

RULES of the BRITISH ASSOCIATION FOR SOUTH ASIAN STUDIES

1. (i) The Society shall be called The British Association for South Asian Studies, and hereinafter 'the Society'.

(ii) The Society will conduct itself as a charity registered under the guidelines of the Charity Commission for England and Wales.

(iii) The Society incorporates the Society for Afghan Studies, the Society for South Asian Studies and the pre-merger British Association for South Asian Studies.

2. The object for which the Society is established is to promote studies in regard to South Asia, and in order to attain the foregoing object the following powers (which shall be exercised solely for the purpose of effectuating the said charitable object but not further or otherwise) shall be exercisable on behalf of the Society namely:

(i) To advance, encourage, support and undertake the study of, and research relating to, the humanities and social sciences of South Asia and any other matters related thereto.

(ii) To provide and assist in providing facilities for the study and investigation of matters concerning South Asia by means of fellowships, scholarships and travel grants and by provision of other facilities including library facilities, and to collaborate for those purposes with scholars, universities and any other charitable institutions.

(iii) To organise and promote the conduct of fieldwork, surveys and excavations in South Asia for the purpose of exploring or studying all or any such matters as aforesaid.

(iv) To encourage, promote and provide facilities for the education and training of suitable persons in fieldwork, research and other method, technique or type of work connected with or ancillary to such study or any aspect thereof and to assist in such promotion or provision as aforesaid.

(v) To co-operate with other organisations carrying on work in the same fields of interest as the Society or in fields connected therewith.

(vi) To arrange for the publication or to publish the results of the studies, research, investigation, fieldwork, surveys or excavations referred to above.

(vii) To hold meetings, lectures, discussions and exhibitions, and otherwise produce, publish and circulate any periodicals, monographs and other literature that may be deemed to promote the Society's interests and activities or any of them.

(viii) So far as consistent with the laws of the countries concerned and upon such terms as the Society shall deem fit, to arrange for the preservation in public museums or similar institutions of any such objects and material relating to South Asia as may come into the Society's possession, and to promote exhibitions of such objects and material.

(ix) To maintain in the United Kingdom premises for the conduct of the affairs of the Society, 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 Society's object, to construct maintain and alter any buildings or erections necessary or convenient for the work of the Society, and to borrow or raise or secure the payment of money for the furtherance of the Society's object.

(x) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Society with a view to the promotion of its object.

(xi) 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 Society provided that such Company or Companies shall be charitable and shall have exclusively charitable objects compatible with or similar to the object of the Society 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 Society under or by virtue of proviso (e) to Rule 2.

(xii) 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 Society.

PROVIDED THAT:-

(a) The Society is established for the benefit of the community at large and not for the benefit of its individual Members, and any advantages or privileges that individual Members may derive from their membership are merely incidental to their membership and with a view to promoting and furthering the object of the Society.

(b) The Society shall not support with its funds any object or endeavour to impose on or procure to be observed by its members or others any regulations, restriction or condition which, if an object of the Society, would make it a trade union.

(c) In case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or Secretary of State, the Society shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Officers of the Society shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property.

(d) In case the Society shall take or hold any property which may be subject to any trusts, the Society shall only deal with the same in such manner as allowed by law having regard to such trusts.

(e) The income and property of the Society whencesoever derived shall be applied solely towards the attainment of the above object of the Society and no portion of the income and property of the Society whencesoever derived shall be paid or transferred directly or indirectly to the members of the Society but this proviso shall

not prevent the payment in good faith of reasonable and proper remuneration or out-of-pocket expenses or both to any officer or servant of the Society or to any member of the Society in return for any services actually rendered to the Society nor shall this proviso prevent the payment of interest at a rate not exceeding 3 per cent per annum above Bank Rate at the date of the loan demise or letting on money lent or reasonable or proper rent for the premises demised or let by any member of the Society.

(f) If upon the dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst its members, but shall be given or transferred to some other charitable institution or institutions company or companies (whether or not formed pursuant to Rule 2 (xi) hereof) having objects similar to the object of the Society and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Society under or by virtue of proviso (e) hereof, such institution or institutions company or companies to be determined by the members of the Society at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to the aforesaid then to some charitable object.

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MEMBERSHIP

4. The British Academy shall be the Founding Member of the Society. Membership may consist of the Founding Member, Ordinary Members, Affiliated Members, and Honorary Members, without regard to nationality. The Founding Member, 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 Society.

