

**CONSTITUTION OF
THE BRITISH INSTITUTE FOR LIBYAN AND NORTHERN AFRICAN STUDIES**

a Charitable Incorporated Organisation with voting members other than its charity trustees

1. Name and Existing Charity

The name of the Charitable Incorporated Organisation (“the CIO”) is “The British Institute for Libyan and Northern African Studies”.

The CIO shall take over the existing assets, liabilities and activities of the existing charity called the “British Institute for Libyan and Northern African Studies” which is registered with the Charity Commission for England and Wales as charity number 259262 (“the Existing Charity”)

2. Principal Office

The principal office of the CIO is in London, England.

3. Objects

The principal object of the CIO is to advance the education of the public, in such ways as the trustees think fit, in the history, antiquities, culture, languages, literature, art, institutions, customs and natural history of Libya and Northern Africa and to promote research for the public benefit in all aspects of that subject and to publish the useful results.

4. Powers

In order further to attain the foregoing objects the following powers (which shall be exercised solely for the purposes of effectuating the said charitable objects but not further or otherwise) shall also be exercisable on behalf of the CIO namely:

- (i) To maintain in the United Kingdom or elsewhere a centre for the conduct of the affairs of the CIO, 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 the CIO’s object and to borrow or raise or secure the payment of money for the furtherance of the CIO’s object.
- (ii) To form or join in the formation of a Company or Companies intended to purchase, take over or otherwise acquire (whether with or without consideration) all or any of the property or liabilities of the CIO provided that such Company or Companies shall be charitable and shall have exclusively charitable objects compatible with or similar to the object of the CIO 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 the CIO under or by virtue of proviso (d) to Clause 3.
- (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 the CIO provided that the provisos (a) to (g) to Clause 3 shall apply to this Clause 4 as they apply to Clause 3.

5. Application of Income and Property

- (i) The income and property of the CIO must be applied solely towards the promotion of the objects. However:
 - (a) a charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
 - (b) a charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- (ii) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a charity trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO.
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (iii) Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6. Benefits and Payments to Charity Trustees and Connected Persons

- (i) General provisions. No charity trustee or connected person may:
 - (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public.
 - (b) sell goods, services, or any interest in land to the CIO.
 - (c) be employed by, or receive any remuneration from, the CIO.
 - (d) receive any other financial benefit from the CIO; unless the payment or benefit is permitted by sub-clause (ii) of this clause, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.
- (ii) Scope and powers permitting trustees’ or connected persons’ benefits:
 - (a) A charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
 - (b) A charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
 - (c) Subject to sub-clause (iii) of this clause 6 a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the charity trustee or connected person.
 - (d) A charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
 - (e) A charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
 - (f) A charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.
- (iii) Payment for supply of goods only - controls. The CIO and its charity trustees may only rely upon the authority provided by sub-clause (ii) (c) of this clause 6 if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods (“the supplier”).
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so.

- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting.
 - (f) The reason for their decision is recorded by the charity trustees in the minute book.
 - (g) A majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by clause 6.
- (iv) In sub-clauses (ii) and (iii) of this clause:
- (a) “the CIO” includes any company in which the CIO:
 - i. holds more than 50% of the shares; or
 - ii. controls more than 50% of the voting rights attached to the shares; or
 - iii. has the right to appoint one or more directors to the board of the company;
 - (b) “connected person” includes any person within the definition set out in clause 30 Interpretation;

7. Conflicts of Interest and Conflicts of Loyalty

A charity trustee must:

- (i) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (ii) absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest). Any charity trustee absents himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8. Liability of members to contribute to the assets of the CIO

If the CIO is wound up, the members of the CIO shall have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9. Membership of the CIO

- (i) Membership of the CIO shall be open to anyone who is interested in furthering its purposes, and who, by applying for membership, has indicated his, her or its agreement to become a member and acceptance of the duty of members set out in sub-clause (vii) of this Clause. Membership 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 the CIO.
- (ii) The CIO may admit Universities, Colleges, Libraries, Societies, Museums, firms, associations and companies which have an interest in Libya and/or 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.
- (iii) On the recommendation of the Council the CIO may elect at the Annual General Meeting as Honorary Members persons distinguished for their services in, or their knowledge of, Libya and/or Northern Africa in recognition of their distinction in studies falling within the object of the CIO, or their benefactions or other services to the CIO, or for any other reason approved by the Council. Such Honorary Members shall have all the rights of Ordinary Members except that of voting.

