

Bye Laws of

the Council for British Research in the Levant

Bye Law to Article 1

Interpretation. The Definitions set out in the **Interpretation** at the beginning of the Articles of Association of the Council for British Research in the Levant shall apply to these Bye Laws.

Bye Laws to Article 9

(i) Membership subscriptions must be paid in the currency used in the United Kingdom at the time of payment.

(ii) Notwithstanding Bye Law (i) to Article 9, the Company Secretary at his discretion may accept a membership subscription in a currency other than that used in the United Kingdom at the time of payment and he may delegate this power of discretion to a member or to members of the Company's staff.

(iii) No member may compound for all future annual subscriptions by paying one sum in lieu thereof.

Bye Law to Article 11

If a Member has not paid his subscription within thirty days after the subscription was due, the Company Secretary shall send such Member a reminder in writing. If the subscription has not been received by the end of ninety days after it was due, the Company Secretary shall write to the Member informing him that his membership has been suspended until such time as his subscription has been received and that if the arrears shall not have been received by the end of two hundred and seventy days from the date that payment was due the Member's name will be removed from the list of Members.

Bye Law to Article 12

No part of the annual subscription of a resigned Member shall be refunded to him provided always that the Committee may decide to refund part or all of a subscription having regard to all the circumstances.

Bye Laws to Article 16

(i) No person shall be eligible to hold an Honorary Office unless he is a member of the Company and a British citizen with right of abode in the United Kingdom or, not being a British citizen with right of abode in the United Kingdom, is nevertheless resident in the United Kingdom for not less than one hundred and eighty-three days in each calendar year.

- (ii) The Committee may appoint from time to time at its discretion a Voluntary Officer to serve the Company for whatever period and on whatever terms the Committee shall decide. Such Voluntary officer shall not be ex officio a member of the Committee but may stand for election to the Committee or may be co-opted to the Committee under Articles 37 or 38 always PROVIDING THAT he receives no remuneration either in money or in money's worth from the Company.
- (iii) Notwithstanding the provisions of Bye Law (ii) to Article 16, a Voluntary Officer who is also a member of the Committee may be paid all reasonable out of pocket expenses properly incurred by him in connection with the business of the Company.
- (iv) In accordance with the terms of Bye Laws (ii) and (iii) to Article 16, the Committee may appoint a Voluntary Officer to be Editor of the *Newsletter* to serve for four years from the date of his appointment. The Committee may at its discretion renew this appointment at the end of each term of four years.

Bye Law to Article 20

If, for whatever reason, an Honorary Office falls vacant less than one hundred and eighty days before the next Annual General Meeting the Committee may at its discretion appoint a member of the Company as an Acting Honorary Officer to perform the functions of the said Honorary Office until the next Annual General Meeting following and there shall be no obligation on the Committee to nominate this member of the Company for the said Honorary Office at the next Annual General Meeting following.

Bye Law to Article 21

Each nomination for an Honorary Office whether made by the Committee or by members, should be accompanied by a short statement on the qualifications, institutional affiliations, and research interests of the nominee. Nominations made by the Committee should be clearly marked as such, and, in the case of nominations by members, the names of the members proposing and seconding the nomination should be stated. All these details should be printed either on the ballot papers or on sheets accompanying the ballot papers provided to members.

Bye Law to Article 23

An Honorary Vice-President shall not be ex officio a member of the Committee but he may stand for election to the Committee or may be co-opted by the Committee under Articles 37 or 38.

Bye Law to Article 30

The position of Company Secretary shall be held by the Honorary Secretary of the Council for British Research in the Levant.

Bye Laws to Article 32

- (i) The Committee shall consist of no more than seventeen members, being those elected to the Committee and those serving *ex officio*, and those serving by virtue of Article 38.
- (ii) Notwithstanding the provisions of Bye Law (i) to Article 32, the maximum number of members on the Committee may be increased to twenty by the co-option of up to three members under the provisions of Article 37.
- (iii) Any member of the Committee whether elected or co-opted under the provisions of Articles 37 or 38 or serving *ex officio* must be a member of the Company and a British citizen with right of abode in the United Kingdom or, not being a British citizen with right of abode in the United Kingdom, is nevertheless resident in the United Kingdom for not less than one hundred and eighty-three days in each calendar year.