5. In addition to Ordinary Members the Society may elect Universities, Colleges, Libraries, Societies, Museums, firms, associations and companies which have an interest in South Asia as Affiliated Members. The Founding Member and Affiliated

Members shall each be entitled to nominate a representative who shall subject to Rule 40 have the same rights of attendance and voting as an Ordinary Member and Affiliated Members shall each be entitled to receive one copy of all circulars, programmes and publications as sent to Ordinary Members; such nominations may be changed at any time by notice in writing.

6. On the recommendation of the Council the Society may elect at the Annual General Meeting as Honorary Members persons distinguished for their services in, or their knowledge of, South Asia in recognition of their distinction in studies falling within the object of the Society, or their benefactions or other services to the Society, or for any other reason approved by the Council. Such Honorary Members shall have all the rights of Ordinary Members except that of voting. On the recommendation of the Council the Society may elect for a term of three years (renewable) at the Annual General Meeting an Honorary President who will be deemed an Honorary Member.

NOMINATION AND VOTING

7. Persons desirous of joining the Society as Ordinary Members or organisations wishing to join as Affiliated Members shall be proposed by one Ordinary Member and seconded by another, and shall then be elected by the Council. Nominations shall be given in writing by the Proposer to the Secretary, and every application for Affiliated membership shall give the full name, address and description of the Organisation concerned.

8. A person or organisation elected as an Ordinary or Affiliated member of the Society shall be so informed by the Secretary, and shall be sent a copy of the current Rules. Such a member shall not enjoy the privileges of membership until a first subscription shall have been paid.

9. The acceptance by the Council of an application for Affiliated membership does not entitle the organisation concerned to describe itself as a member of the Society, nor to use the Society's name in any way so as to suggest that the Society approves of any product of or action by such organisation.

SUBSCRIPTIONS

10. The annual subscriptions of Ordinary Members and of Affiliated Members shall be at such rates and due on such date or dates as may be determined by the Council. If the Council shall so determine Ordinary Members may compound for all future annual subscriptions by paying in lieu thereof one sum to be determined from time to time by the Council.

11. There may be Entrance Fees payable by Ordinary Members and Affiliated Members respectively, at such rates as may be determined by the Council. The Entrance Fee and first annual subscription shall be payable by every Ordinary Member and Affiliated Member at the time of submitting their application. In the event that an application is not accepted by the Council, all monies will be immediately repayable in full.

12. If any member has not paid a subscription by the end of the third calendar month in which payment is due, 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.

13. Resignation of a member shall be signified in writing to the Secretary, but the member resigning shall be liable for the payment of her or his annual subscription for the current year together with any arrears up to the date of resignation. If at the time of resignation a member shall be in arrears with the annual subscription, Rule 12 shall apply notwithstanding her or his having signified resignation.

14. 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 ten members of the Council it deems that a person's membership has brought into disrepute or is likely to bring into disrepute the Society's name in any way, and

thereupon the member whose subscription shall be returned or refused shall cease to be a member of the Society. In exercising this power, the Council will pay due attention to diversity, to the desirability of open debate, and to freedom of expression within the law.

OFFICERS, COUNCIL AND STANDING COMMITTEES

15. (i) The management of the Society shall be deputed to a Council of Management, which shall consist of twelve members. Three of these members will be the Chair, The Secretary and the Treasurer, who will constitute the Officers of the Society. The Council may at its discretion increase the number of Officers from amongst the twelve members of council and designate their posts and assign their responsibilities accordingly.

(ii) The members of the Council of Management will act as Trustees registered with the Charity Commission for England and Wales, and any trustees appointed who are not members shall become *ex officio* members of Council.

(iii) The Council may co-opt not more than two members for up to one year (renewable) in the interests of diversity, representation or necessary expertise, so as to meet its objectives and the Trustee guidelines of the Charity Commission for England and Wales.

16. (i) The Chair, Secretary, Treasurer and members of Council will be appointed at the Annual General Meeting (AGM) after an election among the Ordinary Members.

(ii) The election will be held at least one week before the AGM, and will be managed by the Secretary and a Returning Officer appointed annually by the AGM. The election will be conducted by such procedures as the Council may determine, subject to the following provisions:

(a) Nominations will be requested at least six weeks in advance of the election by circulation to all Ordinary Members;

(b) The Council may propose to the Society the names of candidates for election or re-election to the Council, but any Ordinary Member may stand for election who is proposed by three other Ordinary Members;

(c) All nominations must reach the Secretary at least three weeks before the election, and must be accompanied by the written consent of the nominee;

(d) Candidates may stand both for a designated office and to be a member of Council;

(e) Ballot papers and other electoral information must be circulated to members at least two weeks before the election; and

(f) Voting will be by a single transferable vote for each Ordinary Member, except that votes for officers will be counted first, and the votes for any person elected as an officer who also stood for Council membership shall be disregarded in the latter ballot.