(iv) Nomination and Election

- (a) Persons or organisations desirous of joining the CIO as Ordinary Members or Affiliated Members shall apply in writing to the General Secretary, 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 clause 9 (v) (d).
- (b) A person or organisation admitted to membership of the CIO shall be sent a copy of the current Rules.
- (c) An admission to Affiliated Membership does not entitle the organisation concerned to describe itself as a member of the CIO, nor to use the CIO's name in any way so as to suggest that the CIO approves of any product of or action by such organisation.

(v) Subscriptions

- (a) 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.
- (b) 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.
- (c) Resignation of a member shall be signified in writing to the Secretary, but the member resigning shall be liable for the payment of his annual subscription for the current year together with any arrears up to the date of his resignation. If at the time of his resignation a member shall be in arrears with his annual subscription, clause 9 (v) (c) shall apply notwithstanding his having signified his resignation.
- (d) 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 the CIO's name in any way, and thereupon the member whose subscription shall be returned or refused shall cease to be a member of the CIO.

(vi) Membership of the CIO cannot be transferred to anyone else.

(vii) It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

10. Members' Decisions

(i) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (iv) of this clause 10, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in sub-clause (ii) of this clause or by written resolution as provided in subclause (iii) of this clause.

(ii) Taking ordinary decisions by vote

Subject to sub-clause (iv) of this clause, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a

simple majority of votes cast at the meeting (including votes cast by postal or email ballot, and proxy votes).

(iii) Taking ordinary decisions by written resolution without a general meeting

(a) Subject to sub-clause (iv) of this clause 10, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

i. a copy of the proposed resolution has been sent to all the members eligible to vote; and

ii. a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of an organisation which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

(b) The resolution in writing may comprise several copies to which one or more members have signified their agreement.

(c) Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (a) above.

(d) Not less than 10% of the members of the CIO may request the charity trustees to make a proposal for decision by the members.

(e) The charity trustees must within 21 days of receiving such a request comply with it if:

i. The proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

ii. The proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

iii. Effect can lawfully be given to the proposal if it is so agreed.

(f) Sub-clauses (a) to (c) of this subclause apply to a proposal made at the request of members.

(iv) Decisions that must be taken in a particular way

(a) Any decision to remove a trustee must be taken in accordance with clause 15(ii).

(b) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).

(c) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).

(d) Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

11. Meetings of Members

(i) Ordinary Meetings

(a) 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.

(b) 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 two visitors.

(ii) General Meetings

- (a) The quorum at General Meetings shall be ten Ordinary Members present in person, and subject to Clause 11 (ii) (f) and Clause 11 (ii) (g) 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 ordinary vote.
- (b) 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 Constitution 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.
- (c) The Annual General Meeting shall be convened for receiving and considering the Annual Statement of Accounts (duly audited or examined where applicable) and the Annual Report of the Council, and 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.
- (d) 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. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months.
- (e) No resolution to change the Constitution of the CIO may be brought except at an Extraordinary General Meeting. Any Member of the CIO 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.
- (f) 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 Constitution. Such a Meeting shall be called by direction of the Council so as 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 President of an Extraordinary General Meeting shall not have a casting vote in addition to his or her ordinary vote.
- (g) Notwithstanding the terms of Clause 11 (ii) (f) the provisions of Clauses 3 and 4 may only be changed in such a manner that the CIO shall, after such change has been effected, be entitled to apply its income and property solely for objects which are by English law charitable.

12. Charity Trustees: the Officers and Council

(i) Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

- (a) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

- i. any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - ii. if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
 - (ii) Eligibility for Trusteeship
 - (a) Every charity trustee must be a natural person.
 - (b) No one may be appointed as a charity trustee: if he or she is under the age of 16 years; or if he or she would automatically cease to hold office under the provisions of clause 15(i)(f).
 - (iii) The Charity Trustees shall be known as “the Council” and the management of the CIO’s affairs shall be deputed to the Council consisting of not less than seven and not more than fifteen persons. The Officers of the CIO and any Trustees appointed in accordance with clause 13 (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 CIO.
 - (iv) The Officers of the CIO shall consist of a President, a Director, a Treasurer, an Assistant Director, a Head of Mission and an Honorary Collections Officer.
 - (v) The President shall preside at General, Council and Ordinary Meetings, and in his absence the Director 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 their ordinary vote.
 - (vi) The funds of the CIO 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 the CIO as they think fit. The Council may invest the funds of the CIO 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 the CIO 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 CIO at the date of appointment for the purpose of vesting in their names property, funds, deeds and documents of title of the CIO; 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 the CIO placed in their hands or under their control, and each of them shall be indemnified out of the CIO’s property against risk and expense incurred in his or her 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 the CIO’s records and accounts. Any stocks, shares or securities of the CIO may be registered by the Trustees in the name or names of a nominee or nominees on behalf of the CIO. 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 the CIO 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.
 - (vii) 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 CIO 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.

