BRITISH SCHOOL AT ATHENS

Registered Charity No. 208673 PATRON: HM KING CHARLES III

STATUTES

(adopted at an Annual General meeting on 3rd February 2026)
[**pending approval by the Charity Commission**]

1 NAME AND STATUS

1. The British School at Athens (the "School") is a Registered Charity, No. 208673, in English law. Its name in Greek shall be 'Βρετανική Σχολή Αθηνών' (previously 'Αγγλική Αρχαιολογική Σχολή'). It shall conduct its affairs in such a way as to maintain its status as a not-for-profit organization (μη κερδοσκοπικό ίδρυμα) in accordance with Greek law. As required by the Hellenic Republic the School maintains premises in Greece; these are located in Athens at Souedias 52, GR106 76, Athens, Greece and are hereinafter referred to as 'the Athens Premises'.

2 OBJECTS AND FACILITIES

2.1 The principal object of the School shall be to promote the study of Greece in all its aspects. It shall be its aim in particular to provide facilities for those engaged in research into anthropology, archaeology, archaeometry, architecture, art, environment, geography, history, language, literature, philosophy, religion and topography pertaining to Greek lands in all periods including modern times.

2.2 As required by Greek Law the School shall act as the sole administrative and applying body for the issue of permits by the Greek archaeological authorities for excavation, field survey and study of material.

2.3 In pursuit of the objects in articles 2.1 and 2.2, (together the "Objects") the School shall offer facilities to members of universities, museums, and other bodies, and to *bona fide* independent writers and researchers, especially for those in the British Isles, the Commonwealth, Greece and other countries of the European Union.

2.4 The School shall maintain the Athens Premises, which shall include a Hostel.

2.5 The School shall maintain a Library, Archive, Museum and collection of maps and photographs.

2.6 The School shall maintain the Marc and Ismene Fitch Laboratory for Archaeological Science.

2.7 The School shall be responsible to the Greek archaeological authorities for the operation of the Stratigraphical Museum at Knossos.

2.8 In addition to the Athens Premises the School shall also be responsible for its premises at Knossos including a Hostel (the Taverna) and Library, and for such other premises in Greece as the Council may determine.

2.9 The School shall maintain an office in London.

3 APPLICATION OF INCOME AND PROPERTY

3.1 The income and property of the School shall be applied solely towards the promotion of the Objects.

3.2 None of the income or property of the School may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member provided that nothing in this article shall prevent a member of the School who is not also a member of the Council from receiving a benefit from the School in the capacity of a beneficiary of the School.

3.3 A member of Council

(i) is entitled to be reimbursed from the property of the School or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the School;

(ii) may benefit from trustee indemnity insurance cover purchased at the School's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

(iii) may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the trustees do not benefit in this way;

(iv) may receive benefits as a Subscribing member.

(v) may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

4 MEMBERS

4.1 Categories of membership of the School shall be:

(i) Regular members (previously Students);

(ii) Subscribing members; and

(iii) Honorary members.

4.2. Persons eligible for admission as Regular members shall include:

(i) those persons holding Studentships awarded by the School;

(ii) such staff and students engaged in research from institutions of higher education, museums, and other such bodies and schoolteachers in the British Isles, the Commonwealth, Greece and other countries of the European Union; and

(iii) such *bona fide* independent writers, artists and researchers as have been approved by the Director.

At the discretion of the Director, the School may also admit as Regular members undergraduates and those about to enter a university, where they are undertaking a course of study approved by the Director.

4.3 All persons taking part in fieldwork in Greece conducted as a result of a permit obtained by the School, or in subsequent study, shall be admitted as Regular members at a reduced fee to be determined by the Director.

4.4 Regular members will be liable for a fee according to a scale to be approved by Council on the recommendation of the Director. Exemption from this fee will be given to: holders of Studentships awarded by the School, Visiting Fellows and those whom Council may from time to time deem to be exempt.

4.5 Subscribing members shall be those persons who or corporate bodies which have paid the subscription for the current academic year as determined by Council.

4.6 The Council may elect as Honorary members such persons as it deems worthy of that distinction.

4.7 The School Administrator shall keep a register of names and addresses of the Regular, Subscribing and Honorary members which shall be made available to any member upon request.

5 GENERAL MEETINGS

5.1 An annual general meeting of all members shall be held to report upon the work of the School, to present the School's accounts and to appoint the auditors. Not more than fifteen months shall elapse between successive annual general meetings.

