



Royal  
Astronomical  
Society

## Bye Laws – Royal Astronomical Society

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### SECTION I. The Object of the Society

1. The Object of THE ROYAL ASTRONOMICAL SOCIETY shall be the encouragement and promotion of Astronomy, Solar-System Sciences, Geophysics and closely related branches of science.

## SECTION II. The Constitution of the Society

2. The Membership of the Society shall consist of Fellows, who shall have the privileges and obligations set out in the following Bye-laws, and other membership types such as Associates. The Society may agree to introduce other types of membership. Privileges and obligations of other types of membership shall be set out in regulations agreed by the Council.

3. The Society shall operate as a charity under English Law with the Council serving as the Board of Trustees. The control of the affairs of the Society shall rest with the General Meeting of Fellows. Subject to that control, the direction and management shall rest with the Council. An Executive Director, appointed by Council, shall be responsible for the efficient day-to-day management of the Society within the strategic outlines agreed by Council.

4. The normal number of members of Council is twenty-one, this may be increased by one on the occasions where the Society wishes to appoint a President-elect. The Council shall consist of a President, President–Elect, a Treasurer and not more than three Secretaries (these being collectively referred to as the Officers), together with four Vice-Presidents and twelve Councillors, all being Fellows.

5. The Council may at any time call a General Meeting of Fellows to discuss and determine questions relating to the affairs of the Society; and to enact, alter and repeal Bye-laws.

6. Any twenty Fellows may recommend to the Council, by a written communication addressed to one of the Officers, the adoption or rejection of any measure, including the enactment, alteration and repeal of Bye-laws. Such recommendation shall be considered by the Council not later than at its next regular meeting and, if the outcome be not satisfactory to the Fellows proposing the recommendation, the Council shall, if required by them, bring forward the same for the opinion of the Society at large, at a General Meeting to be held within two months of that requisition.

7. Notice of the place and time of any General Meeting, and of the business for which it is summoned, shall be despatched to Fellows at least two weeks before the date of such Meeting; and no business shall be transacted at such Meeting except that which has been so notified.

8. At a General Meeting twenty-four Fellows shall constitute a quorum. Except as specified in subsequent Bye-laws, any question in the Meeting shall be decided by a majority vote, by show of hand or by ballot should any six Fellows present so desire.

9. The President, or other Fellow in the Chair, may accept amendments to proposals notified under Bye-law 8 if such amendments do not, in the opinion of the Chair, materially vary the intention of the proposals.

10. If the whole of the business cannot be completed on the day appointed the Meeting may adjourn to another day without the necessity of a fresh summons.

### SECTION III. General Meetings

11. A General Meeting of Fellows shall be held annually, normally on the second Friday in May, to discuss and determine matters relating to the affairs of the Society, including the Annual report and accounts; reports of the professional auditors; appointment of professional auditors; election of Council; Membership Subscriptions for the ensuing year; and, as deemed necessary, the enactment, revision, and repeal of Bye-laws. In addition, two or more Fellows, not being members of Council, chosen by the Society at each General Meeting as Honorary Auditors, will deliver a personal report on the resources, goals, structures, activities, conduct and general health of the Society but not matters relating to finance, law or personnel.

12. On behalf of Council, the President shall appoint two or more Fellows as Scrutineers of the ballot for the elections to Council, who shall report the result of the ballot to the Meeting.

### SECTION V. The Council

13. The Council shall hold six meetings annually. The Officers may call such extra meetings as they consider necessary for the conduct of the Society's business. The President, or any three members of the Council, may require the Officers to call an extra meeting in which case it shall be held within four weeks. Notice of the place and time of each meeting shall be despatched to each member of Council at least one week before the date of such meeting. Meetings shall be at the Society's premises unless the Council decides otherwise.

14. At a meeting of the Council eleven members, including one or more Officers, shall constitute a quorum; however, when such a meeting is for the sole purpose of sealing approved documents three members including two of the Officers shall constitute a quorum.

15. At a Council meeting where the President is absent, the President-elect shall take the Chair: in the case of the absence of the President-elect one of the Vice-Presidents shall take the Chair; in case of the absence of all these, the meeting may elect any Councillor present to take the Chair.

16. Except as otherwise directed in these Bye-laws, any question in the Council shall be decided by a majority vote, by show of hand or by ballot should any two members present so desire.

