



# **THE BRITISH ASTRONOMICAL ASSOCIATION**

*Incorporated 1911 September 7*

*Company no. 117572*

*Charity no. 210769*

## **MEMORANDUM OF ASSOCIATION, ARTICLES OF ASSOCIATION AND BY-LAWS**

*Revised 2019 May*

*The Association thanks current and former members of Council, especially David Arditti, Richard Chambers, John Chuter, Peter Hudson, Ron Johnson, Anthony Kinder and Hazel McGee, for their contributions to the major 2015 revision of the BAA Governing Document. This 2019 revision was coordinated by David Arditti.*

*Published by the British Astronomical Association, London, 2015 May 27*

*Revised 2019 May 29*

# THE BRITISH ASTRONOMICAL ASSOCIATION

## MEMORANDUM OF ASSOCIATION

1. The name of the Association is 'The British Astronomical Association'.
2. The registered office of the Association shall be situated in England.
3. The objects for which the Association is established are:
  - (a) To promote the science of astronomy and all branches of astronomical research;
  - (b) To promote the association of observers of all abilities, for mutual help, and their organisation in the work of astronomical observation; the circulation of current astronomical information; the encouragement of a popular interest in astronomy;
  - (c) To publish and circulate such *Journals*, *Memoirs* or other forms of information as may be desirable;
  - (d) To make, purchase, sell, let on hire, and otherwise deal with instruments, images, electronic media and accessories;
  - (e) To acquire and dispose of property for the purposes aforesaid;
  - (f) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
4. In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as allowed by the law, having regard to such trusts.
5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this 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 to profit, to the members of the Association. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association, but so that no member of the Board of Trustees shall be appointed to any salaried office of the Association or to any office of the Association paid by fees, and that no remuneration shall be given by the Association to any member of such Board, except repayment of out-of-pocket expenses and interest at a rate not exceeding 5 per cent per annum on money lent, or reasonable and proper rent for premises demised to the Association. Provided further that this provision shall not prevent the payment or award of such Grants, Prizes, Awards or Medals to any member of the Association or of the Board of Trustees, as may be approved by the Council according to the By-laws of the Association from time to time in force.
6. The liability of the members is limited. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during that person's time of membership or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the end of that time, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one pound sterling.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other institution not formed for carrying on business for profit and having objects similar to the objects of the Association, to be determined by the members of the Association 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, or if and so far as effect cannot be given to the foregoing provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Association, and subject to any reasonable restriction as to time and manner of inspecting such accounts as may be imposed in accordance with the regulations of the Association for the time being, the same shall be open to the inspection of the members. Once at least every year the accounts of the Association shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditors or independent examiners.



WE, the several persons whose names and addresses are subscribed, are desirous of being formed into an Association in pursuance of this Memorandum of Association.

<b>Names, Addresses and Descriptions of Subscribers</b>	
Frederick William Levander, 30 North Villas, Camden Square, London, N.W.	Retired Schoolmaster.
Andrew Claude Delacheries Crommelin, 55 Ulundi Road, Blackheath, S.E.	Assistant at Royal Observatory, Greenwich.
Walter Heath, Uplands, Cobham, Surrey.	Gentleman, of no occupation.
William Henry Wesley, Burlington House, London, W.	Asst. Secretary, Royal Astronomical Society.
Theodore Evelyn Reece Phillips, St. Georges Cottage, Ashted, Surrey.	Clerk in Holy Orders.
William Henry Maw, 18 Addison Road, London, W.	Civil Engineer.
Walter Goodacre, Waratah, Holden Rd, Woodside Park, London, N.	Manufacturer.

Dated the 25th day of August, 1911

Witness to the above Signatures,

John William Howard Thompson,  
Devereux Chambers, Temple, London, W.C.  
Solicitor.

