

**THE INTERNATIONAL ASSOCIATION FOR**

**THE STUDY OF ARABIA**

**Registered Charity: 1003272**

**CONSTITUTION**

**UPDATED 21ST FEBRUARY 2019**

**CONSTITUTION**  
**OF**  
**THE INTERNATIONAL ASSOCIATION FOR THE STUDY OF ARABIA**  
Registered Charity: 1003272

**1. NAME**

The name of the Organisation is **The International Association for the Study of Arabia** (hereinafter called "The Association").

**2. OBJECTS AND POWERS**

(a) The Association is established to advance public education by promoting the study of and research relating to the Arabian Peninsula and in particular its history antiquities archaeology ethnography languages literature art culture custom geography geology and natural history

(b) In furtherance of the said objects but not otherwise the Association may:–

(1) Employ and pay any person or persons to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows and other dependants.

(2) Bring together in conference representatives of voluntary organisations, Government departments, statutory authorities and individuals.

(3) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.

(4) Encourage promote and provide facilities for the education and training in the United Kingdom or in the states of the Arabian Peninsula or elsewhere of suitable persons in fieldwork research and other types of work connected with or ancillary to the study of the Arabian Peninsula

(5) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses.

(6) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas.

(7) Undertake, execute, manage or assist any charitable trusts which may lawfully be undertaken, executed, managed or assisted by the Association.

(8) Cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.

(9) Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.

(10) Make regulations for any property which may be so acquired.

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

(12) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

(13) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise PROVIDED THAT the Association shall not undertake permanent trading activities in raising funds for the said objects.

(14) Invest the moneys of the Association not immediately required for the said objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

(15) Do all such other lawful things as are necessary for the attainment of the said objects.

### **3. MEMBERSHIP**

(a) Full membership of the Association shall be open to:

(1) Individuals of 18 years and over who are interested in furthering the work of the Association and who have paid the annual subscription as laid down from time to time by the Executive Committee hereinafter mentioned, and

(2) National, international and local organisations, whether corporate or unincorporated, which are interested in furthering the said work and have paid the annual subscription as aforesaid.

Acceptance by the said Executive Committee of an organisation's application for membership shall not entitle that organisation to use the Association's name in any way so as to suggest or imply that the Association approves of any product of or action by that organisation.

(b) Each member organisation shall appoint one individual person to represent it and vote on its behalf at General Meetings of the Association. In the event of such individual person resigning or otherwise leaving the organisation, he or she shall forthwith cease to be a representative

thereof.

(c) Each member organisation may appoint:

(1) A deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association, and

(2) Observers (who shall not be entitled to vote) to attend any such meeting.

(d) Junior membership shall be open to those under the age of 18 years who are interested in furthering the work of the Association. Junior members shall not be entitled to vote.

(e) Honorary members may be appointed at the discretion of the said Executive Committee. Honorary members shall not be entitled to vote.

(f) The said Executive Committee shall have the right:

(1) To approve or reject applications for membership, and

(2) For good and sufficient reason (as to which the decision of the Committee shall be final) to terminate the membership of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said Executive Committee before a final decision is made.

#### **4. HONORARY OFFICERS**

(a) At the Annual General Meeting hereinafter mentioned the Association shall elect a Chairman, a Vice-chairman, a Secretary a Treasurer and such other Honorary Officers as the Association shall from time to time decide.

(b) The Chairman and the Honorary Officers of the Association shall hold office until the conclusion of the Annual General Meeting of the Association next after their election but shall be eligible for re-election PROVIDED THAT no Honorary Officer shall hold office for more than five consecutive years. On the expiration of such period, one further year must elapse before any former Honorary Officer shall be eligible for re-election.

(c) The Chairman and the Honorary Officers shall be ex officio members of the Association, the said Executive Committee and of any other committee.

(d) The Association shall appoint one or more qualified auditors and may determine their remuneration (if any).

(e) Notwithstanding Clause 4(b) hereof, the Committee shall have the power to vary the period for which, and the terms on which, an Honorary Officer of the Committee can serve, as and when it thinks fit. Where possible the Committee will seek to replace Honorary Officers after a term of 5 years.

## **5. EXECUTIVE COMMITTEE**

(a) Subject as hereinafter mentioned the policy and general management of the affairs of the Association shall be directed by an Executive Committee (hereinafter called "the Committee") which shall meet not less than twice a year and when complete shall consist of not less than 12 or more than 20 members (inclusive of members serving by virtue of Clause 4 (c) hereof).

(b) The members of the Committee shall be elected at the Annual General Meeting of the Association in accordance with Clause 6 hereof.

(c) Election to the Committee shall be for three years. Members who have served for one term of three years shall be eligible for re-election for a second three-year term subject to Sub-clause (d) of this Clause.

(d) Members who shall have served on the Committee for two consecutive three year terms shall not be eligible for re-election until one further year shall have elapsed.

(e) In addition to the members so elected and to those serving by virtue of Clause 4 (c) hereof the Committee may co-opt up to 5 further members being full members of the Association whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one-half of the total membership of the Committee at the time of co-option. Co-opted members shall be entitled to vote at meetings of the Committee.

(f) Any member of the Committee who has failed to attend three consecutive meetings of the Committee without due cause (as to which the decision of a simple majority of the other members at a meeting of the Committee shall be final) shall be deemed to have resigned from the Committee.

(g) If a casual vacancy occurs among the elected members of the Committee it may be filled by a person appointed by the Committee to serve until the conclusion of the next Annual General Meeting of the Association. Such person shall be eligible to stand for election at that Annual General Meeting and his/her service in filling the casual vacancy shall not be counted towards the three-year term as an elected member of the Committee.

