

RULES OF  
BRITISH INSTITUTE FOR LIBYAN AND NORTHERN AFRICAN STUDIES  
BILNAS  
(FORMERLY THE SOCIETY  
FOR LIBYAN STUDIES)

Accepted by the Charity Commission on 4.6.1969; modified on 10.12.1974, 7.12.1982, 7.12.2010  
4.12.2013, 4.12.19, 3.12.20 and 30.06.22

1. The Institute (formerly the Society for Libyan Studies) shall be called the "British Institute for Libyan and Northern African Studies" ("BILNAS") and its Headquarters shall be in London.
2. The object for which BILNAS is established is to promote studies in regard to Libya and Northern Africa, and in order to attain the foregoing object the following powers (which shall be exercised solely for the purpose of effectuating the said charitable object but not further or otherwise) shall be exercisable on behalf of BILNAS namely:
  - (i) To advance, encourage, support and undertake the study of, and research relating to, history, antiquities, culture, languages, literature, art, institutions, customs and natural history of Libya and Northern Africa and any other matters related thereto.
  - (ii) To provide facilities for the study and investigation of matters concerning Libya and Northern Africa by means of scholarships, travelling fellowships and otherwise.
  - (iii) To organise and promote missions to Libya and Northern Africa for the purpose of exploring or studying all or any such matters as aforesaid.
  - (iv) To co-operate with other organisations carrying on work in the same field of interest as BILNAS or in fields connected therewith.
  - (v) To arrange for the publication or to publish the results of the studies, research, investigations or missions referred to above.
  - (vi) To hold meetings, lectures and exhibitions, read papers, hold discussions, and otherwise produce, publish and circulate any periodicals, monographs. and other literature that may be deemed to promote BILNAS' interests and activities or any of them.

PROVIDED THAT:-

- (a) BILNAS is established for the benefit of the community at large and not for the benefit of its individual Members, and any advantages or privileges that individual Members may derive from their membership are merely incidental to their membership and with a view to promoting and furthering the objects of the Institute.
  - (b) In case BILNAS shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Minister of Education, it shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law and as regards any such property the Officers of BILNAS shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property.
  - (c) In case BILNAS shall take or hold any property which may be subject to any trusts, BILNAS shall only deal with the same in such manner as allowed by law having regard to such trusts.
  - (d) The income and property of BILNAS whencesoever derived shall be applied solely towards the attainment of the above object of BILNAS and no portion of the income and property whencesoever derived shall be paid or transferred directly or indirectly to the members of BILNAS but this proviso shall not prevent the payment in good faith of reasonable and proper remuneration or out-of-pocket expenses or both to any officer or servant of BILNAS or to any member of the BILNAS in return for any services actually rendered to BILNAS nor shall this proviso prevent the payment of interest at a rate not exceeding 3 per cent per annum above Bank Rate at the date of the loan demise or letting on money lent or reasonable or proper rent for the premises demised or let by any member of BILNAS.
  - (e) If upon the dissolution of the Institute there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst its members, but shall be given or transferred to some other charitable institution or institutions company or companies (whether or not formed pursuant to Rule 3(ii) hereof) having objects similar to the objects of BILNAS and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on BILNAS under or by virtue of proviso (d) hereof, such institution or institutions, company or companies to be determined by the members of BILNAS at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid then to some charitable object.
3. In order further to attain the foregoing object the following powers (which shall be exercised solely for the purposes of effectuating the said charitable object but not further or otherwise) shall also be exercisable on behalf of BILNAS, namely:
    - (i) To maintain in the United Kingdom or elsewhere a centre for the conduct of the affairs of BILNAS, and for that purpose to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and any rights or privileges necessary or convenient for the furtherance of BILNAS' object and to borrow or raise or secure the payment of money for the furtherance of its object.

- (ii) To form or join in the formation of a Company or Charitable Incorporated Organisation intended to purchase, take over or otherwise acquire (whether with or without consideration) all or any of the property or liabilities of BILNAS provided that such Company or Charitable Incorporated Organisation shall be charitable and shall have exclusively charitable objects compatible with or similar to the object of BILNAS and shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on BILNAS under or by virtue of proviso (d) to Rule 2.
- (iii) Generally to do such other lawful and charitable acts and things as are or may be deemed to be necessary for or incidental or conducive to the attainment of the above object, including to combine with an institution or person having a charitable object compatible with or similar to the object of BILNAS, PROVIDED THAT the provisos (a) – (e) to Rule 2 shall apply to this Rule as they apply to Rule 2.