*This Memorandum of Association was revised and updated by resolution of a Special General Meeting of the Association held at Burlington House, Piccadilly, London W1J on 2019 May 29.*

# THE BRITISH ASTRONOMICAL ASSOCIATION

## ARTICLES OF ASSOCIATION

*(including amendments passed at the Extraordinary General Meeting, 1946 October 30, at the Special General Meeting, 1988 November 30, at the Special General Meeting, 2015 May 2, and at the Special General Meeting, 2019 May 29).*

### INTRODUCTION

WHEREAS an unincorporated Association called the 'British Astronomical Association' existed from 1890 to 1911 for objects similar to the objects expressed in the Memorandum of Association of the Association to which these Articles apply (hereinafter called 'the Association');

AND WHEREAS the Association was formed in 1911 for furthering and extending the objects of the former Association by a registered Association under the Companies (Consolidation) Act, 1908:

AND WHEREAS the Association was registered as a Charity on 1962 September 22 (registration number 210769):

NOW IT IS HEREBY WITNESSED as follows:

1. These Articles shall be construed with reference to the provisions of the Companies Act 2006 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act. Words importing the singular number shall include the plural number and vice versa.

### MEMBERS

2. Any person may become a member of the Association who shall pay their subscription and shall meet the conditions prescribed by the By-laws from time to time in force as provided by these Articles.
3. The distribution to the members of the publications of the Association shall be prescribed by the By-laws from time to time in force as provided by these Articles.
4. The rights and privileges of every member shall be personal to that member and shall not be transferable or transmissible by their own act or by operation of law.

### RESIGNATION OF MEMBERS

5. A member may resign from the Association upon giving the Business Secretary notice of an intention so to do at least 14 days before the date upon which the member's next subscription becomes payable in accordance with the By-laws from time to time in force as provided by these Articles. A member giving such notice shall cease to be a member as from the date when the subscription becomes payable next after the expiration of such 14 days as aforesaid.

### EXPULSION OF MEMBERS

6. The Council may at a meeting of the Council remove from the Register the name of any person who shall have wilfully acted in contravention of the regulations of the Association or who shall in the opinion of the Council have been guilty of such conduct as shall render a person unfit to continue to belong to the Association, and that person shall thereupon cease to be a member of the Association. Provided that a majority of three-fourths of the votes of the members of the Council present and voting at such meeting shall be necessary for the expulsion of a member. Provided, further, that such member shall have at least 14 days' notice of the resolution to be proposed at such Council meeting, which notice shall state that if it is desired, the member may attend thereat and present a defence prior to the voting on such resolution.

## **BOARD OF TRUSTEES**

7. The Board of Trustees (hereinafter ‘the Board’) shall be chosen from the members only and shall consist of a President, one Vice-President, one Treasurer, one Business Secretary, and five further Trustees that shall be elected in such manner as shall be prescribed by the By-laws from time to time in force.
8. The powers and duties of the Trustees shall, subject to any express provision in these Articles and in the By-laws, and any legal requirements, be defined by the Board.

## **COUNCIL**

9. The Council of the Association shall be chosen from the members only and shall consist of the Board of Trustees; up to two additional Secretaries, elected according to the By-laws from time to time in force; the Section Directors and Postholders; and up to five further members of the Association elected according to the By-laws from time to time in force. The Council may co-opt or appoint additional members as shall be prescribed by the By-laws from time to time in force.
10. The powers and duties of members of the Council who are not Trustees shall, subject to any express provision in these Articles and in the By-laws, be defined by the Council.