(iii) All officers and Council members may serve for a period of three years, and may stand again for a second term of three years. After two terms of membership of Council, a member will not be eligible for re-election to the Council until the expiry of one year from the date of retirement. Notwithstanding the prescribed terms of office, at each election at least two Members of Council shall retire. Those retiring shall be those who have been longest in office since their last election. As between members of equal standing the members who retire shall in the absence of agreement be drawn from amongst them by lot.

Note: Council membership dating from before this revision of the constitution will lapse at the first AGM to be held after its adoption, and all such membership will be subject to the procedures set out in rule 16 (i); except that for the purposes of rule 16 (iii) the Council may take account of previous service for any of the incorporated societies mentioned in rule 1 (iii), and that in electing and appointing the first Council after the revision of this constitution and for one year thereafter due regard will be given to the minuted agreement that 50 per cent of the Council should previously

have been members of one and 50 per cent members of the other of those incorporated societies (other than the Society for Afghan Studies).

(iii) No person deemed ineligible to be a charitable trustee may be appointed to the Council.

(iv) The Council by a two-thirds majority of those present and voting may at anytime remove any member from the office to which he or she has been appointed and appoint another person under rule 22.

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18. The Council may be advised by one or more Standing Committees. Each Standing Committee shall consist of a Convener (who shall be a member of the Council) and a Secretary together with such other members of Council or members of the Society as may from time to time be appointed by the Council. The Council may also appoint special purpose Committees chaired by a Council Member. The quorum at a Committee Meeting shall be three of whom at least one shall be a member of the Council. Such Committees may consult persons not members of the Society.

19. The Convener, Secretary and members of each Standing Committee shall hold office for such period and (subject to proviso (e) of Rule 2) upon such terms as the Council shall deem fit. The Council may at any time remove any such person from the office to which he or she has been appointed and appoint another person in her or his place.

20. The Council may in its discretion elect Honorary Fellows of the Society from amongst its Ordinary and Honorary Members for meritorious service rendered to the Society.

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22. Any vacancy occurring in the Council between Annual General Meetings may be filled by a society member elected by Council. The Member so elected shall be eligible to stand as a candidate at the next election, notwithstanding that he or she shall thereby serve for more than the number of years provided under these Rules.

23. The Chair shall preside at Council of Management, Annual General and Extraordinary General Meetings; in the absence of the Chair the Treasurer shall preside, and in the absence of both the Secretary shall preside. The Chair may nominate any Ordinary Member to preside at other Meetings. The decision on any matter shall rest at Council Meetings with the majority, and in the case of an equality of votes, the Chair of the Meeting shall have a casting vote in addition to an ordinary vote.

24. The funds of the Society 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 Society as they think fit. The Council may invest the funds of the Society 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 Society 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 Society at the date of appointment for the purpose of vesting in their names property, funds, deeds and documents of title of the Society; 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 Society placed in their hands or under their control, and each of them shall be indemnified out of the Society's property against risk and expense incurred in her or his capacity as a Trustee unless caused by her or his wilful default.

Such Trustees shall be ex officio members of the Council, and shall have reasonable access to the Society's records and accounts. Any stocks, shares or securities of the Society may be registered by the Trustees in the name or names of a nominee or nominees on behalf of the Society. 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 other wise, 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 Society 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.

25. 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 Society the expense of and incidental to the formation of any such Company as is mentioned in Rule 2 (xi) and subject to the provisions of Rule 2 (xi) to form any such company with such constitution as the Council shall at their absolute discretion think fit.

26. (i) The Council may delegate specific powers to Officers, Committees and working groups, subject to report to Council.

(ii) Subject to the provisions of these Rules, the Council shall determine its own procedure.

27. (i) At the request of the Chair or any two members of the Council the Secretary shall at anytime summon a Council Meeting.

(ii) A Council Meeting shall be held not less than twice during each period of twelve months.

(iii) The quorum at a Council Meeting shall be five persons present, of whom one at least shall be an Officer.

28. (i) The Council may, at any time and from time to time, appoint persons as Directors, Assistant Directors or Secretaries of any project or office established by the Society in South Asia, delegating to them responsibility on behalf of the Society to advance the object of the Society in the localities concerned, such appointments

to be upon such terms within proviso (e) of Rule 2 as the Council shall deem fit, but so that (a) no member of the Council shall be eligible for any such appointment in a paid capacity (b) if any person so appointed were elected a member of the Council her or his appointment if in a paid capacity as Director, Assistant Director or Secretary would be ipso facto determined and (c) the powers vested in any person so appointed would not exceed the powers vested in the Council. The Council may also enter into agreements with third parties to provide services to the Society and its Members in South Asia.