- (viii) Subject to Clause 12 (iv) 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 CIO circulars, programmes and publications and, if approved, cause to be despatched to members of the CIO 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 the CIO 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 the CIO. Such Committees may consult persons not members of the CIO.
- (ix) At the request of the Director or any two members of the Council the General Secretary shall at any time summon a Council Meeting. 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.
- (x) 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 the CIO;
 - (b) the preparation of Annual Statements of Account for the CIO and their transmission to the Charity Commission;
 - (c) the auditing or independent examination of the Statements of Account of the CIO;
 - (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.

13. Appointment of Charity Trustees

- (i) The first Officers and members of the Council of the CIO shall be the Officers and members of the Council of the Existing Charity (number 259262) and their terms of office shall be deemed to have commenced on the date of their taking up of their office at the Existing Charity for the purposes of this clause 13. Their roles and names are:

President: Professor Nicholas Barton BA, DEA, DPhil, FSA

Director: Dr Corisande Fenwick BA MA PhD

Honorary Treasurer: Mr David Oliver Kimberley ACA, MA

Assistant Director: Dr Niccolo Mugnai BA MA PhD

Head of Mission: Professor Paul Bennett MBE BA Hon DLitt FSA MCIFA

Honorary Collections Officer: Dr Valeria Vitale PhD

Council Member: Professor David Atkinson BSc PhD

Council Member: Mr Salem Elmaiar MPhil FRGS

Council Member: Professor Hisham Matar FRSL

Council Member: Dr Nichole Sheldrick MA PhD

Council Member: Dr Barbara Spadaro PhD

- (ii) The Officers shall be elected by the members 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.

- (iii) The Council may propose to the members the election of Honorary Vice-Presidents of the CIO from amongst its Ordinary and Honorary Members for meritorious service rendered to the CIO. 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.
- (iv) The Council may propose to the members 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 to the Assistant Director 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.
- (v) Otherwise election shall be at the Annual General Meeting by simple majority of those present and voting.
- (vi) 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 Annual General Meeting next ensuing, but shall be eligible for election by the CIO at such Annual General Meeting, notwithstanding that he shall thereby serve for more than the number of years provided for under these Rules.

14. Information for New Charity Trustees

The CIO will make available to each new Charity Trustee, on or before his or her first appointment:

- (i) a copy of this constitution and any amendments made to it; and
- (ii) a copy of the CIO's latest trustees' annual report and statement of accounts.

15. Retirement and Removal of Charity Trustees

- (i) A charity trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) [is removed by the members of the CIO in accordance with sub-clause (2) of this clause;] or
 - (f) is disqualified from acting as a charity trustee by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (ii) A charity trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with Clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (iii) A resolution to remove a charity trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

16. Reappointment of Charity Trustees

Any person who retires as a charity trustee by rotation or by giving notice to the CIO is eligible for reappointment, subject to the provisions of Clause 13.

17. Taking of Decisions by Charity Trustees

Any decision may be taken either:

- (i) at a meeting of the charity trustees; or
- (ii) by resolution in writing or electronic form agreed by a majority of all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the charity trustees has signified their agreement. Such a resolution shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - (b) the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

18. Delegation by Charity Trustees

- (i) The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- (ii) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - (c) the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and proceedings of charity trustees

- (i) Calling meetings
 - (a) Any charity trustee may call a meeting of the charity trustees.
 - (b) Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.
- (ii) Presiding at meetings

Subject to the provisions of Clause 12 (v) the charity trustees may appoint one of their number to preside at their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

- (iii) Procedure at meetings
 - (a) No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one third of the total number of charity trustees, whichever is greater, or such larger number

as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

(b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.

(c) In the case of an equality of votes, the President shall have a second or casting vote.

(iv) Participation in meetings by electronic means

A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.