## **POWERS AND DUTIES OF THE BOARD OF TRUSTEES**

11. The Board of Trustees shall constitute the Trustees of the Charity and the Directors of the Company. The Board shall have control over, and management of, all financial and administrative affairs and all property of the Association, in accordance with these Articles and the By-laws from time to time in force.
12. The Board may regulate its own procedure and delegate any of its powers to any one or more of its body.
13. Five members of the Board shall constitute a quorum at any meeting thereof. ‘Meetings’ of the Board may include electronic communication without visible contact.
14. The Treasurer may, with the consent of the Board, invest in the name of the Association any moneys not specifically required for the immediate purposes of the Association in or upon any investments for the time being allowed by law for the investment of trust funds.
15. The Board may, with the consent of the Council, borrow moneys for the purposes of the Association on the security of the property of the Association or otherwise at their discretion.
16. The Board may appoint and remove such salaried or contracted assistants or other personnel as they may deem necessary. The amount of the salary and conditions of the employment of such assistants shall be defined by the Board.
17. The Board shall manage staff, volunteers and the operation of the Office and other administrative functions of the Association on a day-to-day basis.
18. No act done by the Board, whether within the powers of the Board or not, which shall receive the express or implied sanction of the members at an Annual General Meeting or Special General Meeting, shall be afterwards impeached by any member of the Association on any ground whatsoever, but shall be deemed to be an act of the Association.

## **POWERS AND DUTIES OF THE COUNCIL**

19. The Council shall regulate and organise the scientific and public activities of the Association and the services to the Members, subject to the financial and administrative control exerted by the Board of Trustees.
20. The Council may regulate its own procedure and delegate any of its powers to any one or more of its body.
21. Five members of the Council shall constitute a quorum at any meeting thereof.

22. The Council shall appoint Directors of the observing and other Sections, and Postholders for specific purposes. Such appointments shall be reviewed periodically as defined in the By-laws from time to time in force.
23. The Council may fill from the membership of the Association any vacancy which shall occur on the Board of Trustees or among its own membership between one Annual General Meeting and another.
24. The Council shall take a strategic view of the activities of the Association, and make such recommendations to the Board of Trustees as to the organisational and financial needs it feels appropriate to fulfil these activities.

## **MEETINGS OF THE ASSOCIATION**

25. Admittance of non-members to all meetings shall be at the discretion of Council.
26. The Board of Trustees shall have the authority to charge for attendance at meetings other than Annual General Meetings and Special General Meetings where it deems appropriate.
27. The Annual General Meeting (AGM) shall be held in London in October in each year for the purpose of receiving and adopting the Accounts for the year ended March 31 previous, the Report of the Board of Trustees and the Report of the Council for the year ended July 31 previous, for the announcement of the result of the election of the Board of Trustees and the Council, and for any other business that may require the decision of the Annual General Meeting. Notice of such Annual General Meeting shall be sent to each member in manner hereinafter provided, and the Accounts and the Reports shall be placed on the Association's Website, not fewer than 7 days before the date fixed for holding such meeting.
28. The Board of Trustees or the Council may convene a Special General Meeting (SGM) for any purpose whenever they deem it necessary. The Board shall also convene a Special General Meeting upon a requisition to that effect signed by not fewer than 12 members of the Association stating the purpose for which it is required. Such Special General Meeting shall be convened within one calendar month after such requisition has been made, and if not so convened by the Board, the requisitioners or any 12 members of the Association may themselves convene a Special General Meeting in accordance with such requisition. Notice of every Special General Meeting, setting out the purpose for which it is convened, shall be sent to each member in manner hereinafter provided, not fewer than 14 days before the date fixed for holding such Meeting. All Special General Meetings shall be held in London.