5.2 Each Subscribing member and each Regular member of the current Session and the previous Session shall have one vote at all general meetings. A subscribing corporate body may send a representative who shall have one vote. Elections and appointments to Council shall be reported to this meeting. A Session shall run from 1 September in any year to 31 August in the succeeding year.

5.3 Special general meetings of the members may be called by the Chairman. The Chairman shall convene a special general meeting on receipt of a letter or letters signed by thirty members or more within twenty working days of receiving such a letter.

5.4 Fourteen days notice must be given to the members and the members of Council of any general meeting and the notice must specify the date, time and location of the meeting and the general nature of the business to be transacted.

5.5 A quorum of twenty members is required for any general meeting. If a quorum is not present within half an hour from the time appointed, the meeting shall be adjourned. The Chairman shall within five working days then convene another meeting by giving notice of the date, time and location of such meeting, and if twenty members are not present within fifteen minutes of the stated time, those present shall constitute a quorum.

5.6 Except where otherwise provided by the Articles or by any Act of Parliament (including without limitation The Literary and Scientific Institutions Act 1854) every issue is decided by a majority of the votes cast. In the event of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

6 THE VICE-PRESIDENTS

The Council may appoint one or more Vice-Presidents (*honoris causa*), including the British Ambassador in Athens while in post, and may grant other titles *honoris causa*. Vice Presidents, other than the serving Ambassador, should be persons who have had a strong past association with the BSA, and with whom, because of their academic distinction and/or powers of advocacy, the BSA wishes to maintain a strong association.

7 THE COUNCIL

7.1 The governing body of the School shall be the Council. Members of Council are charity trustees of the School under section 177 Charities Act 2011 and have the general duty of protecting all the School's property.

7.2 The Council shall comprise:

(i) the Chairman for a four-year term, renewable for one further term;

(ii) the Honorary Treasurer for a four-year term, renewable for two further terms;

(iii) one of the Vice-Presidents, elected by the Council for a four-year term;

(iv) one Vice-Chairman, who shall be elected by the Council from among its members.

(v) four members who shall be elected by the Council to serve for four years with one member to be elected each year. After a gap of one year members can be re-elected;

(vi) four members elected by the Subscribing members for four-year terms with one member to be elected each year. After a gap of one year members can be re-elected;

(vii) two Regular members with two-year terms elected by Regular members in the current Session, one to be elected each year;

(viii) the Chairs of the Committees for Archaeology; for Society, Arts & Letters; for Finance & General Purposes; of the Fitch Laboratory and of the Friends' Committee.

(ix) where the Council perceives the need for particular specialist experience to be represented on the Council, it shall have the power to co-opt up to three further members of the Council for a term of up to four years. Such a co-option must have the support of two thirds of those present at a meeting of the Council.

and for the purpose of calculating the respective terms to be served by each member of Council a 'year' shall not in any case refer to a Calendar year but in all cases refer to the period of one year beginning on 1 April following the annual general meeting that immediately precedes that date.

7.3 In the event of the death or resignation of a member of Council, the vacancy may be filled by the Council until the next annual general meeting. A member of the Council so appointed may subsequently be elected or appointed for a full term without an interval.

7.4 Other than the members of Council referred to in Article 7.2 (vii) every member of Council

(i) shall be a Subscribing member and if not a Subscribing member shall become one before he or she is entitled to attend any meeting of the Council; and

(ii) shall pay the appropriate subscription as a Subscribing member while a member of Council.

7.5 The Director of the School and the Secretary to the Council shall normally attend meetings of the Council. Neither of these Officers shall be entitled to vote at any meeting of the Council.

8 DUTIES OF THE COUNCIL

8.1 The Council shall:

(i) consider and establish the mission, strategy and objectives of the School having received the advice and proposals of the Director;

(ii) ensure compliance with the objects of the School set out in its Statutes;

(iii) approve policies, plans and budgets including the School's annual budget, so as to achieve the School's objectives, and to monitor performance against them;

(iv) ensure the solvency, financial strength and effective performance of the School;

(v) exercise guardianship over and ensure the effective management and control of the School's assets and resources;

(vi) establish procedures for managing risks to the School;

(vii) ensure compliance with the law in the UK and Greece;

(viii) elect the Chairman and the Treasurer (who need not already be members of Council) and the Vice-Chairman (who shall already be a member of Council);

(ix) appoint the Director of the School;

(x) recommend to the Annual Meeting the appointment of the School's auditors.