(a) Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

(b) Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

20. Saving Provisions

(i) Subject to sub-clause (ii) of this clause 20, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

(a) who was disqualified from holding office;

(b) who had previously retired or who had been obliged by the constitution to vacate office;

(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

(ii) Sub-clause (i) of this clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for clause (i), the resolution would have been void, or if the charity trustee has not complied with clause 7 (Conflicts of interest).

21. Execution of Documents

(i) The CIO shall execute documents either by signature or by affixing its seal (if it has one).

(ii) A document is validly executed by signature if it is signed by at least two of the charity trustees.

(iii) If the CIO has a seal:

(a) it must comply with the provisions of the General Regulations; and

(b) it must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two charity trustees.

22. Use of Electronic Communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

(i) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;

(ii) any requirements to provide information to the Commission in a particular form or manner.

23. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and charity trustees.

24. Minutes

The charity trustees must keep minutes of all:

- (i) appointments of officers made by the charity trustees;
- (ii) proceedings at general meetings of the CIO;
- (iii) meetings of the charity trustees and committees of charity trustees including the names of the trustees present at the meeting, the decisions made at the meetings and, where appropriate, the reasons for the decisions;
- (iv) decisions made by the charity trustees otherwise than in meetings.

25. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- (i) The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (ii) The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26. Rules

The charity trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28. Amendment of Constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (i) This constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- (ii) Any alteration of clause 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (iii) No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

- (iv) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

29. Voluntary Winding up or Dissolution

- (i) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- (a) at a general meeting of the members of the CIO called in accordance with clause 11 (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- i. by a resolution passed by a 75% majority of those voting, or
 - ii. by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting;
- or
- (b) by a resolution agreed in writing by all members of the CIO.
- (ii) Subject to the payment of all the CIO's debts:
- (a) Any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
- (b) If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.
- (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (iii) The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:
- (a) the charity trustees must send with their application to the Commission:
- i. a copy of the resolution passed by the members of the CIO;
 - ii. a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and
 - iii. a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;
- (b) the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.
- (iv) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the charity trustee;
- (b) the spouse or civil partner of the charity trustee or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the charity trustee or with any person falling within subclause (a) or (b) above;

(d) an institution which is controlled – (i) by the charity trustee or any connected person falling within sub-clause (a), (b), or (c) above; or (ii) by two or more persons falling within sub-clause (d)(i), when taken together

(e) a body corporate in which – (i) the charity trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest. Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012. The

“Communications Provisions” means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“charity trustee” means a charity trustee of the CIO.

A “poll” means a counted vote or ballot, usually (but not necessarily) in writing.

Appendix

Duties of Officers and Others

- (a) The DIRECTOR shall exercise general supervision of the welfare of the CIO and may speak or write in the name of the CIO. 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.
- (b) Subject to the Council's control and to the specific provisions of these Rules, the TREASURER shall have charge of the CIO's funds, receive sums due to it and shall account for them. He may make payments on behalf of the CIO without direction from the Council or the Executive Committee, provided that such payments are no more than shall have been normally expended by the CIO. Otherwise he shall obtain the direction of the Council or the Executive Committee before making payments out of the CIO's funds.
- (c) The TREASURER shall prepare and submit for examination at the expiration of each financial year of the CIO an Annual Statement of Account for the CIO for the period in question in accordance with the provisions of Clause 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.
- (d) The CIO shall elect an Independent Examiner or Auditor to examine or 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.
- (e) All cheques shall be signed by any two of four signatories approved from time to time by the Council.
- (f) The ASSISTANT DIRECTOR shall represent the CIO 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 the CIO's affairs. He/she shall whenever possible attend the Meetings of the CIO, the Council and its Committees. He/she shall be responsible for conducting the correspondence and for the general business of the CIO and shall prepare on behalf of the Council an Annual Report recording the activities of the CIO, in accordance with Clause 25.
- (g) 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 the CIO 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 paragraphs (f) and (g) of these Duties may be delegated to a person paid by the CIO to be known as the GENERAL SECRETARY.
- (h) The HEAD OF MISSION shall be responsible to the Council for liaison between the CIO and the Department of Antiquities in Libya with regard to the conduct of archaeological fieldwork in Libya under the CIO's auspices.
- (i) The EDITOR shall be responsible to the Council for the academic content and for the production of the CIO's journal and the Annual Report and Annual Statement of Account.
- (j) The HONORARY COLLECTIONS OFFICER shall oversee additions to and the maintenance of the CIO's archive (which includes collections of rare books, manuscripts, documents, photographs and drawings on these themes, plus additional material on the UK's wider research engagements with Libya and Northern Africa).