## **PROCEEDINGS AT MEETINGS**

29. Twenty members shall constitute a quorum for the business of any AGM or SGM.
30. The President shall take the Chair at any AGM or SGM and at meetings of the Board of Trustees and the Council, shall regulate and keep order in their proceedings, shall state and put questions according to the sense and intention of the Meeting, and shall carry into effect the By-laws of the Association. In the absence of the President, the Vice-President, or, in their absence, the Treasurer, or, in their absence, another of the Trustees, or, in the absence of all Trustees, another member of the Council, shall take the Chair and conduct the business of the Meeting; and in the case of the absence of all these persons, the Meeting shall elect amongst themselves any other member present to take the Chair at that Meeting.
31. The President, or other member in the Chair, shall not vote on any question brought before an AGM, an SGM, or a meeting of the Council, except where a casting vote is necessary to decide the question, in which case such casting vote shall be given.
32. The decision of an AGM or an SGM shall be ascertained by show of hands, unless, after the show of hands, a poll is forthwith demanded by not fewer than five members, in which case a poll shall be taken. The manner of taking a poll shall be in the discretion of the Chair. In exceptional circumstances the Chair may, if previously agreed by the Board of Trustees for this specific meeting, allow votes by proxy or other means for absent members. An entry in the minutes, signed by the Chair, shall be sufficient evidence of the decision of a Meeting.

## MEMORANDUM OF ASSOCIATION, ARTICLES & BY-LAWS

33. The By-laws appended to these Articles (but not so as to form part thereof), and such altered or additional By-laws as shall be substituted therefor or added thereto as hereinafter mentioned, shall regulate all matters by the Articles left to be prescribed by the By-laws, and all matters which, consistently with the Articles, shall be made the subject of By-laws. Alterations in and additions to the Memorandum of Association, Articles or By-laws may be made only:

- (a) by resolution of the members at an Annual General Meeting, after notice of the proposed alteration or addition has been sent to all the members at least 14 days before such Annual General Meeting; or
- (b) by resolution of the members at a Special General Meeting called for that or some other purpose, after notice of the proposed alteration or addition has been sent to all the members at least 14 days before such Special General Meeting.

Provided that any alteration or addition to the Memorandum of Association, Articles or By-laws shall be made consistently with the requirements of the Charities Act 2011 and of the Companies Act 2006 or any statutory modifications thereof, and that no alteration or addition to the Memorandum of Association, Articles or By-laws shall be repugnant to or contrary to the intentions of the existing Memorandum of Association.

## ACCOUNTS

34. The Board of Trustees shall cause true accounts to be kept:

- (a) of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
- (b) of the property, credits, and liabilities of the Association.

35. The accounting records shall always be open to the inspection of Council members. The Board of Trustees shall from time to time determine whether, to what extent and under what conditions the accounting records of the Association shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any record or document of the Association except as conferred by statute or authorised by the Board of Trustees or by the Association at an AGM or SGM.

36. Full Accounts prepared under appropriate accounting procedures at the time in place shall be laid before the Annual General Meeting, made up to March 31 prior to such meeting. The Accounts shall be accompanied by a Report of the Board of Trustees and a Report of the Council as to the state of the Association's affairs and its proceedings for the year ending July 31 prior to such meeting. All these documents shall be published on the Association's Website, and lodged with the Charities Commission and Companies House, or with such other bodies as may be required by statute at the time in force.

## AUDIT OR INDEPENDENT EXAMINATION

37. Auditors or independent examiners shall be appointed and their duties regulated in accordance with Section 495 of the Companies Act 2006, the Charities Act 2011, or any statutory modification thereof for the time being in force, and for this purpose the Board of Trustees shall be treated as the Directors and the Members shall be treated as the Shareholders mentioned in these sections.

## NOTICES

38. A notice may be given by the Association to any member either by letter, electronic communication, or by announcement in the *Journal*, according to the timescales provided for the giving of such notices in these Articles or the By-laws from time to time in force.





# THE BRITISH ASTRONOMICAL ASSOCIATION

## BY-LAWS

*(including amendments passed up to and including 2019 May 29)*

### MEMBERS

1. On receipt of a valid application for membership and annual subscription a person shall be sent the current publications of the Association to which new members are entitled, and their name shall be added to the current list of candidates proposed for membership. This list shall be posted on a monthly basis to a secure location on the Association's Website that is visible to currently registered members. Subject to the provision of By-law 2 below, candidates shall be deemed to have become members four weeks after their name has been posted on the website.
2. If within four weeks of a candidate's name being posted on the Association's website as above, objections to the candidate's membership are received from two members, it shall be the duty of the Council to consider the proposal and to allow the membership only if at least a three-fourths majority of the members of Council voting at the appropriate meeting is in favour. Should a candidate be rejected by the Council their subscription shall be returned to them, but they shall not be liable to return the publications sent to them by the Association.