(ii) The Council may contract to secure paid administrative services in support of its activities and the work of the Treasurer and Secretary.

29. In line with Charity Commission requirements if the annual income is over £25,000 and up to £500,000 the Society shall elect a Chartered Accountant or a firm of Chartered Accountants to audit the accounts and prepare a report annually, and may employ professional persons for this purpose. The Auditor's report shall be read at the next ensuing Annual General Meeting. The Auditor shall not be a member of the Council.

THE TREASURER

30. Subject to the Council's control and to the specific provisions of these Rules, the Treasurer shall have charge of the Society's funds, receive sums due to it and shall account for them. He or she may make payments on behalf of the Society without direction from the Council provided that such payments are no more than shall have been normally expended by the Society. Otherwise he or she shall obtain the direction of the Council before making payments out of the Society's funds.

31. The Treasurer shall prepare and submit to the Auditor at the expiration of each financial year of the Society a Statement showing a Balance Sheet and the receipts and expenses of the Society for the period in question, and shall present at the Annual General Meeting such Statement together with the Auditor's Report relating thereto.

32. Unless the Council shall otherwise determine, all cheques shall be signed by any one of the Officers for the time being.

THE SECRETARY

33. Subject to the Council's control and to the other Rules the Secretary shall exercise a general control over the Society's affairs and employees. He or she shall whenever possible attend the Meetings of the Society, the Council and its Committees, and shall be responsible for conducting the correspondence and for the general business of the Society.

34. Under the general direction of the Council the Secretary shall organise lectures and arrange for the dispatch of circulars, programmes and publications, retaining a copy of each, and shall prepare an Annual Report recording the activities of the Society. All members of the Society shall receive the Annual Report and be notified of the place, the day and the business of the Annual General Meeting, or any other general meeting, in writing using email unless a member shall specifically request that they be notified in writing using the postal system. He or she shall keep an up-to-date list of members of the Society and from time to time publish the current Rules together with such lists in accordance with any direction of the Council. The list shall indicate the Officers, the Conveners and Secretaries of the Society's Standing Committees, those who have served or are serving on the Council, Honorary Fellows, Honorary Members, the Founding Member and Affiliated Members, in addition to Ordinary Members.

MEETINGS OF THE SOCIETY

35. 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.

36. An Ordinary meeting shall be convened by notice as provided for in Rule 34. The notice convening an Ordinary Meeting shall give not less than seven days notice of the date of the Meeting and the purpose for which it is called. At Ordinary Meetings each Ordinary Member shall have the privilege of introducing, either personally or by card, two visitors.

37. Subject to Rules 40 and 41, the quorum at General Meetings shall be three Council members and ten Ordinary Members present in person, and the decision on any matter shall rest with the majority of those present and voting, and in case of an equality of votes the Chair of the meeting shall have a casting vote in addition to her or his ordinary vote. The Notice convening a General Meeting shall be sent to all members and shall give not less than twenty-one days notice of the date of the Meeting, the purpose for which it is called, any resolution to be proposed at the Meeting being convened, and an Agenda shall be sent with such notice. No notice of Meetings shall be required to be given under the Rules to any member whose subscription is in arrears, and the accidental omission to give any notice, or the non-receipt of any notice given, shall not invalidate the proceedings of any Meeting.

38. The Annual General Meeting shall be convened for receiving and considering the Annual Report of the Secretary and the financial Statement of the Treasurer and Report of the Auditor, for the election of Officers and of certain Members of the Council, for the election of an Auditor, and for any other purpose of which due notice shall have been given.

39. The Annual General Meeting shall be held in each calendar year, and no resolution (except votes of thanks) shall be passed thereat except a resolution of which proper notice has been given. No resolution to change the Rules may be brought except at an Extraordinary General Meeting. Any Member of the Society wishing to bring before an Annual General Meeting business not specified in the notice convening the Meeting shall notify the Secretary in writing accordingly such notice to reach the Secretary at least seven days before the Meeting.

40. An Extraordinary General Meeting shall be convened at any time by the Secretary at the request of the Council or of ten Ordinary Members for considering and dealing with matters of importance including changing the Rules. Such a Meeting shall be called by direction of the Council 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 the representative for the time being of the

Founding Member and two thirds of the remainder of those present and voting shall have voted in favour of such a resolution. The Chair of an Extraordinary General Meeting shall not have a casting vote in addition to an ordinary vote.

41. Notwithstanding the terms of Rule 38 the provisions of Rule 2 may only be changed in such a manner that the Society shall, after such change has been effected, be entitled to apply its income and property solely for objects which are by English law charitable and which remain within the guidelines of the Charity Commission for England and Wales.