(xi) appoint Committees responsible for Archaeology; for Society, Arts & Letters; for Finance & General Purposes; for Publications and Research Dissemination; for Development; for the Fitch Laboratory; for Governance; and for nominations, which shall be known as the Search Committee. The Council shall approve the terms of reference of such committees. (The present Committees and their terms of reference are set out in Annexe A);

(xii) appoint the other Officers of the School or may delegate the appointment of Officers to the Director or to a Committee of Appointment;

(xiii) appoint the School Administrator to the School;

(xiv) issue such rules, regulations and bye laws as are consistent with the Objects and these Statutes with a view to promoting the better administration and functioning of the School.

8.2 The Council shall ensure that

(i) title to property or assets held in the United Kingdom of:

(a) any land held by or in trust for the School; and

(b) all investments held by or on behalf of the School

is vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by the Council as holding trustees;

(ii) the terms of the appointment of any holding trustees shall provide that they may act only in accordance with lawful directions of the Council and that if they do so they will not be liable for the acts and defaults of the Council or of the members of the School;

The Council may remove the holding trustees at any time;

8.3 When title to property or assets is held outside the United Kingdom the Council shall ensure that arrangements are made in the jurisdiction where such title is held to provide the School with the equivalent protection afforded by article 8.2(i) – (ii) above insofar as that can be secured.

9 DISQUALIFICATION AND REMOVAL OF TRUSTEES

A member of Council shall cease to hold office if he or she:

(i) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(ii) ceases to be a member of the charity;

(iii) in the written opinion, given to the charity, 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;

(iv) resigns as a member of Council by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or

(v) is absent without the permission of the Council from all their meetings held within a period of one Calendar year and the Council resolves that his or her office be vacated.

10 POWERS OF THE COUNCIL

10.1 The Council shall have the following powers to further the Objects (but not for any other purpose):

(i) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(ii) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(iii) to sell, lease or otherwise dispose of all or any part of the property belonging to the School. In exercising this power, the trustees must comply as appropriate with sections 117 - 122 of the Charities Act 2011;

(iv) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed. The trustees must comply as appropriate with sections 124 - 126 of the Charities Act 2011, if they intend to mortgage land;

(v) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(vi) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(vii) to acquire, merge with or enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;

(viii) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(ix) to obtain and pay for such goods and services as are necessary for carrying out the work of the School;

(x) to open and operate such bank and other accounts as the Council considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(xi) to delegate any of its powers or functions to a committee of two or more members of Council, subject to such conditions as may be specified and providing the terms of the delegation are recorded in the minute book. Council may impose conditions when delegating, including the conditions that:

(a) The relevant powers are to be exercised exclusively by the committee to whom they delegate;

(b) No expenditure may be incurred on behalf of the charity except in accordance with a budget previously agreed with the trustees;

provided always that the Council may revoke or alter a delegation at any time and provided further that all acts and proceedings of any committees must be fully and promptly reported to Council

(xii) to hold, organise, publicise, attend or otherwise promote workshops, conferences, educational or training courses, seminars, lectures or classes of any kind either alone or with others;

(xiii) to promote or carry out research;

(xiv) to publish or distribute information;

(xv) to admit persons to any premises or property owned or controlled by the School with or without charge and on such other terms as the Council may determine;

(xvi) to undertake or accept any trusts or obligations which are charitable in accordance with the Objects and which may be lawfully undertaken by the School;

(xvii) to insure the property of the School against any foreseeable risk and take out other insurance policies to protect the School when required;

(xviii) to insure the members of Council against any liability or potential liability they may suffer or incur in their capacity as charity trustees insofar as permitted by law (including without limitation the costs of a successful defence to a criminal

prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty);

(xix) to employ paid or unpaid agents, staff or advisers;

(xx) to apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realisation of any of the Objects and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the School;

(xxi) to do all such other lawful things as are necessary for the achievement of the Objects;

(xxii) to accept gifts, donations and endowments in furtherance of the objects of the British School of Athens as set out in Statute 2 (above). This power is delegated to the Director as set out in Statute 13.5 (i) or other Officers of the School in accordance with its Donation Acceptance Policy of June 2022 (as amended from time to time with the consent of Council). The power to amend and improve the Gifts Acceptance Policy is delegated to the Governance Committee on behalf of Council.