Bye Laws to Article 36

- (i) All nominations to fill vacancies on the Committee whether made by the Committee or by members of the Company, should be accompanied by a short statement on the qualifications, institutional affiliations, and research interests of the nominee. Nominations made by the Committee should be clearly marked as such, and, in the case of nominations by members of the Company, the names of the members proposing and seconding the nomination should be stated. All these details should be printed either on the ballot papers or on sheets accompanying the ballot papers provided to members.
- (ii) The Committee of Management should aim to be representative of the breadth of disciplinary interests and reflect the research interests of its various Institutes. The aim that the membership of the Committee of Management as a whole (comprising elected and co-opted members and those serving *ex officio*, but excluding the chairman and treasurer) should as far as possible be balanced 50-50 between those whose primary interests lie in research in the contemporary Levant and those whose primary interests lie in research on the past of the Levant shall be maintained. When the Committee informs the membership of the need to elect new Committee members, the number of vacancies in each area shall be made clear. Nominations may be made for any candidate, but when elections are held, separate polls for each disciplinary area should be undertaken.

Bye Law to Article 44

A member of the Committee shall not vote on any matter in which he has a personal or family interest or on any matter connected with a research project which he is directing or in which he is participating, and if he does so vote his vote shall not be counted.

Bye Law to Article 48

An electronic message from a Committee member responding to a resolution in writing circulated to every member of the Committee entitled to receive notice of a

Committee meeting shall be as valid an expression of his views as if he had signed the resolution or sent a written refusal to sign it.

Bye Law to Article 51

The Administrative Secretary shall take the minutes at all meetings of the Committee and at all meetings of Special and Standing Committees and at all General Meetings of the Company and shall submit them to the Honorary Secretary. If the Administrative Secretary is unable to take the minutes at a meeting of the Committee or at a meeting of a Special or Standing Committee or at a General Meeting of the Company he shall arrange for another person to take the minutes and to submit them to the Honorary Secretary.

Bye Law to Article 52

The CBRL Standing Committees shall include a Standing Committee to represent each of the CBRL institutes. Each such standing committee shall be designated as "The Standing Committee for the (insert appropriate institution name)". Each Standing Committee will be composed of two or three trustees from the Committee of Management and two or three co-opted members who have strong research interests in the relevant area and who will help to reflect the breadth of research conducted. The Standing Committees will not be decision making bodies, they will exist to support the Director of each Institute by providing a connection between the Director and the UK academic community; providing a source of advice on local issues and problems – and flagging up any areas of emerging difficulty; providing a sounding board for the director's initiatives; and acting as a forum for detailed discussion on matters pertaining to the local institute before they are presented to the Committee of Management. The Standing Committees will normally only meet once a year (on or around the day before the CBRL AGM), but members will keep in contact through the rest of the year and ideally visit the relevant institute during the course of their research travels. Membership of the Standing Committees is not to exceed four years.

Bye Law to Article 53

If a relative, spouse or cohabiting partner of any salaried member of the Company's staff is a member of the Committee, the Committee member concerned shall withdraw from any part of a Committee meeting at which the remuneration or other conditions of employment of that member of the Company's staff are being discussed.

Bye Laws to Article 64

- (i) The Company must give any notice to a Member of the Company in writing either:
 - (a) personally; or
 - (b) by leaving it at his registered address; or
 - (c) by sending it by post; or
 - (d) by sending an electronic communication addressed to the Member to an address duly notified by the person concerned.

- (ii) Notice of every General Meeting shall be given in any authorised manner to:
 - (a) every Member of the Company or Member of the Committee except those Members who have not supplied to the Company an address for giving of notices to them; and
 - (b) the auditor for the time being of the Company.