### SUBSCRIPTIONS

3. At a convenient time in the Spring of each year the Board of Trustees shall make recommendations to a Special General Meeting in respect of the amounts, for the ensuing session commencing August 1, of the annual subscriptions for the various classes of membership. The Meeting shall decide upon these amounts.
4. In the case of a member whose first subscription was received in the BAA Office before 2015 August 1, their annual subscription shall become due on August 1 in each year. In the case of a member whose first subscription was received on or later than 2015 August 1, their annual subscription shall become due each year on the anniversary of the date of receipt of their first subscription.
5. If a subscription remains unpaid three months after its due date, the defaulting member shall cease to be a member of the Association. The Association may at any time up until the ex-member's subsequent subscription due date reinstate such ex-member upon their payment of the subscription for the current year. If the subscription remains unpaid after this date the ex-member, to be reinstated, must be treated as a new applicant as prescribed by By-law 1.
6. For the purposes of ascertaining within which class of membership an existing member falls, the age of the member shall be taken to be their age at their last birthday falling on or preceding their subscription due date in any year. In the case of a new member joining, the age of the proposed member shall be taken to be their age at their last birthday falling on or preceding the date of receipt of their first subscription in the BAA Office.

### PUBLICATIONS

7. The printed *Journal*, *Handbook* and such other publications of the Association as the Council may from time to time determine shall be posted during the term for which their subscription is paid to the last notified postal address of every member receiving such printed publications. In the case of members receiving only electronic publications each fully paid-up member shall be advised of the availability of each new issue of the *Journal*, the *Handbook* and such other publications of the Association as the Council may from time to time determine by a message sent to the last notified electronic mail address of such member.

## **PRESIDENT**

8. The President of the Association shall be elected annually. No member is permitted to serve as President for more than three consecutive years.
9. No later than the Spring Special General Meeting of the President's final intended year of office, they shall announce the name of the person they intend to nominate as a candidate to be their successor.

## **VICE-PRESIDENT**

10. The immediate past President shall serve as Vice-President for the duration of their successor's term of office.

## **TRUSTEES AND MEMBERS OF COUNCIL**

11. Any member of the Association may stand for election to the Board of Trustees provided they are not legally disqualified from holding the directorship of a Company, and are not disqualified by means of the provisions of paragraph 5 of the Memorandum of Association. In addition such member must be aware of, and accept, the duties and responsibilities of a Trustee of a Charity and of the Association, and must be able and willing to take an active part in the deliberations of the Board and attend meetings of the Board when necessary.
12. A Section Director, Postholder or elected Secretary (other than the Business Secretary) may be elected as a Trustee or may serve as President or Vice-President, but may not serve as Treasurer or Business Secretary, while still acting as such Section Director, Postholder or elected Secretary. Such person shall only have one vote on the Council.
13. No person may serve more than three consecutive years on the Board of Trustees, with the exception of years spent serving in the offices of President, Treasurer or Business Secretary, in which case they may serve no more than three consecutive years on the Board following the period for which they were qualified to serve on the Board by virtue of occupying these positions.
14. No person may be elected for more than three consecutive years to the Council, with the exception of years spent serving on the Board of Trustees or as a Secretary, in which case they may serve no more than three consecutive years on the Council following the period for which they were qualified to serve on the Council by virtue of occupying those positions. Directors of Sections and Postholders shall remain members of Council so long as they retain those offices, and may be elected to the Council thereafter for up to three further consecutive years as provided above.

