

THE COMPANIES ACTS 1985, 1989 & 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE BRITISH INSTITUTE FOR THE STUDY OF IRAQ (GERTRUDE  
BELL MEMORIAL)

1. The Company's name is The British Institute for the Study of Iraq (Gertrude Bell Memorial)

and in this document is called 'the Institute'. The Institute 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 Institute's Registered Office is to be situated in England & Wales.

3. The Institute's objects ('the Objects') are

(a) To advance research and public education relating to Iraq and the neighbouring countries in anthropology, archaeology, geography, history, language and related disciplines within the arts, humanities and social sciences.

4. In addition, in furtherance of the above Objects but not otherwise, the Institute may exercise the following powers:

(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 organise 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.

(K) To purchase, lease or otherwise acquire real or personal property and rights or privileges and to construct, maintain and alter buildings.

(L) Subject to such consents as may be required by law, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Institute.

(M) To undertake and execute any charitable trusts which may lawfully be undertaken by the Institute.

(N) To borrow or raise money on such terms and on such security as may be thought fit subject to such consents as may be required by law providing that the Institute shall not undertake any permanent trading activities in raising funds for objects of the Institute.

(O) To invest with and deal with the money of the Institute not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.

(P) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.

(Q) Subject to Clause 5 below to employ such staff, who shall not be directors of the Institute, as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants.

(R) To do all such other lawful things as are necessary for the attainment of the above objects or any of them.

5. The income and property of the Institute shall be applied solely towards the promotion of its Objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to members of the Institute and no member of the Council shall be appointed to any office of the Institute paid by salary or fees or receive any remuneration or other benefits in money or money's worth from the Institute, provided that nothing herein shall prevent any payment in good faith by the Institute:

- (1) of the usual professional charges for business done by any Council member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Institute to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Council members benefit under this provision and that a Council member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Institute by any member, officer or servant of the Institute who is not a Council member;
- (3) of interest on money lent by any member or Council member of the Institute at a reasonable and proper rate per annum not exceeding 2 percent less than the published base lending rate of a clearing bank to be selected by the Council;
- (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Council member may also be a member holding not more than one hundredth part of the issued capital of that company;

(5) of reasonable and proper rent for premises demised or let by any member of the Institute or a member of Council;

(6) to any member of Council of reasonable out of pocket expenses.

(7) 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.

(8) 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:

- i. at no time shall a majority of the Council benefit under this provision; and
- ii. a Member of the Council shall withdraw from any meeting whilst his or her application for such grant or assistance is being discussed.

6. The liability of the Members is limited.

7. Every Member of the Institute undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Institute if it should be wound up while he is a Member or within one year after he ceases to be a Member, for payment of the Institute's debts and liabilities contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

8. If upon the winding-up or dissolution of the Institute there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Institute but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Institute and which will prohibit the distribution of its or their income and property to an extent at least as great as is imposed on this Institute by virtue of Article 5 hereof, such institution or institutions to be determined by the Members of the Institute at or before the time of dissolution and if so far as effect cannot be given to such provision, then to some other charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

Names, addresses and signatures of Subscribers.

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Dated the 18<sup>th</sup> April 2009

**THE COMPANIES ACTS 1985, 1989 & 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING  
A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**

**THE BRITISH INSTITUTE FOR THE STUDY OF IRAQ (GERTRUDE  
BELL MEMORIAL)**

**INTERPRETATION**

1. In these Articles: -

‘The Institute’ means the company intended to be regulated by these articles;

"The Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

‘The Articles’ means these Articles of Association of the Institute;

‘The Memorandum’ means the Memorandum of Association of the Institute;

‘Office’ means the Registered Office of the Institute;

"The Seal" means the common seal of the Institute if it has one.

‘Executed’ includes any mode of execution;

‘Secretary’ means the secretary of the Institute or any other person appointed to perform the duties of secretary of the Institute, including a joint, assistant or deputy secretary;

‘The Council’ means the administrative body of the Institute as set out within these Articles of Association;

"The United Kingdom" means Great Britain and Northern Ireland.

"Month" means calendar month.

"Clear Days" in relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in the Articles.

## **MEMBERS**

2. The Members of the Institute shall be elected or appointed by the Council and shall consist of

(A) Ordinary Subscribing Members

(B) Honorary Members

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.

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**

3. 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.

4. 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**

5. 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.

6. 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.

7. Disqualification and removal of Members of Council. A Member of Council shall cease to hold office if he or she:

(1) is disqualified from 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)

(2) ceases to be a Member of the Institute

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

(4) resigns as a Member of Council by notice to the Institute.

8. If any Member of the Council is disqualified under Article 7 above, the Council may appoint in their place another Member of the Institute to be a 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.

9. 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 three further persons who are Members of the Institute.



10. 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.

11. 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.

12. 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, five 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.

13. 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 the Council in the United Kingdom, and such notices shall be posted at least seven 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.

14. 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.

15. 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 Institute, 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.

16. 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.

17. 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.

18. Without prejudice to Article 12, 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.

19. 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.

#### **GENERAL MEETINGS**

20. General Meetings of the Members of the Institute shall be held at such places and at such times as Council may determine.

21. 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.

22. 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 arrears, 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.

23. 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 or 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 following Article.

24. 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 Article shall not apply to business put on the agenda by order of the Council.

25. 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.

26. The President of the Council 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 the) 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.

27. 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.

28. 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 errors be then pointed out to him.

29. 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 for or against such resolution.

30. 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 for 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.

31. 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.

32. 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.

33. Votes shall not be given by proxy.

#### **ENDOWMENT FUND**

34. 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.

35. The income of the Endowment Fund, and all 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.

36. 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.

## **ACCOUNTS**

37. 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**

38. 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.

## **RULES**

39. (1) The Council may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Institute and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:

- (a) the admission and classification of members of the Institute (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the Institute in relation to one another, and to the Institute's servants;
- (c) the setting aside of the whole or any part or parts of the Institute's premises at any particular time or times or for any particular purpose or purposes;
- (d) the procedure at general meetings and meetings of the Council and committees of the Council in so far as such procedure is not regulated by these articles;
- (e) generally, all such matters as are commonly the subject matter of company rules.

(2) The Institute in general meeting shall have powers to alter, add or to repeal the rules or bye laws and the Council shall adopt such means as they think sufficient to bring to the notice of members of the Institute all such rules or bye laws, which shall be binding on all members of the Institute. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or these Articles.

(3) 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.

Names, addresses and signatures of the Subscribers.

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Dated the 18<sup>th</sup> April 2009