

# **THE PALESTINE EXPLORATION FUND**



## **MEMORANDUM AND ARTICLES OF ASSOCIATION**

**JUNE 2025**

## **COMPANIES ACTS 1985 AND 1989**

### **COMPANY LIMITED BY SHARES**

#### **MEMORANDUM OF ASSOCIATION of THE PALESTINE EXPLORATION FUND**

(As Amended 12 June, 2025)

1. The name of the Association (hereinafter called 'The Company') is  
**THE PALESTINE EXPLORATION FUND.**
2. The registered office of the Company will be situated in England.
3. The Company is established for the advancement of education of the public in the history, archaeology, art, literature, languages, ethnology, geography, natural and earth sciences of the Levant by the promotion of research into such relevant fields of study as the Trustees shall decide and by publishing the useful results thereof, and by operation and management of a museum.

In furtherance of the said objects, but not further or otherwise, the Company shall have power:

- (a) to cause to be written, and printed or otherwise reproduced and circulated, with or without charge, periodicals, magazines, books, leaflets or other documents, films or digital media;
- (b) to collect document and preserve objects and archival material relevant to the heritage and culture of the Levant, and to the exploration of the region; to make the same available for inspection, study, reproduction and publication; to display such artefacts, pictures, plans, and photographs from our collections that illustrate aspects of these stories to the general public;
- (c) to hold exhibitions, meetings, lectures, classes, seminars, conferences and courses at the PEF's premises and at other venues, either alone or with others;
- (d) to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the useful results of any such research;
- (e) to co-operate and enter into arrangements with any authorities, national, local or otherwise

- (f) to accept subscriptions, donations, devises and bequests and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate; to maintain and alter any of the same as are necessary for any of the objects of the Company and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (g) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (h) to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (i) to borrow or raise money for the objects of the Company on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Company shall not undertake any permanent trading activities in raising funds for the objects of the Company;
- (j) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (k) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (l) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;
- (m) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Company;
- (n) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;

- (o) to insure and arrange insurance cover for and to indemnify its Officers, employees and voluntary workers from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (p) subject to the provisions of Clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for employees for the time being of the Company;
- (q) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (r) to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company;
- (s) to establish where necessary local branches (whether autonomous or not);
- (t) to do all such other lawful things as shall further the above objects or any of them.

PROVIDED THAT:

- (i) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
- (iii) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company 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 Executive Committee of the Company shall be chargeable for any such property that 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 in the same manner and to the same extent as they would as such Executive Committee have been if no incorporation had

been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court or the Charity Commissioners over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company and no Trustee shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

(a) of reasonable and proper remuneration to any member, officer or servant of the Company not being a member of its Board of Trustees for any services rendered to the Company;

(b) of interest on money lent by any member of the Company or of its Board of Trustees at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board or 3 per cent whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Trustees

(d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100th part of the capital of that company; and

(e) to any member of its Board of Trustees of out-of-pocket expenses.

5. The share capital of the Company is £200 divided into 20,000 shares of one penny each. Upon election, and for the period of office only, a Trustee will be allocated one share. No other shares shall be distributed, including to Members.

6. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object