## **ELECTION OF THE BOARD OF TRUSTEES AND THE COUNCIL**

15. The members of the Board of Trustees and the other elected members of Council shall be elected annually by ballot of the members of the Association which shall be taken at a convenient date not more than 14 days prior to the date fixed for the Annual General Meeting in any year. Such date shall be known as the Ballot Day.
16. Each year a notice advising the members of the conditions of the ballot and the last date for receipt of nominations for election to the Board of Trustees and the Council shall be placed in the February and April issues of the *Journal*. The notice shall also be sent to the last notified electronic mail address of each member. Should the serving President, Treasurer or any of the Secretaries have advised the Business Secretary that they do not intend to seek re-election, this information shall be included in the notice to the members.
17. Any two members of the Association may nominate any other eligible member as President, Treasurer, Secretary, Trustee or elected member of Council. Each such nomination that is accompanied by a statement that the nominee is prepared to serve if elected, and, in the case of those seeking election to the Board, has understood and accepted the legal requirements for Charity Trustees, and is received in writing by the Association before noon on the second Friday in May, shall be included on the

Ballot List, unless withdrawn. A candidate may only stand for election to one position, except that a candidate for a non-Trustee position on Council may also stand for election as President, Treasurer, Secretary or as a Trustee.

18. Following the closure of nominations under By-law 17 the Business Secretary shall prepare the Ballot List, taking into consideration the requirements of By-law 19 and the nominations received under By-law 17. Should too few nominations have been received to fill the nine places on the Board of Trustees, Council members shall introduce further nominations to appear on the Ballot List in order to fill these places.
19. The Ballot List shall include all valid nominations for President, Treasurer, Secretaries (whose roles shall be individually specified) and other elected members of the Board and of the Council. The Ballot List shall state the position for which persons are nominated, followed by, in alphabetical order, the names of those nominated and not subsequently withdrawn, and the names of their nominators. The names of those nominated as Trustees or elected members of Council shall be combined alphabetically in one list and a mark (with an explanatory note) shall be put against the names of those standing for election as Trustees. The Ballot List shall contain instructions to voters to vote for no more than ten candidates in this combined list. Candidates' biographical notes shall accompany the Ballot List.
20. The Ballot List shall be sent to each fully paid-up member in paper or electronic form at least 21 days before the Ballot Day, accompanied by instructions for the procedure for the ballot. No member may return more than one completed Ballot List. Paper Ballot Lists must be received at the Association's Office not later than noon on the Ballot Day.
21. If an electronic voting system is available, members who wish to vote electronically may do so according to the instructions provided with the Ballot List. No member may vote more than once, and if a member votes electronically, any paper Ballot List also received from that member shall be deemed invalid.
22. The results of the voting, giving the number of votes obtained by each candidate, shall be announced at the Annual General Meeting, and published in the *Journal* and on the Association's Website as soon as possible thereafter. Election to all positions shall be by simple majority. The five candidates in the combined list for Board and Council members who are marked as standing as Trustees and who poll most votes shall be elected to the Board of Trustees. The next five candidates from this list in order of the result of the voting, excluding any with automatic entitlement to be on Council by virtue of their position as Section Directors, Postholders or Secretaries, shall be elected to the Council. In the event of a tie for any position a vote shall be taken at the Annual General Meeting to decide the issue; if necessary the President or other person in the Chair should use their casting vote.

## **CO-OPTION TO THE COUNCIL**

23. Up to two additional people may be co-opted to the Council for periods of up to one year. Their duties and privileges shall be specified by the Council. This co-option power is additional to Council's power to fill vacancies arising during a session through resignation or death of a member.

## **SCRUTINEERS OF THE BALLOT**

24. The Board of Trustees shall appoint two or more Scrutineers, not being actual or proposed members of the Board or of the Council, who shall meet at some convenient time on or after the Ballot Day to count the votes. The results of the voting shall be certified by the Scrutineers, who shall not accept any section of a Ballot List that contains more than the number of votes specified in the instructions or is, in their opinion, ambiguous or mutilated, or a Ballot List that is signed.