17. The determination of the Council on any question not requiring immediate decision shall, at the request of any two members present, be deferred to the next regular meeting, but the decision shall not be further deferred save by desire of a majority of members then present.

18. The Council shall cause accounting records to be kept. The accounting records shall always be open to the inspection of the Council members. Professional auditors (who shall be qualified under the law) shall be appointed in accordance with Bye-law 11 and their remuneration determined by the Council.

19. The Council shall draw up an Annual Report and set of Accounts on the state of the Society to be presented to Fellows at the Annual General Meeting and published.

20. The Council shall cause Minutes of its proceedings to be taken during the meetings and entered into the Minute-book. The accuracy of such Minutes shall be confirmed at the next meeting (other than one for the sole purpose of sealing documents), and the Minutes shall then be signed by the President or other Council member in the Chair and published.

## SECTION VI. The Election of the Council

21. Members of the Council shall be elected by ballot at the Annual General Meeting, for the following normal and maximum terms of Office: President, two years; Vice Presidents, two years; Treasurer and Secretaries, five years; Councillors, three years. A Fellow who has completed a normal term of office as President, as a Vice-President, or

as a Councillor, shall be ineligible for election to that office until the expiry of one year from the termination of office. The Treasurer and Secretaries may be re-elected for a second, consecutive, term of office, but shall then be ineligible for that office until the expiry of one year from the termination of office. Each year there shall be an election for at least two Vice-Presidents and at least four Councillors.

22. If a vacancy occurs between Annual General Meetings the Council may fill the vacancy until the next Annual General Meeting, subject to the requirements of Bye-law 29. A replacement shall then be elected. For the offices of President, Treasurer or Secretary, the replacement shall be elected for the full term of office. For the positions of Vice-President or Councillor, the replacement shall be elected to complete only the remainder of the normal term of office, as set out in Bye-law 21. The President shall be elected a year before taking up the office and shall serve that year on the Council as President-elect.

23. A member of the Council who resigns before completing a full term of office shall be deemed to have completed that term of office and shall be subject to the restrictions of Bye-law 21.

24. Any two or more Fellows may nominate any other eligible Fellow as President, Vice-President, Treasurer, Secretary or Councillor, when a vacancy exists. Each such nomination that is accompanied by a formal statement that the nominee is prepared to serve if elected, and is received by the Society before noon on the last Friday in November, shall be included on the Balloting List, unless withdrawn.

25. At the last Council meeting of the calendar year the nominations will be scrutinised to achieve a viable, balanced and representative Balloting List. In the case that there are omissions in the range of candidates which would prevent Council from operating effectively Council may ask Officers to undertake such actions as it deems necessary to correct any imbalance, so that a revised Balloting List is available for discussion at the next meeting of Council. Any such action taken by Council members between the two Council meetings shall remain entirely confidential to Council.

26. At the first meeting of the calendar year the Council shall prepare the Balloting List, according to the requirements of Bye-laws 21, 23, 24, 25, 27, 28 and 29, including nominations made under Bye-law 24 and nominations made by two Council members at the meeting. Nominations made by Council members at the meeting must be accompanied by a formal statement that the nominee is prepared to serve if elected.

27. No Fellow shall accept nomination for election to more than one position on a given Balloting List.

28. The Balloting List shall contain, under each office, the names of those nominated and not subsequently withdrawn. To the name of each nominee shall be attached the individual names of the nominators. To each name shall be attached the letter A if that nominee's major scientific interest is in astronomy (excluding planetary science), or the letter G if in geophysics or planetary science. Such designation shall be decided upon in consultation with the nominee.

29. The Council shall include two Vice-Presidents nominated A, two Vice-Presidents nominated G, one Secretary nominated A, one Secretary nominated G, at least four Councillors nominated A and at least four Councillors nominated G.

30. The Balloting List shall be made available to Fellows as soon as practicable, together with a statement of the procedure for the ballot.

31. Fellows may vote for fewer, but not more, candidates than are required for any office. No Fellow may submit more than one Balloting paper. Scrutineers will peruse the ballot papers and count the votes in accordance with the constraints of Bye-laws 29 and 32.