No other person shall be entitled to receive notices of General Meetings.

- (iii) A Member of the Company or Member of the Committee present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- (iv) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after either the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

Bye Laws to Article 68

A General Meeting shall be convened for the discussion of ordinary and/or special business of the Company.

- (i) Ordinary business is that business which is required by the Act to be transacted annually by the Company in General Meeting or is normally transacted by the Company at such a Meeting. Ordinary business includes
 - (a) the presentation and consideration of
 - the Annual Report of the Chairman
 - the Honorary Treasurer's Financial Statement together with the Company's annual accounts and balance sheet
 - the Report of the Auditor for the previous year
 - (b) the appointment of an Auditor for the year until the next Annual General Meeting and the setting of the remuneration of the Auditor or the authorisation of the Committee to set such remuneration
 - (c) the election of the Honorary Officers and of Members to fill vacant places on the Committee
- (ii) All business which is not ordinary business is special business. Items of special business should be indicated as such on the Notice of the Meeting and on the Agenda of the Meeting which are sent to all Members entitled to receive notices of Meetings. Special business shall include
 - (a) the making of any change to the Company's Memorandum of Association or Articles of Association;
 - (b) the making of any change to the Bye Laws proposed by Members of the Company under Article 75 (b);

- (c) dissolving the Company for reasons other than its debts;
- (d) dispensing with the appointment of Auditors if the Company has been dormant throughout the previous year;
- (e) ratifying the ultra vires act.

Bye Laws to Article 69

- (i) The **notice** convening a General Meeting shall be sent to all members of the Company and must state:
 - (a) whether it is an Annual General Meeting or an Extraordinary General Meeting,
 - (b) the place, date, and hour of the Meeting,
 - (c) the purpose or purposes for which the Meeting is called,
 - (d) any resolution to be proposed to the Meeting being convened,
 - (e) if any business at the Meeting is special business, and
 - (f) the date by which all resolutions, nominations and calls for a postal or secret ballot must be received by the Honorary Secretary. This date must be far enough in advance of the General Meeting for a postal ballot to be arranged and an agenda prepared.
- (ii) After the date specified in Bye Law (i) (f) to Article 69 has passed, the **Agenda** must be distributed to all Members of the Company allowing sufficient time

either for the Members to vote in any postal ballot arranged by the Committee and for the votes to have been received by the Honorary Secretary and counted in time for the results to be announced at the General Meeting;

or, if the Meeting is the Annual General Meeting, for Members to request a postal ballot under the terms of Bye Law (vi) to Article 72 on any item on the Agenda for which the Committee has not already announced that a postal ballot will be held, and for the requested postal ballot to be held and the votes counted before the Annual General Meeting.

The Agenda must state

- (a) whether it is an Annual General Meeting or an Extraordinary General Meeting,
- (b) the place, date, and hour of the Meeting,
- (c) the business to be transacted at the Meeting,
- (d) if any business at the Meeting is special business and the voting requirements for this required by Article 70.

- (iii) A member whose subscription is in arrears shall not receive notice of a General Meeting. He may attend a General Meeting by invitation only but may not speak or vote and may not propose or second a resolution, nor nominate or second persons for election to the Committee or as Honorary Officers, and may not call for General Meetings to be convened nor call for a postal ballot or secret ballots either before or during a General Meeting.
- (iv) The term “postal ballot” shall be understood to include the use of facsimile transmission and electronic means of communication reproducing the written word.
- (v) In the event of a postal ballot or of a secret ballot two independent scrutineers shall be appointed to oversee the conduct and counting of the ballot and their names shall be announced on the ballot papers.
- (vi) A Member of the Company shall be deemed to have voted at a General Meeting even if he has spoiled his ballot paper.