#### MEMBERSHIP

4. Membership shall be open to persons of either sex, and may consist of Ordinary Members, Affiliated Members and Honorary Members, without regard to nationality. Ordinary Members and Honorary Members shall be entitled to receive the Annual Report and Accounts together with such circulars, programmes and publications as the Council shall determine to issue free of charge to members of BILNAS.
5. BILNAS may admit Universities, Colleges, Libraries, Societies, Museums, firms, associations and companies which have an interest in Libya and Northern Africa as Affiliated Members. Affiliated Members shall be entitled to receive one copy of all circulars, programmes and publications as sent to Ordinary Members, and to nominate a representative who shall have the same rights of attendance and voting as an Ordinary Member.
6. On the recommendation of the Council, BILNAS may elect at the Annual General Meeting as Honorary Members persons distinguished for their services in, or their knowledge of, Libya and Northern Africa in recognition of their distinction in studies falling within the object of BILNAS, or their benefactions or other services to the BILNAS, or for any other reason approved by the Council. Such Honorary Members shall have all the rights of Ordinary Members except that of voting.

#### NOMINATION AND ELECTION

7. Persons or organisations desirous of joining BILNAS as Ordinary Members or Affiliated Members shall apply in writing to the General Secretary or through the website, and every application for affiliated membership shall give the full name, address and description of the organisation concerned. An applicant shall be deemed to have been admitted to membership on payment of the annual subscription, subject to the application of Rule 13.
8. A person or organisation admitted to membership can view the current Rules on the website.
9. An admission to Affiliated Membership does not entitle the organisation concerned to describe itself as a member of the BILNAS, nor to use its name in any way so as to suggest that BILNAS approves of any product of or action by such organisation.

#### SUBSCRIPTIONS

10. The annual subscription of Ordinary Members and of Affiliated Members shall be at such rate and due on such date or dates as may be determined by the Council. If the Council shall so determine Ordinary Members may compound for all future annual subscriptions by paying in lieu thereof one sum to be determined from time to time by the Council.
11. If any member has not paid a subscription by the end of the third calendar month following the due date set by the Council, the Treasurer or the Secretary is hereby authorised to demand the same; and if the arrears shall not be discharged within nine months after payment is due the Council may remove the member's name from the list of members and such member shall thereupon cease to be a member, provided always that the Council may remit arrears of subscription or reinstate such member to membership if such remission or reinstatement appears to the Council to be expedient or justifiable.
12. Resignation of a member shall be signified in writing to the Secretary, but the member resigning shall be liable for the payment of their annual subscription for the current year together with any arrears up to the date of resignation. If at the time of resignation a member shall be in arrears with their annual subscription, Rule 12 shall apply notwithstanding having signified their resignation.
13. Without its being liable to give any explanation or reason for exercising such right, the Council expressly reserves the right to return any subscription, or of refusing to allow any subscription to be renewed, if in the discretion of at least five members of the Council it deems that a person's membership has brought into disrepute or is likely to bring into disrepute BILNAS' name in any way, and thereupon the member whose subscription shall be returned or refused shall cease to be a member.

#### OFFICERS AND COUNCIL

14. The Officers of BILNAS shall consist of a President, a Director, a Treasurer, an Assistant Director, a Head of Mission, an Honorary Archivist and an Editor of the Journal.
15. The management of BILNAS' affairs shall be deputed to a Council consisting of not more than fifteen persons. The Officers and any Trustees appointed in accordance with Rule 21 (if not members of the Council for any other reason) shall be ex-officio members of the Council and the remaining number shall be made up from the Ordinary Membership of the Institute.
16. The Officers shall be elected by BILNAS at the Annual General Meeting. The President shall be elected for a term of four years. The Director shall be elected for a term of three years; this term may be extended for up to a further two years but there shall be no immediate re-nomination of a retiring Director after this period. The Treasurer, the Assistant Director, the Head of Mission and the Editor shall be elected annually for a term of one year but shall be eligible for re-election. The Ordinary Members shall be elected annually for a term of one year but shall be eligible for re-election provided that such successive terms shall not exceed four.