32. Election as President and Treasurer shall be by simple majority. To the places as Vice-President, Secretary and Councillor shall be elected a sufficient number of Fellows to satisfy the requirements of Bye-law 4. Election shall be by simple majority, subject to the requirements of Bye-law 29. In particular, of the two Vice-Presidents elected for a two-year term of office, one shall be in Category A and one in Category G, and of the four Councillors elected each year for a three year term of office, at least one shall be in Category A and at least one shall be in Category G. Once these requirements are satisfied the places shall be allocated by simple majority, with any partial terms of office as Vice- President or Councillor being assigned to those elected with the smallest number of votes. When necessary a tie shall be resolved by casting lots. A new Council shall contain at least four Fellows who have not served on the previous Council.

## SECTION VII. The Election and Obligations of Fellows

33. Anyone over the age of eighteen shall be eligible for proposal as a Fellow. Employees of the Society who are Fellows may not stand for membership of Council.

34. A candidate for Fellowship will be considered by Council for election if either of the following is satisfied:

(i). The candidate has been proposed and recommended by a Fellow with personal knowledge of the candidate's suitability.

(ii). The candidate has submitted an application including a brief statement of their interest in astronomy or geophysics together with supporting information. Council will decide the applicant's suitability for election.

On receipt by the Society all applications will be posted to the members part of the web site for a minimum period of two weeks to provide an opportunity for Fellows to draw the attention of Council to any relevant information about the candidate.

35. The election of Fellows shall rest with Council and shall be considered at the first opportunity after the conditions specified in Bye-law 34 are met.

36. The Executive Director shall be responsible for sending, as soon as practicable after election, a formal notification of election; notification of the amounts of the current Membership Subscription; and other such papers as may be appropriate.

37. An election shall be void if, without reason acceptable to the Council, a Fellow fails, within two months of being informed of election, to pay the first Membership Subscription.

38. A Fellow shall pay an annual Membership Subscription in amounts and in a manner decided under Bye-law 43.

39. A Fellow who has attained state pensionable age and who has paid Membership Subscriptions for the previous fifteen years shall be eligible, upon application to the Treasurer in writing, for a concessionary rate of Membership Subscription, decided under previous regulations.

Notwithstanding this provision, Fellows who attained the age of 65 before 1st January 2003, and who had validly elected under a previous Bye-law for complete exemption from paying Membership Subscriptions, shall retain that privilege.

40. A Fellow who desires to resign shall signify this in writing.

41. Fellows shall be advised when three months or more in arrears with their Annual Subscription. Should the arrears be still unpaid after a total period of six months, and no reason acceptable to the Council be given for non-payment, the person concerned shall cease to be a Fellow of the

Society. The Treasurer may, on compassionate or other grounds, waive or delay the payment of the Annual Subscription by Fellows.

42. Fellows may use the letters FRAS after their names whilst they remain Fellows of the Society in good standing. Such post nominal designation shall not be held out as an honour or qualification but shall identify that the Society has recognised their serious interest in the subject areas of its Object.

## SECTION IX. Membership Subscriptions

43. Each year the Council shall make recommendations to the Annual General Meeting in respect of the amounts, for the ensuing year, of the Membership Subscriptions for Fellows, including any concessions or additional fees. The Meeting shall decide upon these amounts, and the manner in which they may be paid, subject to possible revision by a subsequent General Meeting.

## SECTION X. Code of Conduct of Members

44. The Council shall decide on a Code of Conduct which it shall cause to be openly published. Members shall be required upon election to commit to the Code. Annual renewal of membership will imply agreement to adhere to the Code.

45. Whenever it may appear to the Council from written accusations by a member or members that a member may have acted materially in contradiction to this Code or has otherwise engaged in conduct likely to bring the Society into disrepute, the Council shall cause the matter to be examined by Officers. The procedure for such an examination shall be decided by Council, within the principles of natural justice, and in a way that respects the rights of all participants. The examination shall be documented. At the end of the examination, the Officers shall submit a report to Council for their consideration. If the Council concludes that the accused member has indeed acted materially in contradiction to the Code or has brought the Society into disrepute then the Council shall determine whether the accused member should be expelled, or whether another lesser sanction should be applied as the Council shall think fit.