Bye Law to Article 70

If all resolutions to be discussed or elections to be held at a General Meeting are subject to a postal ballot held before the day of the Meeting, the Meeting shall be quorate if the number of members who have voted in the postal ballot matches or exceeds the quorum set out in Article 70, notwithstanding that the Meeting itself is attended by fewer than this number of Ordinary Members. For the purposes of establishing the quorum in a postal ballot a Member of the Company shall be deemed to have voted even if he has spoiled his ballot paper.

Bye Laws to Article 72

- (i) The notice convening the Annual General Meeting must be accompanied by the Annual Report and the Annual Accounts of the Company and should state the latest date by which resolutions and nominations to fill the Honorary Offices and vacant places on the Committee should be received by the Honorary Secretary.
- (ii) Any members nominating a candidate for election to one of the Honorary Offices or to a vacant place on the Committee shall do so in accordance with Articles 21 or 36 respectively and the relevant Bye Laws in force at that time and should forward the nomination to the Honorary Secretary to reach the Honorary Secretary by the latest date specified in the notice convening the Annual General Meeting. All nominations should be accompanied by a short statement on the qualifications, institutional affiliations, and research interests of the nominees and whether their interests are mostly in the contemporary or past Levant. The names of the members proposing and seconding the nomination should be given.
- (iii) If no nominations for the Honorary Offices or for the vacant places on the Committee are received from members of the Company by the latest date specified in the notice convening the Annual General Meeting, the persons

nominated by the Committee shall be deemed to have been elected and their election shall be announced on the Agenda.

- (iv) Any member wishing to bring before the Annual General Meeting business or a resolution not specified in the notice convening the Meeting shall notify the Honorary Secretary in writing of such business or the wording of such resolution together with the names of the proposer and seconder of such resolution, such notice to reach the Honorary Secretary by the latest date specified in the notice convening the Annual General Meeting.
- (v) The Committee may decide that a postal ballot be held on all resolutions announced on the notice convening the Annual General Meeting or on any such resolution, or on any resolution submitted by members by the latest date specified in the notice convening the Annual General Meeting or for the election of the Honorary Officers or for the election of members of the Committee if there is more than one nomination for any Honorary Office or for any vacant place on the Committee. Such a decision should be announced and the mechanisms explained in a notice sent to all the members with the Agenda after the deadline for the submission of resolutions and nominations specified in the notice convening the Annual General Meeting has passed.
- (vi) A minimum of five members of the Company may request a postal ballot on any resolution or on any contested election for which the Committee has not announced a postal ballot. Such a request should be sent to the Honorary Secretary to be received by the latest date specified in a notice accompanying the Agenda for the Annual General Meeting.
- (vii) A minimum of five members of the Company may request that voting be by secret ballot at the Annual General Meeting on any resolution put to the Annual General Meeting or in any election to be held thereat which is not, or is not to be, the subject of a postal ballot. Such a request must be sent to the Honorary Secretary to be received by the latest date specified in a notice accompanying the Agenda for the Annual General Meeting.
- (viii) Voting at the Annual General Meeting shall be by a show of hands of those members present and voting on all those resolutions and in all those elections for which neither a postal ballot nor a secret ballot has been requested.
- (ix) When there is a contested election for any Honorary Office or for a vacant place on the Committee, ballot papers shall be drawn up showing the name of each candidate together with a short statement of the candidate's qualifications, institutional affiliations, and research interests. If a candidate has been nominated by the Committee this should be indicated. If a candidate has been nominated by members of the Company, the names of the members proposing and seconding the nomination should accompany the name of the candidate. The name of the two independent scrutineers overseeing the ballot should be announced on the ballot papers.

Bye Laws to Article 74

- (i) The Committee may decide that a postal ballot shall be held on one or more of the resolutions announced on the notice convening the Extraordinary General Meeting.
- (ii) Any five Ordinary Members may request that a postal ballot be held on any or all the resolutions announced on the notice convening the Extraordinary General Meeting if the Committee has not already announced that such resolutions will be the subject of a postal ballot. Such a request should be made in writing to the Honorary Secretary to be received by the latest date specified in the notice convening the Extraordinary General Meeting.

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