

Regulations  
of the British Institute for the Study of Iraq  
(Gertrude Bell Memorial)

revised for approval by Annual General Meeting 12<sup>th</sup> December 2007

**Name and Purposes**

§1. The name of the Charity (hereinafter called “the Institute”) is the British Institute for the Study of Iraq (Gertrude Bell Memorial). It is founded as a Memorial to the life and work of Gertrude Bell and was formerly known as the British School of Archaeology in Iraq

§2. The purpose for which the Institute is established is to advance research and public education relating to Iraq and the neighbouring countries in anthropology, archaeology, geography, history, philology and related disciplines within the arts, humanities and social sciences.

§3. The Institute has the following powers in order to further its purpose (but not for any other purpose):

- (a) To encourage, support and undertake the study of and research relating to Iraq and the neighbouring countries, past and present.
- (b) To afford to scholars and students by means of scholarships, travelling fellowships, or other facilities, opportunities for the study of appropriate subjects relating to Iraq and the neighbouring countries.
- (c) To publish from time to time a journal or journals devoted to the activities of the Institute and to studies and research relating to Iraq and the neighbouring countries.
- (d) To publish or support the publication of books and other materials.
- (e) To organize lectures, workshops, seminars, day school and other educational events.
- (f) To sell, gift or loan any artefacts or archival material forming part of the general property of the Institute, and which in the opinion of the Council are of educational importance, to an institution or institutions so as :

1. To secure that the materials in question are accessible to the public for the purposes of study for the public benefit; or
2. To promote collaborative studies and research relating to Iraq and the neighbouring countries for the public benefit;

and upon such terms as the Council think appropriate to ensure the furtherance of its charitable purpose;

(g) To co-operate freely with other academic organisations and in particular Middle Eastern scholars carrying on work in Iraq and the neighbouring countries;

(h) To establish and maintain premises with a library for the work of the Institute and hostels or other similar accommodation for scholars and students engaged or interested in the study of Iraq;

(i) To invest the monies of the Institute not immediately required for its purposes in or upon such investments, securities or property as may be thought fit including the opening and operation of all banking accounts;

(j) To do all or any of such things as the Council of the Institute shall consider conducive or incidental to any of the foregoing purposes.

§4. The members of the Institute shall be elected or appointed by the Council and shall consist of

- A. Ordinary Subscribing Members
- B. Honorary Members

A. Ordinary Subscribing Members shall be elected as such and shall pay to the funds of the Institute an annual subscription, the amount of which shall be determined by Council from time to time.

B. Honorary Members shall be persons who shall be elected as such by the Council on account of their academic eminence or their services to the Institute.

### **President and Vice-Presidents**

§5. (1) The members of the Institute may elect from among their number a President nominated by the Council at the Annual General Meeting of the Institute for such periods as the Council may from time to time determine.

(2) The members of the Institute may elect any number of honorary Vice-Presidents but the persons so elected shall not by reason of such election be members of the Institute, or of the Council.

### **Administration and Council**

§6. The affairs and property of the Institute shall be administered by a Council, which shall consist of members appointed as follows:

(1) The President of the Institute ex officio.

(2) An Honorary Treasurer who shall be a member of the Institute to be elected at the Annual General Meeting on the nomination of the Council.

(3) Twelve persons each elected by an Annual General Meeting of the Institute from among a list of members of the Institute who shall have been nominated and seconded by members of the Institute, by a written nomination received by the Secretary of the Institute not less than one week before the Annual General Meeting. Each nomination paper shall include the written agreement of the person nominated.

(4) All elected members of the Council shall hold office for such period or periods as shall be determined by Council, and shall be eligible for re-election for a further term or terms.

(5) Disqualification and removal of members of Council. A member of Council shall cease to hold office if he or she:

(a) is disqualified for acting as a member of the Council by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(b) ceases to be a member of the Institute

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(d) resigns as a member of Council by notice to the Institute

(6) If any member of the Council is disqualified under sub clause (5) above, the Council may appoint in their place another member of the Institute to be member of the Council, and any person appointed under this clause shall continue as a

member of the Council until the next Annual General Meeting after their appointment, and shall be eligible for election for a further term or terms.

§7. (1) The members of Council shall elect from among their number a Chairman, and a Vice-Chairman to act for the Chairman in his absence, to serve for such periods within their term as members of the Council as the Council may determine and may co-opt onto the Council up to 3 further persons who are members of the Institute.

(2) The Council shall appoint an Administrator, and may appoint such honorary or paid officers and such servants as they may from time to time think desirable, and fix their salaries and wages and the conditions of service, and determine their respective duties and the tenure of their offices.