## **TREASURER**

25. The Treasurer shall receive on account and for the use of the Association all moneys due to the Association and out of those funds pay all sums due by the Association. A regular account of receipts

and payments shall be kept in the mode which may seem most proper to the Board of Trustees, who shall have the direction and control of the money in the Treasurer's hands. Each year the Treasurer shall prepare full Accounts under appropriate accounting procedures at the time in place, and submit them to the Annual General Meeting.

26. In consultation with each Section Director, Postholder or other member of Council who is responsible for a cost or income source, the Treasurer shall prepare an annual Budget which shall be agreed by the Board of Trustees. Any member of Council who, during the year, anticipates additional expenditure that will cause the annual costs for which they are responsible to exceed the budget by 20% or more shall agree the matter with the Treasurer, and if referred by the Treasurer with the Board, before incurring such expenditure.

## **BUSINESS SECRETARY**

27. The Business Secretary shall act as the Company Secretary and have the management of all persons employed by the Association, and the management of the correspondence of the Association, the Board of Trustees and the Council, subject to the direction and control of the Board of Trustees.

## **SECTION DIRECTORS AND POSTHOLDERS**

28. It shall be the duty of each Director of a Section to invite the co-operation of other members in the work of the Section, to issue guidance to such co-operating members, and to receive and discuss their observations and other contributions. Section Directors and Postholders shall provide a triennial report to Council describing their work and the work of the Section (if applicable) during the previous three years. Under certain circumstances additional reports may be required as directed by the Council. In all cases of doubt or difficulty the Directors of Sections or Postholders shall at once refer to the Council.
29. On the occasions when each triennial report is considered by the Council, Council shall review the work of the relevant Section and Section Director or Postholder. Council shall have regard to whether the work expected by Council of the Section Director or Postholder has been satisfactorily conducted over the previous three years, in accordance with decisions and policies of the Council, before deciding whether or not to renew the appointment of the Section Director or Postholder. Council may also consider whether the Section or Post in question is still required for the ongoing activities of the Association, and Council may decide to discontinue a particular Section or Post if it is considered to be redundant or otherwise no longer appropriate. The Council may also conduct such a review at any other time, at its discretion.
30. When a vacancy for a Section Director occurs, the Council should consult the relevant Section Officers or Committee members before appointing a new Director.

## **COMMITTEES**

31. Committees for promoting the objects of the Association may be appointed by the Council, to whom their reports shall be submitted. The Council may invite persons not members of the Association or members of the Council to serve on committees; such persons shall have an equal voice with the other members of the committee. The President may participate in the business of any Committee.
32. The terms of reference of a Committee, and the name of its convenor or Chair, shall be defined by the Council. Each committee shall appoint a Secretary from within its ranks, who may or may not be the convenor; the Secretary shall record brief minutes of all decisions of the committee. Decisions may be taken at meetings, or by telephone, electronic mail or other means. The minutes of each committee shall be distributed electronically to all members of the Council and shall be lodged in the Association's archive.