## SECTION XI. Scientific Meetings

46. An Ordinary Meeting of the Society shall be held on the second Friday in each month from October to May. Notwithstanding the

foregoing, Council may decide that a particular Ordinary Meeting shall not be held or shall be held on a different date. Council shall inform members of any such change at least two months before the scheduled date.

47. The Council may organise additional meetings and determine the arrangements for their conduct. In the absence of a Chair elected by Council, members attending can elect a Chairperson.

48. The business of the Ordinary and Additional Meetings shall be the presentation and discussion of scientific or organisational matters relating to astronomy and geophysics; it shall not include discussion of the Bye-laws or the management of the Society.

49. The scientific meetings of the Society are open to all who respect the aims of the Society and behave reasonably.

## SECTION XII. Committees and other bodies

50. Council may establish committees and other bodies (such as scrutineers, working groups) to forward the Object of the Society. Reports from each meeting should be promptly submitted to Council. The Council may appoint persons not Members of the Society to serve on a Committee or other body; such persons shall have an equal voice with the other members of the Committee or other body. The membership of each Committee shall include at least one member of Council. The Council may impose conditions when delegating powers, including the conditions that:

- a) the relevant powers are to be exercised exclusively by the Committee to which they are delegated;
- b) no expenditure may be incurred except in accordance with a budget previously agreed with the Council.

The Council may revoke or alter a delegated power or an action taken under a delegated power.

## SECTION XIII. The President and Vice-Presidents

51. The duty of the President shall be to take the Chair at the Ordinary and General Meetings of the Society, and at the meetings of the Council; to regulate their proceedings; to state and put questions according to the sense and intention of the meeting; to carry into effect the Bye-laws of the Society and to represent the Society externally.

52. In the absence or incapacity of the President, other than at Council meetings where Bye-law 15 will apply, the President-elect, one of the Vice-Presidents, or Treasurer, or any Fellow as the President may determine, shall execute the President's duties.

53. The President, or other Fellow in the Chair, shall not vote on any question brought before the meeting except where a casting vote is necessary to decide the question, in which case such casting vote shall be exercised.

## SECTION XIV. The Treasurer

54. The Treasurer shall cause to be made records and accounts of all sums of money due to the Society and paid by the Society, and shall present annual summary accounts, through Council, to the Annual General Meeting for approval, and then to the Government as required by law.

55. The Treasurer shall present prospective budgets for the financial affairs of the Society, including for the financial management of the publications, and report at each meeting of the Council on financial matters.

56. The Council may set a limit on sums of money which may be authorised by the Treasurer and the Executive Director for specific items above the agreed budgets without express approval by the Council. No sums of money in excess of such limit shall be paid without a resolution of the Council, recorded in the minutes. Notwithstanding the limit, the Council may delegate the Treasurer to agree with the Society's publisher for expenditure necessary for the in-year management of the publications, for example to maintain short publication times, provided the Treasurer reports on these financial matters to Council as provided in Bye-law 55.

57. The accounts of the Society shall be inspected annually by professional auditors.

58. A Treasurer whom the Council has deemed to have grossly neglected or misconducted their duties shall be removed from the post.

## SECTION XV. The Secretaries

59. The duties of the Secretaries shall include the creation of the programme of the scientific meetings of the Society and such other responsibilities as are determined by the Council.

60. A Secretary whom the Council has deemed to have grossly neglected or misconducted their duties shall be removed from the post.

## SECTION XVI. Responsibilities of Councillors

61. As the Trustees of the Society, which is a registered charity, members of Council shall be responsible collectively for the policy and management of the Society in accordance with charity legislation. They shall be subject to restrictions imposed by charity legislation regarding payments to trustees, and other matters.

62. Members of the Council who, after one year of service, have been absent from half or more of the Council Meetings which they have been eligible to attend since election, without reason which, in the Council's opinion, is adequate and unlikely to operate for the remainder of their term of Office, shall be deemed to have resigned from Council.

## SECTION XVII. The Executive Director

63. The Council shall have the power of appointing, employing, remunerating and dismissing the Executive Director, in line with current relevant legislation. The Executive Director shall act as the agent of the Council and shall have the delegated authority to deliver the strategic intent as directed by the Council; such direction will be recorded in the minutes of Council meetings. The Executive Director shall have responsibility for the day-to-day conduct of the Society's affairs, management of the Society's staff (including their employment conditions), daily management of the finances of the Society within the agreed operating budget, and operation of the premises, and be always mindful of legal requirements for the operation of the Society as a charity, and an employer. The Executive Director shall carry out their responsibilities under the overall direction from time to time of, in the case of policy matters, the President, and in the case of the finances of the Society, the Treasurer, each officer acting as the representative of the Council.