§8. (1) The management of the business and property of the Institute shall be vested in the Council, who may exercise all such powers and do all such acts and things as are not under these Regulations to be exercised or done by the members of the Institute in General Meeting.

(2) The Council may meet for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, 5 members or one third of the members of Council whichever is the greater shall form a quorum. A meeting of the Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions vested in or exercisable by the Council generally.

(3) The Chairman of the Council and the Administrator may at any time upon the request of five members of Council, convene a meeting of the Council. Meetings of the Council shall (unless the Council otherwise determine) be called by notice sent by post to the last known address of each member of Council in the United Kingdom, and such notices shall be posted at least 7 days before the time for holding the meeting, but the accidental omission to send any such notice, or the non-receipt of such notice, by any member of Council shall not invalidate any resolution or proceedings at the meeting.

(4) Questions arising at any meeting of the Council shall be decided by a majority of votes. In the case of any equality of votes the Chairman of the meeting shall have a second or casting vote.

(5) The Council shall have power to appoint from their own number committees for any purpose, and to delegate to any such committee the powers conferred upon the Council by these regulations, except the power of electing Honorary Members of the School, and except any other power which the Council expressly withholds from any such committee. The Council shall have power to appoint, or the committee may co-opt, any other person as a member of any such committee, whether a member of the Institute or not.

(7) No act or proceeding of the Council or of any committee shall be questioned on account of there being at the time of such act or proceeding any vacancy or vacancies in the Council, Committee or Sub-Committee.

(8) No defect in the qualification, appointment, or election of any person or persons acting as member or members of the Council, or of any committee, shall invalidate any proceedings of the Council, or Committee in which he or they have taken part, provided that the majority of members, parties to such proceedings, are duly entitled to act.

(9) Without prejudice to sub clause (2) above, a meeting of the Council or of a committee of the Council may take place by a conference between Council members who are not all in one place, by e-mail or telephone or other electronic communication. A council member using such means of communication shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is present and shall finish at the time determined by the Chairman who will communicate the same to members of the committee. The word "meeting" in these regulations, where used in relation to the Council shall be construed accordingly.

(10) Minutes of the proceedings of every meeting of the Institute and of every meeting of the Council shall be recorded in books to be kept for that purpose and shall be signed by the chairman of such meeting and, in the case of the chairman not signing, such minutes at or before the succeeding meeting shall be confirmed at such succeeding meeting by the chairman thereof as a correct record of the

proceedings to which they relate. Such minutes when so recorded and signed shall be received as evidence of such proceedings without further proof.

### **Offices**

§9. The office of the Institute shall be situated in the UK.

### **General Meetings**

§10. (1) General Meetings of the Members of the Institute shall be held at such places and at such times as Council may determine.

(2) A Meeting to be known as the Annual General Meeting shall be held once in each year at such place and on such date as the Council shall determine.

(3) Twenty-one days' notice of every General Meeting specifying generally the nature of the business to be transacted thereat, shall be given to every member whose subscription (if any) is not in arrear, but the accidental omission to give any such notice, or the non-receipt of any such notice shall not invalidate the proceedings of any meeting.

(4) The business of the Annual General Meeting shall be to receive and consider the accounts and balance sheet of the Institute, and the reports of the Council and of the auditors or independent examiners, to elect members of the Council, and to transact any other business which under these regulations ought to be transacted at the Annual General Meeting, or may be so transacted without notice, or which arises out of any report of the Council which is for consideration at such meeting, and any other business of which notice has been given as provided in the next following paragraph.

(5) Any member wishing to bring special business before a meeting must furnish particulars of such business in writing to the Secretary not less than fourteen days before the date of the meeting but this paragraph shall not apply to business put on the agenda by order of the Council.

(6) Twenty members entitled to be present shall constitute a quorum for the purpose of a General Meeting, and if within fifteen minutes after the time fixed for holding a General Meeting the necessary quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting the necessary quorum is not present, then those members who are present shall be deemed to be a quorum, and may transact any business which a full quorum might have transacted.

(7) The President of the Council if any shall be entitled to take the chair at every General Meeting, or if there shall be no President, or if at any meeting he or she shall not be present within ten minutes after the time appointed for holding such meeting, if a quorum be then present or when a quorum is subsequently constituted, or shall be unwilling to act as chairman, the Chairman of the Council shall be chairman and if he is not present one of the members of the Council present at the meeting to be chosen (in default of agreement between them) by lot shall be Chairman, and if no member of Council be present and willing to take the chair, the members present shall choose one of themselves to be chairman.

(8) Every question submitted to a General Meeting shall be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote to which he is entitled as a member.

(9) The acceptance or rejection of votes by the Chairman, whether at any meeting or on a poll, shall be conclusive for the purpose of the decision of the matter in respect of which the votes are tendered, provided that the Chairman may review his decision at the same meeting, if any error be then pointed out to him.