## **MEETINGS OF THE BOARD OF TRUSTEES**

33. The Board of Trustees shall meet in person at least once a year on such dates as the Board shall from time to time appoint. Any three Trustees may, by written message to the Business Secretary, require a Special Meeting of the Board of Trustees to be called, and if the Business Secretary neglects to call such Special Meeting, any one of the Trustees may call it. Seven clear days' notice shall be given of each physical meeting of the Board of Trustees.
34. The Business Secretary shall prepare the agenda and associated documents for meetings of the Board of Trustees and circulate these electronically at least five days prior to the date appointed for such meeting. The Secretary shall attend and take the minutes at such meetings, and circulate a draft copy of such minutes to all Trustees within 14 days of the date of the meeting, or as soon as possible thereafter. Should the Business Secretary's absence from the meeting be unavoidable the Trustees at the meeting shall appoint one of their number to take and circulate the minutes as above.
35. In addition to the above, the Board of Trustees may meet or confer in person, electronically or by telephone as frequently as the business of the Association may require. Decisions may be taken by majority of a quorum of at least five members of the Board at meetings, or by telephone, electronic mail or other means; the Business Secretary, or in the Secretary's absence another member of the Board, shall record brief minutes of all decisions of the Board, however reached. Minutes shall include the names of and votes recorded by those Trustees taking part in the decision. The Minutes of meetings and other decisions of the Board of Trustees shall be distributed electronically to the members of Council and lodged in the Association's archive, except where such Minutes refer to confidential affairs or matters of personal privacy, in which case the existence therein of such redacted items shall be made apparent.

## **MEETINGS OF THE COUNCIL**

36. Council shall meet at least twice a year on such dates as the Council may from time to time appoint. Council members may participate and vote in Council meetings via electronic means. The quorum for a Council meeting shall be ten. Any five members of the Council may, by written message to the Business Secretary, require a Special Meeting of the Council to be called, and if the Business Secretary neglects to call such Special Meeting, any one of the members of the Council may call it. Seven clear days' notice shall be given of each meeting of the Council.
37. The Business Secretary shall prepare the agenda and associated documents for each meeting of the Council and circulate these electronically at least five and not more than ten days prior to the date appointed for such meeting. The Business Secretary shall attend and take the Minutes at every meeting of the Council, and circulate a draft copy of such minutes to all Council members within 14 days of the date of the meeting, or as soon as possible thereafter. Should the Business Secretary's absence from the meeting be unavoidable the Council members at the meeting shall appoint one of their number to take and circulate the minutes as above.
38. The consideration of any question, except it be one of adjournment, or of one already adjourned, shall on the demand of three members present be deferred to the succeeding Meeting.

## **AFFILIATION OF SCIENTIFIC SOCIETIES AND SCHOOLS**

39. Scientific societies, including observatories and local astronomical societies, and schools and other educational establishments, may, subject to the approval of the Council, be affiliated to the Association, and shall collectively be known as 'affiliated societies'. Neither affiliated societies nor their members shall have a right to vote in any election of the Association.
40. Every affiliated society shall pay an annual subscription and shall be entitled to receive one copy of the publications of the Association that are normally distributed to members.
41. Members of affiliated societies are entitled to attend AGMs and SGMs of the Association. Such attendance shall confer no right to vote at such meetings.

42. The Council reserves the right to revoke the affiliation of any society at any time.

### **THE ASSOCIATION’S MEDALS, PRIZES AND AWARDS**

43. From time to time the Association may recognise outstanding contributions to the progress of astronomy or to the Association’s work by the presentation of medals or other awards. At a convenient time each year the Council shall decide which medals, prizes or awards should be made in that year; in reaching a decision the Council must be governed and guided by the regulations which may be attached to any particular medal or other award. No award is to be made unless at least three-fourths of the members of Council present at the appropriate meeting agree thereto.

44. Regulations relating to the medals, prizes and awards can be obtained from the Association’s Office or from its Website.

### **EMERGENCY POWERS**

45. If, through events outside the control of the Association, circumstances arise in which it is impracticable to comply with the provisions of these By-laws or to convene an SGM at which proposals to amend or suspend the By-laws could be considered, the Board of Trustees shall take such action as it considers necessary. Such action shall not be contrary to the general scope, true intent and meaning of the Memorandum of Association and the Articles of Association, and shall be reported to a meeting of the Council convened immediately this becomes practicable. If it is impracticable for the Board of Trustees as such to act, either by meeting or other communication, the authority for such action as may be necessary shall be, in order: the President; the Vice-President; the Treasurer; the Business Secretary; one or more of the Trustees; and one or more of the members of the Council.





