [THE RMRS](#)' AGM, which will form the basis of the annual report submitted to the Charities Commission on behalf of the Society.
- The Secretary shall maintain a current membership list and ensure said list is updated at least quarterly. The Secretary shall liaise closely with any members of the Society delegated to manage recruitment or other membership matters.
- The Secretary shall be responsible for organising all aspects of meetings including issuing the notice, arranging and preparing the venue, co-ordinating and publishing the agenda, ensuring all relevant papers and/or supporting materials are made available to [THE RMRS](#) Committee and the membership in good time, and making the arrangements for any vote or poll which may be needed.
- During meetings, the Secretary shall be responsible for ensuring the meeting is properly convened, there is quorum (present throughout the meeting), apologies for absence are noted and all decisions made at the meeting are accurately minuted. The Secretary should draw to the attention of the Chair any matter that appears to have been overlooked.
- The Secretary shall be responsible for recording and keeping accurate minutes of any AGM, EGM or Committee meeting. The Secretary shall draft the minutes as soon as possible after any meeting and circulate them promptly to all entitled recipients.
- The Secretary shall keep [THE RMRS](#) Minute Book in a safe and secure place.

1.4 Appointment: Event Co-ordinator.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Event Co-ordinator shall act as the principle point of contact between [THE RMRS](#) and event sponsors or organisers, other re-enactment groups or interested parties.
- The Event Co-ordinator shall be responsible for organising all aspects of events or shows less the content of actual military or living history displays, which shall remain an individual responsibility. The Event Co-ordinator shall be responsible for issuing the notice of events, co-ordinating administrative and logistical arrangements at the venue, publishing maps and route plans and ensuring [THE RMRS](#) Committee and the membership are informed in good time.
- The Event Co-ordinator shall be responsible for agreeing a suitable fee for events and subsequently producing and invoicing event sponsors or organisers. The Event Co-ordinator shall keep the Treasurer informed of all such transactions.
- The Event Co-ordinator shall be responsible for maintaining a record of all correspondence with event sponsors or organisers, especially the co-ordinating details related to events.
- The Event Co-ordinator shall be responsible for maintaining a record of all individuals, organisations, societies or groups with which liaison is maintained to facilitate the Aims of [THE RMRS](#).



TERMS OF REFERENCE FOR THE RMRS COMMITTEE

1.5 Appointment: Research Co-ordinator.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Research Co-ordinator shall be the focus for all research and experimentation on the practical historical aspects of Roman military and civilian life undertaken by individuals or, when formed, “project” groups.
 - The Research Co-ordinator shall be responsible for directing and co-ordinating Society research projects to ensure the highest standards of quality and accuracy are achieved and maintained.
 - The Research Co-ordinator shall act as the principle point of contact within [THE RMRS](#) and between the Society and other re-enactment groups or interested parties on issues related to historical research and the sharing of the Society’s material and findings.
 - To facilitate the Aims of [THE RMRS](#) the Research Co-ordinator shall be responsible for publishing the Society’s research and findings in the most appropriate form.
 - The Research Co-ordinator shall be responsible for developing [THE RMRS](#)’ website, including regularly reviewing and updating its content.
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1.6 Appointment: Vexillatio Legionis Geminae (Military) Representative.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Military Representative shall act as the principle point of contact between the members of Vexillatio Legionis Geminae (the military display group), [THE RMRS](#) Committee and the remainder of the Society. The Military Representative should be the senior officer, or “Centurion”, of Vexillatio Legionis Geminae or a nominated deputy.
- The Military Representative shall be responsible for representing the concerns of the “legionary” and “auxiliary” members of Vexillatio Legionis Geminae to [THE RMRS](#) Committee and the wider Society during general meetings. The Military Representative shall be responsible for ensuring any decisions made during meetings affecting the military display group are enacted.
- In conjunction with the Research Co-ordinator, the Military Representative shall be responsible for the accuracy of any tactics, drill manoeuvres, reproduction military equipment and general army life displayed by [THE RMRS](#) .
- The Military Representative shall be responsible for directing and co-ordinating the content and organisation of public displays of Roman military equipment, tactics, drill manoeuvres and general army life in conjunction with the Living History Representative and, where necessary, [THE RMRS](#) Event Co-ordinator.