(10) At any General Meeting, unless a poll is forthwith demanded by the Chairman or by at least five members present in person, a declaration by the Chairman that a resolution has been carried, or lost, and an entry to that effect in the minute book of the proceedings of General Meetings of the Institute, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

(11) Any poll duly demanded on the election of a Chairman of a General Meeting, or on any question of adjournment, shall be taken at the meeting without adjournment; a poll duly demanded on any other question shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment, or otherwise. If the Chairman of the meeting thinks proper, a poll may be taken by means of voting papers sent out to the members of the Institute in the same manner as notices of General Meetings and returnable to the Secretary by post or delivery on or before such date (not being less than ten clear days after the despatch of the said Notices) as shall be fixed by the said Chairman, and the said Chairman shall have authority to make at his absolute discretion such arrangements as he shall consider proper and convenient for the

purpose of taking any such poll and to give all such directions in connection therewith as he shall consider necessary. The result of a poll shall be deemed to be the decision of the meeting at which the poll was demanded. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(12) The Chairman of a General Meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(13) On a show of hands every member present in person and entitled to vote shall have one vote, and at a poll every member present in person shall have one vote, and on a poll by voting papers every member shall have one vote.

(14) Votes shall not be given by proxy.

### **Endowment Fund**

§11 (1) The investments received from the original Appeal Committee as an endowment in accordance with the resolution passed at a meeting held on the 14<sup>th</sup> day of January 1932 of the subscribers to the Appeal Fund, and any additional funds received for the purpose of endowment, or allocated to that purpose by Resolution of the Council shall form an Endowment Fund, and shall be held upon trust to be administered by the Council for the purposes of the Institute. Such funds, so far as they are not invested when received, shall be invested by the Council. The Council shall have power from time to time to vary or transpose any investments forming part of the Endowment Fund.

(2) The income of the Endowment Fund, and all the subscriptions of Members, and all moneys received by the Institute which are not allocated by the donor or the Council to any special purpose shall be applicable by the Council for the general purposes of the Institute.

(3) Money forming part of the Endowment Fund may be invested in the purchase of such investments and property of whatsoever nature and wheresoever situated as the Council shall in its absolute discretion think fit.

(5) The income and property of the Institute shall be applied solely towards the promotion of its objects as set forth in these regulations and no portion

thereof shall be paid or transferred, directly or indirectly to members of the Institute and no member of its Council shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Institute

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Institute:

- (a) of reasonable and proper remuneration to any member, officer, employee or consultant of the Institute not being a member of its Council for any services rendered to the Institute;
- (b) to any member of its Council of out of pocket expenses;
- (c) of any premium in respect of indemnity insurance to cover the liability of the Council which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Institute: PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which the Council knew to be a breach of trust or a breach of duty or which was committed by the Council in reckless disregard of whether it was a breach of trust or a breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Council in their capacity as members of the Council;
- (d) of research, publishing, travel grants or other assistance in furtherance of the objects of the Institute to any member of the Institute or its Council PROVIDED THAT:
  - (1) at no time shall a majority of the Council benefit under this provision; and
  - (2) a member of the Council shall withdraw from any meeting whilst his or her application for such grant or assistance is being discussed

### **Accounts and Audit**

§12. The accounts of the Institute shall be examined or audited at least once in every year by an auditor or auditors or an independent examiner, who shall be appointed

annually at the Annual General Meeting, or in default of such appointment by the Council.

### **Equality of opportunity**

§13. Membership of the Institute or of the Council or of any committee, and appointment to any office or employment under the Institute or the Council, and admittance to any course of instruction and any fellowships, scholarships, or emoluments offered or granted by or under the control of the Institute shall be open to, or may be held by, either men or women without preference or distinction on account of sex, race, disability or religion.

### **Alteration of Regulations**

§14. The Council, with the previous approval of a General Meeting of the members of the Institute, may revoke, amend or add to these regulations or any of them, and may substitute new regulations for these regulations or any of them, and in particular may vary or add to the purposes of the Institute, but not so as to affect the charitable nature of such purposes. And references to the regulations of the Institute herein contained shall be deemed to refer to the regulations thereof for the time being.

The Council, with the previous approval of a General Meeting of the members of the Institute, may amalgamate the Institute with any other institution or body.

*§15. The above Regulations are the Regulations approved at the Annual General Meeting of the members of the British School of Archaeology in Iraq (Gertrude Bell Memorial) held on 12 December 2007. These regulations amend the regulations approved on 4<sup>th</sup> December 1996 and revised on 6th December 2001.*

Professor Roger Matthews, Chairman

Mr Iain Cheyne, Hon Treasurer

December 12, 2007