10.2 The Council may suspend the Director on such terms as the Council thinks fit pending investigation where there is reasonable suspicion of misconduct or in case of incapacity. In case of such emergency, the Chairman shall take action and report immediately to the members of Council. Where necessary, the Director may be removed from office by the Council with a majority of three-fourths of those present at a meeting specially summoned for the purpose. At least ten working days' notice shall be given of such a meeting. In the case of emergency arising from incapacity, misconduct or other cause, the Council will make arrangements for the temporary direction of the School.

11 THE CHAIRMAN

The Chairman of the Council shall:

(i) ensure the efficient conduct of business at the Annual Meeting and meetings of the Council, and between meetings;

(ii) maintain good communications with the Director between meetings of the Council;

(iii) appraise the work of the Director and School Administrator;

(iv) ensure that the Council's performance is reviewed from time to time.

12 PROCEDURES OF THE COUNCIL

12.1 If the Chairman is ill or incapacitated, the Vice-Chairman or his/her nominee shall convene any meeting of Council.

12.2. The Council shall meet at least three times a year. The Chairman may summon a special meeting at his/her discretion.

12.3 The School Administrator shall send due notice of each meeting to each member of the Council. Seven voting members of the Council shall be a quorum.

12.4 Questions arising at a meeting must be decided by a majority of votes. In the event of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

12.5 No alteration of these Statutes or any special resolution shall have retrospective effect to invalidate any prior act of the Council.

12.6 Any meeting of the Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

12.7 Council may approve business by written circulation provided that a) seven days' notice is given of the date by which Council members must make known their opinion on the resolution in question; b) all material relevant to the resolution is circulated at least five days before the decision must be taken; c) an absolute majority of members of Council vote in favour of the proposed resolution; d) no member of Council asks for a discussion of the resolution prior to decision. If any member of Council asks for a discussion of the resolution prior to decision, a meeting of Council shall be held, either in person or on-line after due notice has been given.

13 THE DIRECTOR AND PRINCIPAL OFFICERS

13.1 The Director is the principal executive officer and principal accounting officer of the School, and is in charge of the School in Greece. The Upper House shall be the Director's residence during his/her term of office. The Director may absent himself/herself from Greece for short periods for research or School business, and in addition is entitled to annual leave.

13.2 The Director reports to the Council.

13.3 The Director's duties and responsibilities shall be:

(i) to advise the Council and its delegated bodies on the strategy of the School, and to implement the strategy approved by the Council;

(ii) to recommend to the Council and its delegated bodies plans and policies, and to implement the plans and policies approved by the Council;

(iii) to advise the Honorary Treasurer on the budget and other financial matters, and to implement in Greece the budget approved by Council;

(iv) to represent the School in all its relations with the Greek State, Greek entities of public law, and third parties as appropriate; and to ensure that the School respects Greek law and regulation in its activities;

(v) to develop and foster the academic life of the School, and to maintain academic standards;

(vi) to report regularly to the Council on the School's activities, including the academic life of the School, the library, premises and finances, and all other matters affecting the interests of the School;

(vii) to appoint domestic staff locally employed in Greece and participate in the appointments made by Council;

(viii) to ensure and oversee the appraisal of all School staff;

(ix) to advise the Council on appointment of Officers of the School; or to make such appointments when delegated the authority to do so by the Council.

(x) to admit suitably qualified persons to the Library as Readers;

(xi) to conduct his or her own programme of research;

(xii) to appoint when absent from Greece the Assistant Director, the Fitch Laboratory Director, the Knossos Curator or other person approved by the Chairman to be in charge of the School. When absent from Athens, yet within Greece, the Director may exercise his/her discretion to appoint one of these persons in that capacity.

(xiii) such other duties as may be appropriate to further or represent the interests of the School, such as holding office in the Friends of the British School.

13.4. The Director as the principal executive officer and principal accounting officer of the School shall represent same in all its relations with the Greek State, Greek Entities of Public Law, the Greek archaeological authorities and any third parties whatsoever.