TERMS OF REFERENCE FOR THE RMRS COMMITTEE

1.7 Appointment: Living History (Civilian) Representative.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Living History Representative shall act as the principle point of contact between the members of Living History display group, [THE RMRS](#) Committee and the remainder of the Society.
 - The Living History Representative shall be responsible for representing the concerns of those members of the Society re-enacting Roman civil life to [THE RMRS](#) Committee and the wider Society during general meetings. The Living History Representative shall be responsible for ensuring any decisions made during meetings affecting the Living History display group are enacted.
 - In conjunction with the Research Co-ordinator, the Living History Representative shall be responsible for the accuracy of any Living History displays of Roman civil life depicted by [THE RMRS](#).
 - The Living History Representative shall be responsible for directing and co-ordinating the content and organisation of public displays of Roman civil life in conjunction with the Military Representative and, where necessary, [THE RMRS](#) Event Co-ordinator.
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1.8 Appointment: Quartermaster.

Eligibility: Full Membership.

Term of Office: 12 months, to be elected/re-elected at [THE RMRS](#) AGM.

Responsibilities:

- The Quartermaster shall be responsible for the day-to-day accounting, storage, management and issuing of equipment or clothing owned or manufactured by [THE RMRS](#) (known as "Society Equipment"). The Quartermaster shall be responsible for maintaining appropriate records of all "Society Equipment".
- In conjunction with [THE RMRS](#) Treasurer, the Quartermaster shall co-ordinate the sale to members of "Society Equipment" and maintain the appropriate records as necessary.
- In conjunction with the Research Co-ordinator, the Quartermaster shall ensure the accuracy of any equipment used in displays of Roman military and civil life.
- The Quartermaster shall be responsible for maintaining a record of all individuals, organisations, societies or groups from whom reproduction equipment, meeting the standards required by [THE RMRS](#), may be obtained.
- In conjunction with other members of [THE RMRS](#) Committee, the Quartermaster shall ensure all equipment required for public displays by [THE RMRS](#) is loaded and transported to the appropriate venue.
- The Quartermaster shall be responsible for the co-ordination, control and maintenance of any vehicle owned by or on hire to [THE RMRS](#) for the transportation of "Society Equipment". The Quartermaster shall ensure that such vehicles and their drivers comply with all legislation and regulations that refer to driving and use of vehicles in the UK or overseas.
- In conjunction with [THE RMRS](#) Treasurer, the Quartermaster shall ensure that Society owned vehicles are regularly serviced, repaired, taxed and insured.



CONDUCT OF A GENERAL MEETING

2.1 Establishing a timetable. THE RMRS Secretary shall establish a timetable for organising any meeting. Working back from the date the meeting is to be held, the Secretary should identify:

- a. The date notices have to be sent out.
- b. The date by which documents to be circulated with the notice have to be received.
- c. The date and time of any pre-meeting or other related meeting, for instance before laying the report and accounts before an AGM, THE RMRS Committee may need to meet and approve them.
- d. Where the election of Committee members is to take place, the date by which candidate nominations have to be received.

2.2 Notices. The notice of any meeting shall be posted or delivered by hand to each member of THE RMRS to the address provided by said individual. Such notices shall routinely be published in the Society's newsletter at least 30 days before the meeting. Notices sent by post shall be considered to have been delivered when the letter containing them would have been delivered in the ordinary course of delivery. Notices, etc. can also be faxed or emailed if a fax number or email address has been supplied by an individual member, provided the recipient has indicated a willingness to receive notices by one or other of these methods. The day when notice is received or expected to be received (for example, in the ordinary course of post) is the date of service.

2.3 Venue. The venue shall be, wherever practicable, accessible by all those entitled to attend, with due consideration given to the facilities required. A checklist of considerations is set out below, although not all of the items listed will be relevant to every type of meeting. The venue should be reviewed periodically to ensure it continues to meet the needs of THE RMRS.

2.4 Venue Checklist. The following points should be considered in selecting a meeting venue:

- a. Is the proposed venue large enough to accommodate the number of people who are entitled or expected to attend?
- b. Is the venue accessible by road and public transport?
- c. Is adequate car parking available (at a reasonable cost)?
- d. Is the venue suitable for people with disabilities? For example, does it have wheelchair access, large print signs, induction loops, etc.
- e. Will additional facilities such as a crèche, translation services or a signer for people with hearing difficulties be needed? If so, can these be provided at the proposed venue?
- f. If catering facilities are required, are those at the venue adequate?
- g. Are there enough toilets?
- h. Does the venue have appropriate support equipment available, e.g. flip chart and paper, overhead projector, slide projectors, microphones, etc.?
- i. Does the venue provide enough chairs and tables?
- j. Are facilities for secret ballots available?
- k. Is additional capacity available to cater for exceptional attendance (overflow facilities)?

2.5 Preparing the venue for the meeting. When planning the meeting the Secretary will need to consider how to set out the room and what equipment is needed for the meeting. For example, at a Committee meeting, each person will need space on a table for papers and it may be useful to record decisions on a flip-chart. At an AGM there may need to be a table on which copies of papers, accounts and publications for the members are set out. Other specific equipment such as a projector may be needed if there is also to be a slide-show or presentation.