17. The Council may propose to BILNAS the election of Honorary Vice-Presidents from amongst its Ordinary and Honorary Members for meritorious service rendered to the Institute. The Council may in its discretion appoint assistants to the Council for specific purposes and may co-opt them to the Council in a non-voting capacity when this is deemed expedient.
18. The Council may propose to BILNAS the names of candidates for election or re-election to the Council; the names so proposed shall be submitted to members not less than twenty-one days before the Annual General Meeting. Nominations to fill vacancies in the Council may be proposed and seconded by members and forwarded by post or email to the Secretary so as to reach him/her at least seven days before the Annual General Meeting, together with the written consent of nominees; if no such nominations shall be received the Council's nominees shall be deemed to be elected; otherwise election shall be at the Annual General Meeting by simple majority of those present and voting.
19. Any vacancy occurring in the Council between Annual General Meetings may be filled by an Ordinary Member elected by the Council. The Ordinary Member so elected shall retire at the next Annual General Meeting but shall be eligible for election by the Institute at such Annual General Meeting, notwithstanding that they shall thereby serve for more than the number of years provided for under these Rules.
20. The PRESIDENT shall preside at General, Council and Ordinary Meetings, and in his/her absence the Director of the Council shall preside. The decision of any matter shall rest at Council Meetings with the majority, and in the case of an equality of votes, the Director of the Meeting shall have a casting vote in addition to his/her ordinary vote.
21. The funds of the Institute shall be under the control of the Council who shall have the power to invest the same and to expend such funds for the promotion of the object of BILNAS as they think fit. The Council may invest the funds in the purchase of or at interest upon the security of such stocks, shares or securities wheresoever and whether involving liability or not as they shall in their absolute discretion think fit with power to vary or transpose such investments for or into other stocks, shares or securities to the intent that they shall have the same full and unrestricted powers of investing as if they were entitled thereto beneficially, and Section 6(1) of the Trustee Investments Act 1961 shall not apply hereto. The Council may delegate its said powers of investment and of varying and transposing investments to two Trustees who shall be members of BILNAS appointed from time to time by the Council for the time being. The Council shall have power to appoint in writing two Trustees being members of the BILNAS at the date of appointment for the purpose of vesting in their names property, funds, deeds and documents of title of the BILNAS; such Trustees shall be responsible to the Council at all times for the safe custody and proper keeping of all property, funds, deeds and documents of title of BILNAS placed in their hands or under their control, and each of them shall be indemnified out of BILNAS' property against risk and expense incurred in his capacity as a Trustee unless caused by his wilful default. Such Trustees shall be ex-officio members of the Council and shall have reasonable access to BILNAS' records and accounts. Any stocks, shares or securities may be registered by the Trustees in the name or names of a nominee or nominees on behalf of BILNAS. The Council shall have power to remove Trustees in writing and to appoint in writing members of Council for the time being to fill any vacancy caused by death, retirement or otherwise, and to appoint in writing additional Trustees as the Council may from time to time decide. Any nominee or nominees in whom any stocks, shares or securities of BILNAS are vested shall not be affected by such retirement, removal or appointment until the Council for the time being shall have given to such nominee or nominees notice thereof in writing.
22. Without prejudice to the generality of any provision elsewhere contained in these Rules, the Council shall have power at any time and from time to time to pay out of all or any part of the funds of the BILNAS the expense of and incidental to the formation of any such company as is mentioned in Rule 3(ii) hereof and subject to the provisions of the said Rule 3(ii) to form any such company with such constitution as the Council shall at their absolute discretion think fit.
23. Subject to Rule 20, the Council may appoint an Executive Committee consisting of seven Council members, including the Director, Treasurer and Assistant Director for the time being, to despatch all ordinary business, engage paid staff, organise missions, cause to be despatched to members of the BILNAS circulars, programmes and publications and, if approved, cause to be despatched to members of BILNAS an Annual Report prepared by the Assistant Director together with a financial Statement submitted by the Treasurer in the form prescribed by the Charity Commission. The Council may form other Committees consisting of such members of BILNAS as the Council thinks fit and may delegate any of its powers to such Committees. The quorum at a Committee Meeting shall be three of whom at least one shall be an Officer of BILNAS. Such Committees may consult persons not members of BILNAS.
24. At the request of the Director or any two members of the Council the Assistant Director shall at any time summon a Council Meeting, but so that a Council Meeting shall be held not less than twice during each period of twelve months. The quorum at a Council Meeting shall be three persons present, of whom one at least shall be one of the Officers. Subject to the provisions of these Rules, the Council shall determine its own procedure.
25. The Council shall comply with its obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
  - (a) the keeping of accounting records for BILNAS
  - (b) the preparation of Annual Statements of Account for BILNAS and their transmission to the Charity Commission
  - (c) the auditing or independent examination of the Statements of Account of BILNAS
  - (d) the preparation of an Annual Report and its transmission to the Charity Commission.
  - (e) the preparation of an Annual Return and its transmission to the Charity Commission.

#### DUTIES OF OFFICERS

26. The DIRECTOR shall exercise general supervision of the welfare of the BILNAS and may speak or write in the name of BILNAS. In the absence of the PRESIDENT he/she shall preside at Meetings of the Council and at General Meetings and he/she shall present the Report of the Council to the Annual General Meeting.
27. Subject to the Council's control and to the specific provisions of these Rules, the TREASURER shall have charge of the BILNAS's funds, receive sums due to it and shall account for them. He/she may make payments on behalf of BILNAS without direction from the Council or the Executive Committee, provided that such payments are no more than shall have been normally expended by BILNAS. Otherwise, he/she shall obtain the direction of the Council or the Executive Committee before making payments out of BILNAS' funds.