13.5 The Director is empowered, in his/her capacity as representative of the School, to purchase in its name and on its behalf immovables situated in Greece, to transfer such immovables to the Greek State as required by the appropriate legislation, and also to accept in the School's name and on its behalf the donation to same of any immovables situated in Greece. More specifically the Director shall have power

(i) to sign before any Greek Notary Public the Deed of Purchase or of Sale or the Deed of Acceptance of the Donation, as the case may be, under any terms and conditions documents, petitions, notices or declarations required for this purpose under Greek law, including affidavits foreseen by Laws 820/1978, 1249/1982, 1337/1983, 1599/1986 and by articles 72 of Law 129/1989;

(ii) to make any declarations, admissions, recognitions and waivers, involving loss of rights and the undertaking of obligations including the waiver of all rights and actions at law to dispute, dissolve or annul any Deed of Purchase or Deed of Donation

(iii) to waive all rights and actions arising from articles 178,179 and 388 of the Greek Civil Code;

(iv) to do and execute any other acts required in order to fulfil the mandates in (i) – (iii) above;

(v) to appoint other attorneys or representatives with the same or lesser powers set out above and to revoke any such appointments.

13.6 The Director may exclude a member from the School's premises in case of misconduct. Such exclusion shall be reported immediately to the Chairman.

13.7 The duties of the principal Officers of the School in Greece shall be approved by Council on the recommendation of the Director and are listed in Annexe B.

14 VISITING FELLOWS

The Council may appoint non-stipendiary Visiting Fellows, who shall normally reside in the Hostel for three months during the Session. Visiting Fellows shall carry out a programme of research and take a general interest in the academic life of the School. They shall prepare a brief report on their research for the Director to forward to the Council.

15 PUBLICATIONS

15.1 The Council shall publish once a year a volume of the Annual of the British School at Athens, and an Annual Report. The Annual shall contain reports of fieldwork conducted by the School and of research that members carry out. The School shall also publish an account of fieldwork and research in Greece such as is currently embodied in Archaeology in Greece and other monographs on research in Greece.

15.2 The Council has first claim upon the definitive publication in the Annual or supplementary volumes of the results of fieldwork conducted as a result of a permit obtained by the School. No such work may be published elsewhere without the Council's previous consent. Consent will require the agreement of the author(s) of such work to submit copies to the Library.

16 NOTICES

16.1 Notices under these Statutes may be sent by hand, or by post or by suitable electronic means.

16.2 The only address at which a member is entitled to receive notices is the address shown in the register of members kept in accordance with article 4.7.

16.3 Any notice given in accordance with these Statutes is to be treated for all purposes as having been received

(i) 24 hours after being sent by suitable electronic means or delivered by hand to the relevant address

(ii) two working days after being sent by first class post to that address

(iii) three working days after being sent by second class or overseas post to that address

(iv) on being handed to the member personally.

16.4 A technical defect in the giving of notice of which the issuer of the notice is unaware at the time does not invalidate decisions taken at any meeting.

17 AMENDMENT OF THE STATUTES

The Council may recommend amendments to the Statutes. Amendments to the Statutes as recommended by the Council shall only take effect following the approval by resolution of the members either at an annual general meeting, or at a special general meeting but only if such an amendment:

(i) shall be passed by a majority of at least three fifths of the members present when the vote is taken;

(ii) shall not have the effect of the School ceasing to be a charity at law;

(iii) shall not amend article 2 if the amendment would undermine or work against the previous objects;

(iv) shall not alter articles 17 or 18 without the prior written consent of the Charity Commission.

18 DISSOLUTION

18.1 If the Council so recommends, these Statutes may be repealed and the School dissolved by a resolution of three fifths of the members present at an annual general meeting or a special general meeting.

18.2 At such a general meeting the members may pass a resolution before or at the same time as the resolution to dissolve the School specifying the manner in which the Council shall apply the remaining property or assets of the School and the Council shall comply with that resolution if it is consistent with Article 18.5.

18.3 If the members resolve to dissolve the School the members of Council shall remain in office as charity trustees and be responsible for winding up the affairs of the School in accordance with this article 18 and the members of Council shall collect in all the assets of the School and shall pay or make provision for all the liabilities of the School.

18.4 The Council shall notify the Charity Commission for England and Wales (the 'Commission') promptly that the School has been dissolved. If the Council is obliged to send the School's accounts to the Commission for the accounting period which ended before its dissolution, they must send to the Commission the School's final accounts.

18.5 The Council shall apply any remaining property or assets of the School:

(i) directly for the objects of the School in articles 2.1 and 2.2;

(ii) by transfer to any charity or charities for purposes the same as or similar to the objects of the School;

(iii) in such other manner as the Charity Commission for England and Wales may approve in writing in advance

and in no circumstances shall the remaining property or assets of the School be paid to or distributed among the members of the School (except to a member that is itself a charity whose objects fall within (ii) above).