2.6 Agenda. Every meeting will benefit from a formal agenda which lists the items of business to be discussed at that particular meeting. Before calling the meeting the Secretary should normally discuss the proposed agenda with the Chair and any appropriate senior members. It is useful to consider whether the matters



CONDUCT OF A GENERAL MEETING

being placed before the meeting are appropriate for that meeting. The Secretary is advised to check the governing document to see what issues must be covered for each type of meeting. For example, the approval of its financial statements, the re-election of trustees, and the appointment or re-appointment of auditors may have to be conducted at an AGM.

2.7 The order of proceedings needs to be planned, adequate time allowed for each item and the Chair made aware of the need to keep to the timetable in order to ensure that all matters are covered within the allotted time. It may be useful to indicate on the agenda how much time is expected to be allowed for each item and state clearly when the meeting will finish. It is equally helpful to indicate whether an item of business is for discussion or whether a decision needs to be taken.

2.8 **Documentation.** The Secretary shall check that all relevant papers and/or other supporting material are made available to [THE RMRS](#) Committee and/or members in good time. Any papers placed before the meeting are to have been received by the Secretary and distributed in good time. All supporting documentation shall be clearly marked to show:

- a. The nature and date of the meeting.
- b. The agenda item to which it relates.
- c. Page numbers on lengthy documents.
- d. It may also be useful to give each document an identifying number.

2.9 **On the day of the meeting.** The Secretary shall make sure that:

- a. There are spare copies of all documents needed for the meeting.
- b. Arrangements for any vote or poll which may be needed are in place.
- c. The meeting is properly convened.
- d. There is a quorum (and if required, that it is present throughout the meeting).
- e. Apologies for absence are noted.
- f. All decisions made at the meeting are minuted (if the result of a discussion is unclear, clarify decisions with the Chair during the meeting to ensure the minutes are accurate).
- g. The attention of the Chair is drawn to any matter that appears to have been overlooked.

2.10 Decisions reached at a Committee or general meeting are collective decisions and the decision shall be binding upon all Society members. For this reason, all Full and Associate Members are encouraged to participate in all debates.

2.11 **The role of the Chair.** Before any meeting, the Chair shall check that the Secretary has sent out the notice, an agenda and supporting papers in good time and in accordance with any agreed timetable.

2.12 **During the meeting.** The Chair shall ensure that the items on the agenda are covered within the time-scale set for the meeting. The minutes of the previous meeting shall be the first item on the agenda. The Chair shall sign the minutes after checking with those present that the minutes are a true and accurate record. The Chair shall offer all those attending and voting at the meeting an equal opportunity to speak on each item and encourage them to participate fully in the meeting. At Committee meetings in particular, all members of [THE RMRS](#) Committee need to be active in the meeting and take part fully in the decision making process.

2.13 **Potential problems.** The Chair shall not allow any one person to dominate a meeting. Possible solutions to prevent a dominant group from controlling the Society's business shall include:

- a. Ensuring participation by all members of [THE RMRS](#) Committee (or a wider proportion of Society members).
- b. Enforcing any procedural rules.
- c. Ensuring that members of [THE RMRS](#) Committee acknowledge the role of the Chair in exercising control over the meeting.



CONDUCT OF A GENERAL MEETING

d. Increasing the quorum of the meeting using the procedures in [THE RMRS Constitution](#) so that a wider group of Committee or members has to attend meetings for business transacted to be valid.

2.14 If the meeting needs to come to a decision, the Chair shall make sure that all members of [THE RMRS Committee](#) (and members in a general meeting) understand what the decision means to the Society, e.g. agreeing to a grant of money or establishing a policy. Decisions shall be made by a simple majority of Committee or other members voting, providing there is a quorum present.

2.15 At a general meeting the Chair shall make it clear to members which decisions (if any) voted upon by the members are binding on [THE RMRS Committee](#). It may be that the voting is merely a recommendation to [THE RMRS Committee](#).

2.16 **Adjournment of the meeting.** Adjournment of a meeting shall happen when either the meeting itself or part of the business of that meeting is postponed until another time or indefinitely. In any of the following circumstances the Chair (usually with the consent of those present) may adjourn the meeting:

a. Where a quorum cannot be maintained throughout the meeting. This may occur if the meeting over runs and a number of members leave because of travel arrangements or, more controversially, a number of members may withdraw from the meeting in order to invalidate the proceedings. Decisions reached while the meeting was quorate remain valid.

b. There is an event beyond the control of the Society. For example, the fire alarm may go off requiring evacuation from the venue in which the meeting is being held.

c. The meeting becomes so unruly either as to make the situation dangerous to those attending or so that to continue the business of the meeting becomes impossible.

d. If the members present resolve to adjourn the meeting. This usually only occurs if there is insufficient information to make a decision.