(h) The proceedings of the committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(i) The Committee shall appoint and fix the remuneration of all such staff (not being members of the Committee) as may in their opinion be necessary.

(j) The Committee may appoint such special or standing Committees as may be deemed necessary by the Committee and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Committee as soon as possible.

(k) Notwithstanding the provisions of Clause 5 (a) above, the Committee may from time to time vary the number of members of the Committee PROVIDED THAT the minimum number of members elected to the Committee shall not fall below five.

## **6. MEETINGS OF THE ASSOCIATION**

(a) Once in each year an Annual General Meeting of the Association shall be held at such time (not being more than 15 months after the holding of the preceding Annual General Meeting) and place as the Committee shall determine. At least 21 clear days' notice shall be given in writing by the Honorary Secretary to each member. At such Annual General Meeting the business shall include the election of Honorary Officers; the election of full members to serve on the Committee; the appointment of an auditor or auditors; the consideration of an annual report of the work done by or under the auspices of the Committee and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

(b) The Chairman of the Committee may at any time at his/her discretion and the Honorary Secretary shall within 21 days of receiving a written request so to do, signed by not less than six full members, whether individual or representative, and giving reasons for the request, call a Special General Meeting of the Association.

## **7. NOMINATIONS OF HONORARY OFFICERS AND COMMITTEE MEMBERS**

Only full members of the Association whether individual or representative shall be eligible to serve as Honorary Officers or members of the Committee. Nominations for Honorary Officers or members of the Committee must be made by full members of the Association in writing and must be in the hands of the Honorary Secretary at least seven days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

## **8. RULES OF PROCEDURE AT ALL MEETINGS**

(a) Quorum. The quorum at a meeting of the Committee or any committee appointed under Clause 5 (j) hereof shall be one-third of the total actual membership of the Committee or committee (as the case may be) or such other number as the Association may in General Meeting from time to time determine.

(b) Voting. Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. Arrangements for proxy voting may from time to time be made by the Committee PROVIDED ALWAYS THAT no such arrangements shall be made with regard to Clauses 11 and 12 hereof. No person shall exercise more than one vote notwithstanding that he or she may have been appointed to represent two or more interests, but in case of an equality of votes the chairman of the meeting shall have a second or casting vote.

(c) Minutes. Minute books shall be kept by the Committee and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

(d) Standing Orders and Rules. The Committee shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall come into operation immediately PROVIDED ALWAYS that they shall be subject to review by the Association in General Meeting and shall not be inconsistent with the provisions of this constitution.

## **9. FINANCE**

(a) All moneys raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment to members of the Committee or of any committee appointed under Clause 5 (j) hereof of reasonable out-of-pocket expenses.

(b) The Honorary Treasurer shall keep proper accounts of the finances of the Association.

(c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual General Meeting.

(d) An audited statement of the accounts for the last financial year shall be submitted by the Committee to the Annual General Meeting as aforesaid.

(e) Bank account(s) shall be opened in the name of the Association with such banks as the Committee shall from time to time decide. The Committee shall authorize in writing the Treasurer, the Honorary Secretary of the Association and two members of the Committee to sign cheques on behalf of the Association. Cheques must be signed by not less than two of the four authorised signatories.

## **10. TRUST PROPERTY**

The title to all real property which may be acquired by or on behalf of the Association shall be vested in a corporation lawfully entitled to act as Custodian Trustee or with the Official Custodian for Charities.

## **11. ALTERATIONS TO THE CONSTITUTION**

Any alteration to this Constitution shall only be made at an Extraordinary General Meeting called for this purpose PROVIDED THAT no alteration shall be made which would have the effect of causing the Association to cease to be a charity at law. Proposals to alter the Constitution of the Association may be made by the Committee or by no fewer than four full members and such proposals must be received by the Honorary Secretary in writing not less than 21 clear days before the meeting at which the alteration is to be proposed. At least 14 clear days' notice in writing of such a meeting, setting forth the terms of the proposed alteration, shall be sent by the Honorary Secretary to each full member of the Association. No alteration to the constitution shall be passed unless it receives the assent of a simple majority of those full

members voting at the said Extraordinary General Meeting counted together with those full members whose votes have been sent by post or by electronic means and have been received by the Honorary Secretary no later than 48 hours in advance of the Extraordinary General Meeting.

## **12. DISSOLUTION**

If the Committee by a simple majority decides at any time that on the ground of expense or otherwise it is necessary or advisable to dissolve the Association, it shall call a meeting of all members of the Association who have the power to vote, of which meeting not less than 21 days' notice (stating the terms of the Resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and voting at such meeting the Committee shall have power to dispose of any assets 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 charitable institution or institutions having objects similar to the objects of the Association as the Committee may determine.

## **13. NOTICES**

Any notice may be served by the Honorary Secretary on any member either personally or on its appointed representative as the case may be, or by sending it through the post in a prepaid letter addressed to such member at his, her or its last known address in the United Kingdom, and any letter so sent shall be deemed to have been received within ten days of posting.

## **14. INTERPRETATION**

The laws of England and Wales shall apply to this Constitution and, as regards interpretation the Interpretation Act, 1978, shall apply as it applies to the interpretation of an Act of Parliament and, as regards interpretation, the Interpretation Act 1978 shall apply as it applies to the interpretation of an Act of Parliament.

**As emended at an Extraordinary General Meeting  
on 21<sup>st</sup> February 2019**