

CONSTITUTION
of the
BRITISH ASSOCIATION FOR NEAR EASTERN ARCHAEOLOGY
(BANEA)

Revised and adopted by resolution of the Annual General Meeting on 10th January 2020

A. Name.

The name of the Association is the British Association for Near Eastern Archaeology.

B. Administration.

Subject to the matters set out below, the Association and its property shall be administered and managed in accordance with this constitution by the members of the Steering Committee, constituted by Clause G of this constitution (“the Steering Committee”).

C. Objects.

The Association’s objects (“the objects”) are to advance education in the archaeology, languages and history of the Ancient Near East.

D. Powers.

In furtherance of the objects but not otherwise the Steering Committee may exercise the following powers:

- (i) power to facilitate the distribution and exchange of information between professionals and non-professionals interested in the archaeology, languages and history of the Ancient Near East and make such information available to a wider public, inter alia, by:
 - a. organising an annual conference rotated between those universities which teach Near Eastern archaeology and museums with major Ancient Near Eastern collections;
 - b. promoting the study of Near Eastern Archaeology, e.g. through universities, the National Curriculum and schools days;
 - c. acting as an umbrella organisation for regional groups such as the London Centre for Ancient Near Eastern studies.
- (ii) power to raise funds and to invite and receive contributions provided that in raising funds the Steering Committee shall not undertake any substantial

permanent trading activities and shall conform to any relevant requirements of the law;

- (iii) power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use;
- (iv) power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association;
- (v) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed;
- (vi) power to employ such staff as are necessary for proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependents;
- (vii) power to cooperate with other associations, charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (viii) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (ix) power to appoint and constitute such advisory committees as the Steering Committee may think fit;
- (x) power to do all such other lawful things as are necessary for the achievement of the objects.

E. Membership.

- (i) Membership of the Association shall be open to any person interested in furthering the objects and who has paid the annual subscription laid down from time to time by the Steering Committee.
- (ii) Every member shall have one vote.
- (iii) The Steering Committee may by unanimous vote and for good reason terminate the membership of any individual, provided that the individual concerned shall have the right to be heard by the Steering Committee, accompanied by a friend, before a final decision is made.

F. Honorary Officers.

The Steering Committee shall elect from amongst themselves a Chairperson, a Secretary and a Treasurer, who shall hold office from the conclusion of that meeting for up to 4 years.

G. Steering Committee.

- (i) The Steering Committee shall consist of not less than 10 members, being:
 - a. the honorary officers specified in the preceding clause;
 - b. up to 50% elected members, at least two of whom shall be students. If at any time the number of representative members of the Steering Committee exceeds the number of elected members, the Steering Committee shall seek nominations for up to three new members to be elected at the next Annual General Meeting. Elected members shall hold office from the conclusion of that meeting for a period of four years;
 - c. representative members appointed from institutions in the UK that teach and/or support research in Near Eastern Archaeology.
- (ii) The Steering Committee may in addition appoint not more than 2 co-opted members, however no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Steering Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Steering Committee under Clause J and shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- (iii) All the members of the Steering Committee, save for representative members, shall retire from office at the end of the Annual General Meeting four years after the date on which they came into office but they may be re-elected or re-appointed.
- (iv) The proceedings of the Steering Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (v) Nobody shall be appointed as a member of the Steering Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
- (vi) No person shall be entitled to act as a member of the Steering Committee whether on a first or on any subsequent entry into office until their appointment and agreement to act in accordance with this constitution are duly recorded in the minutes of the Steering Committee.

H. Determination of Membership of Steering Committee.

A member of the Steering Committee shall cease to hold office if they:

- (i) are disqualified from acting as a member of the Steering Committee by virtue of the Charities Act 2011, or any statutory re-enactment or modification thereof for the time being in force;
- (ii) become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;

- (iii) are absent without the permission of the Steering Committee from all of their meetings held within a period of one year and the Steering Committee resolve that their office be vacated; or
- (iv) notify to the Steering Committee a wish to resign (but only if at least three members of the Steering Committee will remain in office when the notice of resignation is to take effect).

I. Steering Committee Members not to be personal interested.

No member of the Steering Committee shall acquire any interest in property belonging to the Association (otherwise than as a Steering Committee member) or receive remuneration or be interested (otherwise than as a member of the Steering Committee) in any contract entered into by the Steering Committee.