64. The Council shall delegate to the Executive Director, within specified limits and the strategic directions set by Council, the power to appoint

staff as considered necessary for the conduct of the Society's business, and determine the terms under which such staff are employed.

## SECTION XVIII. The Society's Publications

65. The number, form, method of publication, subscriptions and frequency of issue of the Society's publications shall be determined by the Council, in consultation with any publishing partner and with any publisher with whom the Council may contract, and taking into account the views of the Treasurer, the Editors, and recommendations made by advisory bodies set up by the Council for the purpose. Papers communicated to the Society may be published, with other such material as the Council may authorise, in these publications.

66. The Council may appoint Editors of the Society's publications and make agreements with publishing partners also to appoint Editors. Such Editors shall then act on behalf of the Council in regard to the content and presentation of the publications.

67. Council shall determine the arrangements for the copyright of papers published by the Society.

## SECTION XIX. Award of Gold Medals

68. The Society may recognise outstanding contributions to Astronomy and Geophysics by the award of Gold Medals: in any one year, not more than one in the field of astronomy (excluding planetary science) and not more than one in the field of geophysics (including planetary science).

69. It shall be the duty of the Council to consider annually the propriety of such awards and, if it thinks fit, to decide upon the awards. No Gold Medal shall be awarded unless at least three-fourths of the members of the Council present at the appropriate meeting agree thereto.

70. Notwithstanding Bye-law 68, in cases where two or more persons have been jointly concerned in a particular contribution, or have been the simultaneous but independent authors of an outstanding contribution, a Gold Medal may be awarded to these persons jointly. In such a case, an impression of the Gold Medal shall be given to each of the joint recipients.

## SECTION XX. Other Medals

71. Council shall determine the arrangements to make other awards for achievement in fields of interest.

## SECTION XXI. The Common Seal and Deeds

72. The Common Seal of the Society is a representation of Herschel's telescope with the motto Quicquid nitet notandum, surrounded by the words and figures 'Royal Astronomical Society 1820'.

73. It shall be the duty of the President and the Executive Director to be responsible for the safe custody of the Charter, the Common Seal and the formal documents relating to the status, obligations, procedures and structure of the Society.

74. The Common Seal shall not normally be affixed to any Deed or Writing except at a meeting of the Council and by the Council's authority, but, by order of the President, when urgency demands and a special meeting of Council cannot be arranged, a Deed or Writing may be sealed in the intervals between the meetings of the Council. Every Deed or Writing to which the Common Seal of the Society is affixed shall be signed by two Officers or by two persons approved by Council for this purpose, and the particulars of the same entered in the Minute Book.

## SECTION XXII. The Property of the Society

75. The whole of the funded property of the Society shall be placed in the name of 'The Royal Astronomical Society'. Except after receiving the prior written consent of the Charity Commissioners, the Society shall not make any dividend, gift, division, or bonus in money unto or between any of its members except in the case of recognition of merit, such as the award of grants, medals and awards. Notwithstanding the above Council may recognise merit by the award of a grant, medal or award to any suitable person.

76. A Fellow may at any reasonable time consult the Society's Minute Books and the Library, and may borrow books from the Library in accordance with the regulations. Anyone wishing to consult any other material belonging to the Society must have the written authorisation of

one of the Secretaries, or such deputy as may be appointed by the Council.

## SECTION XXIII Donations and Bequests

77. Every person who shall contribute to the property or General Funds of the Society shall be acknowledged as a benefactor.

## SECTION XXIV Emergency Powers

78. If circumstances should arise where any provision of these Bye-laws cannot be followed, before procedures laid down in the Bye-laws can be implemented, the President, President-elect or a Vice President shall have the authority to consult with such Officers as can be contacted, to agree to take whatever action is considered necessary to manage the circumstances. The action shall then be reported as may be to the next meeting of the Council for its retrospective approval and any decision on consequential action which may need to be taken. The matter shall be reported to members through Council minutes and reported to the Annual General Meeting through the annual report.