28. The TREASURER shall prepare and submit for examination at the expiration of each financial year of BILNAS an Annual Statement of Account for the BILNAS for the period in question in accordance with the provisions of Rule 25. He/she shall submit the Statement together with supporting documentation to the Auditor or Independent Examiner and shall present at the Annual General Meeting such Statement together with the Report of the Auditor or Independent Examiner relating thereto.
29. BILNAS shall elect an Independent Examiner or Auditor to audit the accounts and prepare a report annually in accordance with the requirements of the Charity Commission currently in force and may employ professional persons for this purpose. This Report shall be read at the next ensuing Annual General Meeting. The Independent Examiner or Auditor shall not be a member of the Council.
30. All cheques shall be signed by any two of four signatories approved from time to time by the Council.
31. The ASSISTANT DIRECTOR shall represent BILNAS in the absence of the Director and the President. Subject to the control of the Council and to the other Rules he/she shall exercise a general control over BILNAS' affairs. He/she shall whenever possible attend the Meetings of BILNAS, the Council and its Committees. He/she shall be responsible for conducting the correspondence and for the general business of BILNAS and shall prepare on behalf of the Council an Annual Report recording the activities of BILNAS, in accordance with Rule 25.
32. Under the general direction of the Council or of the Executive Committee the Assistant Director shall organise lectures and arrange for the despatch of circulars, programmes and publications. He/she shall keep an up-to-date list of members of BILNAS and publish the current Rules from time to time in accordance with any direction of the Council or of the Executive Committee. At the discretion of the Council, the administrative duties prescribed in Rules 31 and 32 may be delegated to a paid employee, to be known as the General Secretary.
33. *Vacat.*
34. The HEAD OF MISSION shall be responsible to the Council for liaison between BILNAS and the Department of Antiquities in Libya and similar departments in other Northern African countries with regard to the conduct of archaeological fieldwork in Libya and other Northern African countries under the auspices of BILNAS.
35. The EDITOR shall be responsible to the Council for the academic content and for the production of BILNAS's journal, which shall include the Annual Report and Annual Statement of Account stipulated in Rules 27 and 32.

#### MEETINGS OF BILNAS

36. Ordinary Meetings shall be convened for hearing and discussing papers and for addresses, but no resolutions other than votes of thanks for papers and addresses shall be passed at such Meetings.
37. An Ordinary Meeting shall be convened by notice issued to members whose last registered address is within the country where the Meeting is to be held. The notice convening an Ordinary Meeting shall give not less than seven days' notice of the date of the Meeting and the purpose for which it is called. At Ordinary Meetings each Ordinary Member shall have the privilege of introducing, either personally or by card, two visitors.
38. The quorum at General Meetings shall be ten Ordinary Members present in person, and subject to Rules 41 and 42 the decision on any matter shall rest with the majority of those present and voting, and in case of an equality of votes the Director of the meeting shall have a casting vote in addition to his or her ordinary vote. The Notice convening a General Meeting shall be sent to all members and shall give not less than twenty-one days' notice of the date of the Meeting, the purpose for which it is called, any resolution to be proposed at the Meeting being convened, and an Agenda shall be sent with such notice. No notice of Meetings shall be required to be given under the Rules to any Member whose subscription is in arrear, and the accidental omission to give any notice, or the non-receipt of any notice given, shall not invalidate the proceedings of any Meeting.
39. The Annual General Meeting shall be convened for receiving and considering the Annual Report of the Council, the Annual Statement of Account of the Treasurer and Report of the Independent Examiner or Auditor, for the election of Officers and of Ordinary Members of the Council, for the election of an Independent Examiner or Auditor, and for any other purpose of which due notice shall have been given.
40. The Annual General Meeting shall be held in each calendar year, and no resolution (except votes of thanks) shall be passed thereat except a resolution of which proper notice has been given. No resolution to change the Rules may be brought except at an Extraordinary General Meeting. Any Member of BILNAS wishing to bring before an Annual General Meeting business not specified in the notice convening the Meeting shall notify the Assistant Director in writing accordingly, such notice to reach him/her at least seven days before the Meeting.
41. An Extraordinary General Meeting shall be convened at any time by the Secretary at the request of the Council or of ten Ordinary Members for considering and dealing with matters of importance including changing the Rules. Such a Meeting shall be called by direction of the Council to give not less than twenty-one days' notice to all members of the date of the Meeting, and the purpose for which it is called shall be explicitly stated in the notice convening the Meeting; no other business shall be transacted at the Meeting. No resolution shall be passed at an Extraordinary General Meeting unless two thirds of those present and voting shall have voted in favour of such resolution. The Director of an Extraordinary General Meeting shall not have a casting vote in addition to his/her ordinary vote.
42. Notwithstanding the terms of Rule 41 the provisions of Rules 2 and 3 may only be changed in such a manner that BILNAS shall, after such change has been effected, be entitled to apply its income and property solely for objects which are by English law charitable.