J. Meetings and proceedings of the Steering Committee.

- (i) The Steering Committee shall hold at least one ordinary meeting at its annual conference. A special meeting may be called at any time by the Chairperson or by any two members of the Steering Committee upon not less than 4 days' notice being given to the other members of the Steering Committee of the matters to be discussed. If the matters include an appointment of a co-opted member, then not less than 21 days' notice must be given.
- (ii) The Chairperson shall act as chair at meetings of the Steering Committee. If the Chairperson is absent from any meeting, the members of the Steering Committee present shall choose one of their number to chair the meeting before any other business is transacted.
- (iii) There shall be a quorum when at least one third of the number of members of the Steering Committee or five members of the Steering Committee, whichever is greater, of which at least 2 should be elected members are present at a meeting.
- (iv) Every matter shall be determined by a majority of votes of the members of the Steering Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (v) The Steering Committee shall keep minutes, in records kept for the purpose, of the proceedings at meetings of the Steering Committee and any sub-committee.
- (vi) The Steering Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.
- (vii) The Steering Committee may appoint one or more sub-committees consisting of two or more members of the Steering Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the

opinion of the Steering Committee would be more conveniently undertaken or carried out by a sub-committee, provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Steering Committee.

K. Receipts and expenditure.

- (i) The funds of the Association, including all donations, contributions, and bequests, shall be paid into an account operated by the Steering Committee in the name of the Association at such bank as the Steering Committee shall from time to time decide. All cheques drawn on the account must be signed by the Treasurer of the Association.
- (ii) The funds belonging to the Association shall be applied only in furthering the objects.

L. Property.

- (i) Subject to the provisions of sub-clause (ii) of this clause, the Steering Committee shall cause the title to:
 - a. all land held by or in trust for the Association which is not vested in the official custodians; and
 - b. all investments held by or on behalf of the Association;to be vested either in a corporation entitled to act as a custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Steering Committee at their pleasure and shall act in accordance with the lawful directions of the Steering Committee. Provided they act only in accordance with the lawful directions of the Steering Committee, the holding trustees shall not be liable for acts and defaults of its members.
- (ii) If a corporation entitled to act as a custodian trustee has not been appointed to hold the property of the Association, the Steering Committee may permit any investments held by or in trust for the Association to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as a nominee for the Steering Committee and may pay such a nominee reasonable and proper remuneration for acting as such.

M. Accounts.

The Steering Committee shall follow processes outlined in the Charities Act 2011 (or any statutory re-enactment or modification thereof for the time being in force), with regard to:

- (i) the keeping of accounting records for the Association;
- (ii) the preparation of annual statements of account for the Association;

- (iii) the auditing or independent examination of the statements of account of the Association.

N. Annual Report.

The Steering Committee shall prepare an annual report.

O. Annual Return.

The Steering Committee shall prepare an annual return.

P. Annual General Meeting.

- (i) There shall be an Annual General Meeting of the Association which shall be held during the Annual BANEAs conference.
- (ii) Every annual general meeting shall be called by the Steering Committee. The Secretary shall give at least 21 days' notice of the Annual General Meeting to all the members of the Association. All members of the Association shall be entitled to attend and vote at the meeting.
- (iii) Before any other business is transacted at the first Annual General Meeting, the persons present shall appoint a Chairperson of the meeting. The Chairperson shall be the chair of subsequent Annual General Meetings, but if they are not present, before any other business is transacted, the persons present shall appoint a chair for the meeting.
- (iv) The Steering Committee shall present to each Annual General Meeting the report and accounts of the Association for the preceding year.
- (v) Nominations for election to the Steering Committee must be made by members of the Association in writing and must be in the hands of the Secretary of the Steering Committee at least 5 days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

Q. Special General Meetings.

The Steering Committee may call a Special General Meeting of the Association at any time. If at least 10 members request such a meeting in writing stating the business to be considered the Secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

R. Procedure at General Meetings.

- (i) The Secretary or other person specially appointed by the Steering Committee shall keep a full record of proceedings at every General Meeting of the Association.

- (ii) There shall be a quorum when at least 5% of the number of members of the Association for the time being or 10 members of the Association, whichever is the lower, are present at any General Meeting.

S. Notices.

Any notice required to be served on any member of the Association shall be in writing and shall be served by the Secretary or the Steering Committee on any member either personally, via electronic communication, or by sending it through the post in a prepaid letter addressed to such member at their last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within 10 days of posting.

T. Alterations to the Constitution.

This Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of alteration proposed.

U. Dissolution.

If the Steering Committee decides that it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Steering Committee shall have power to realise any asset held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other associations or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other non-profitable purpose.