2.17 Depending on the circumstances, and the provisions given here, an adjournment may be:

a. To a later time in the same day.

b. For an indefinite period.

c. To a later date and the same place.

d. To a later date and another place.

2.18 An adjournment is only a continuation of the meeting and the notice that was given for the first meeting holds good for it (unless specifically stated otherwise). Whenever possible, a fresh notice shall be sent to all those entitled to attend an adjourned meeting, particularly where the meeting is adjourned without a new date, time and venue for the adjourned meeting having been fixed before the adjournment. No new business shall be introduced at an adjourned meeting unless notice of such new business is properly given. At the beginning of any re-convened meeting the minutes of the earlier meeting shall be recapped by the Chair to avoid any confusion or unnecessary duplication of debate.

2.19 **Conflicts of interest.** At the beginning of a meeting every member of [THE RMRS Committee](#) shall declare any private interest that he or she has in an item to be discussed, and certainly before any debate of the item itself. The disclosure by a member to the rest of [THE RMRS Committee](#) of a private interest in a matter coming up for decision, will not by itself remove the possibility that the decision will subsequently be declared void, because of the conflict of interest. If [THE RMRS Committee](#) remain concerned about the risks of making decisions in circumstances where one or more of them has a conflict of interest and duty they shall contact the Charity Commission for further advice.

2.20 **Annual General Meetings (AGM).** To help the Annual General Meeting (AGM) run smoothly the following points of good practice shall be adopted:

a. [THE RMRS Committee](#) and all members of senior management shall attend the AGM.

b. [THE RMRS Committee](#) shall be seated facing the members.

c. The Chair shall not propose his or her own (re)election.



CONDUCT OF A GENERAL MEETING

- d. Any individual member of [THE RMRS](#) Committee shall not propose, second or advocate a resolution in which she or he has an interest.
- e. The Chair shall allow sufficient time for members' questions during the meeting.
- f. The Chair shall explain the effect and purpose of each proposed resolution before putting it to a vote and whether the decision of the AGM is binding on [THE RMRS](#) Committee.
- g. Members who have put forward proposed resolutions shall be entitled to draft and have circulated with the notice of the meeting an explanation of their resolution (subject to it being a reasonable length) and any other supporting documents.
- h. The Chair shall allow an opportunity for the proposer of any resolution to address the meeting.
- i. In accordance with paragraph 18 of the Constitution, a resolution shall be decided by a simple majority vote of the members present by a show of hands. The Chair shall have a casting vote.
- j. Decisions on resolutions proposed as part of "Any Other Business" (AOB) at an AGM, not directly related to the overall administration or management of [THE RMRS](#) , may be deferred for discussion at an EGM convened for that purpose.

2.21 Extraordinary General Meetings (EGM). To help any Extraordinary General Meeting (EGM) run, similar issues of good practice shall apply as they will to AGMs in accordance with paragraph 2.20 above.



SPECIMEN NOTICE FOR AN ANNUAL GENERAL MEETING

Notice of THE RMRS Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **The Roman Military Research Society** will be held at [insert full address details] at [insert time and date] to transact the following business:

AGENDA [delete as required]

- 1. Minutes of the previous meeting.** To be agreed and matters arising.
- 2. Reports and accounts.** To receive and consider the accounts for the year ended [date] and the reports of THE RMRS Committee and auditors.
- 3. Alteration to the Constitution.** To consider and vote upon the following resolution:

That clause [insert details] of the [details of THE RMRS Constitution] be amended to read [insert text of resolution].

4. Members proposed resolutions. Details will be given once proposed resolutions are received. Proposed resolutions should be sent to the Secretary by noon 14 days prior to the date of the AGM. A revised agenda will be issued 7 days prior to the meeting.

5. Appointment of THE RMRS Committee. Please see the attached election addresses for further information about each candidate.

To re-appoint [insert name] for a second period of [insert number] years.

To re-appoint [insert name] for a second period of [insert number] years.

To appoint [insert name] as a replacement for [insert name] who retires after [insert number] years service.

To confirm the appointment of [insert name] who joined THE RMRS Committee on the [insert date] to replace [insert name].

Nominations are required for the following Committee appointments [insert details] and must be received by [date]:

[NB details of how to make a nomination are available from the Secretary.]

6. Any other business. To deal with any matters raised at the meeting.

By order of THE RMRS Committee

[insert name]

Secretary

[insert date of notice]

