

# Statutes of the Royal Society

## Contents

Chapter	Page
I Election and Admission of Fellows, Foreign Members and Honorary Fellows	326
II Rights and Obligations of Fellows, Foreign Members and Honorary Fellows of the Society	329
III The Death or Resignation of Fellows, Foreign Members or Honorary Fellows	330
IV The Expulsion of Fellows, Foreign Members or Honorary Fellows	331
V The Council	331
VI The Officers	333
VII The Executive Secretary	335
VIII Meetings of the Society	336
IX Publications of the Society	337
X The Books and Records of the Society	337
XI The Common Seal	338
XII Standing Orders	338
XIII Statutes	339
Quorum	339

## Chapter I

### Election and Admission of Fellows, Foreign Members and Honorary Fellows

#### Eligibility

- 1 Eligibility for candidature for election as Fellows of the Royal Society shall be restricted to persons who:
  - a) are either (i) citizens of a Commonwealth country or of the Irish Republic and save in exceptional circumstances (in the opinion of Council, whose decision on the matter shall be final) do not hold a citizenship of any other country outside the Commonwealth or the Irish Republic; or (ii) persons who, in the opinion of the Council (whose decision on the matter shall be final), have been ordinarily resident and working in a country of the Commonwealth or in the Irish Republic for a minimum of three years immediately prior to being proposed; and
  - b) have made a substantial contribution to the improvement of natural knowledge including mathematics, engineering science and medical science.
- 2 Persons who are ineligible by virtue of Statute 1a) may be elected to the Society under the title of Foreign Members. They shall be eminent for their scientific discoveries and attainments.

3 Fellows and Foreign Members shall be elected as follows –

#### **Certificate of Candidature**

- a) Every candidate shall be proposed and seconded by a certificate in writing signed by two Fellows of whom both shall recommend from personal knowledge of the candidate's contributions to natural science. The certificate shall be available for inspection by Fellows at the Society's premises until the day of election.

#### **Sectional Committees**

- b) The Council shall recommend to the Society a list of candidates with the strongest claims for election. The Council shall appoint, from the Fellowship, by procedures set out in Standing Orders, Committees to advise it in selection. The terms of membership shall be determined by the Council in Standing Orders. Council will ensure that the complete membership of such Committees will normally have changed over any three-year period.

#### **Selection by Council**

- c) The Council shall elect by ballot from lists of candidates for Fellowship and for Foreign Membership a number not exceeding forty-four and eight respectively in any one year to be recommended to the Society for election; but no selection shall be valid unless eleven members at least be present and vote, a majority deciding, or in the event of equality of votes, the President having a second or casting vote. The names thus recommended shall be sent forthwith to every Fellow with notification of the date and time of an Annual Meeting for the Election of Fellows and Foreign Members, at least three weeks after the notification.

#### **Ballot Procedure**

- d) On the day of election, balloting shall be in person and no person shall be elected unless he or she has obtained at least two-thirds of the votes of the Fellows present and voting. After voting by the Fellows, the President shall announce the names of candidates who have been elected in compliance with the Charters and Statutes.

#### **Renewal of Candidature**

- e) Any candidate who has not been elected shall, unless the proposer or seconder withdraws the candidature, be a candidate at subsequent elections provided that the conditions of Statute 1 continue to be satisfied except that the same certificate shall not be valid for more than seven successive elections and that a new certificate of a previous candidate shall not be accepted until three annual elections shall have taken place; a new certificate shall not be valid for more than three successive elections and each renewal of candidature thereafter shall always be after three annual elections, and each shall not be valid for more than three successive elections.

## Royal Family

- 4 The Council may recommend to the Society for election as a Fellow, any member of the Royal Family of the United Kingdom. Such recommendation shall be sent to every Fellow, in the form of a ballot paper, at least four weeks before the closing date for the election. The election shall be by postal ballot as set out in Standing Orders. No person shall be elected unless two-thirds of the votes are in favour.

## Honorary Fellows

- 5 Honorary Fellowship is intended for quite exceptional candidates who have given distinguished service to the cause of science and its applications, or who have brought great benefits to science, but who do not have the scientific achievements of the kind required of those elected under Statutes 1 and 2, and so cannot be elected under any other existing head.

Not more than one person shall be so elected in any one calendar year. Honorary Fellows shall pay no annual contributions, not be eligible to nominate, second or support candidates for the Fellowship, not vote on the Society's business, not serve on the Council or on Sectional Committees, but otherwise shall be subject to the same benefits and responsibilities as Fellows elected under Statute 3.

- 6 Nominations for persons considered suitable for election under Statute 5 shall be proposed and recommended by a certificate in writing signed by at least six Fellows; the certificate shall be made available for inspection by Fellows at the Society's premises until the day of election. Certificates shall remain valid for up to three ballots; a new nomination of a previous candidate shall not be accepted until three elections shall have taken place. The balloting shall be conducted as described in Standing Orders, to ascertain the name of a person receiving at least two-thirds of the votes cast at the Annual Meeting for the Election of Fellows and Foreign Members. After voting by the Fellows, the President shall announce the name of the candidate elected.

## Admission

- 7 Every person who is elected a Fellow, Foreign Member or Honorary Fellow shall present him or herself for admission on an annual Admission Day on a date determined by the Council or on such other date as shall be approved by the Council or on their behalf by the President. That person shall normally attend within three years failing which the Council may determine that the election shall be void.
- 8 Every person elected a Fellow, Foreign Member or Honorary Fellow of the Society shall, before admission, except if elected under Statute 4, subscribe the Obligation in the following words –

*We who have hereunto subscribed, do hereby promise, that we will endeavour to promote the good of the Royal Society of London for improving Natural Knowledge, and to pursue the*

*ends for which the same was founded; that we will carry out, so far as we are able, those actions requested of us in the name of the Council; and that we will observe the Statutes and Standing Orders of the said Society. Provided that, whensoever any of us shall signify to the President under our hands, that we desire to withdraw from the Society, we shall be free from this Obligation for the future.*

And if any person elected shall refuse to subscribe the said Obligation, the election of that person shall be void.

### **Record of Admission**

- 9 The admission of any Fellow, Foreign Member or Honorary Fellow into the Society shall be in the following manner and form, the payment required by the Statutes (in the case of a Fellow), having first been made. He or she shall subscribe the Obligation in the Charter Book and be introduced to the President who, taking him or her by the hand, shall say these words –

*I do, by the authority and in the name of the Royal Society of London for Improving Natural Knowledge, admit you a Fellow [Foreign Member] [Honorary Fellow] thereof.*

## **Chapter II**

### **Rights and Obligations of Fellows, Foreign Members and Honorary Fellows of the Society**

#### **Rights and Obligations**

- 10 Every Fellow who has made the payments required by the Statutes, and has been admitted, shall have the right to:
- a) be present and to vote at all Business Meetings and in postal ballots;
  - b) propose or support the nomination of candidates for election to the Fellowship or Foreign Membership;
  - c) propose or support the nomination of candidates for election as Officers and members of the Council;
  - d) be a candidate for election as a member of Council subject to nomination in accordance with Statutes 18-20.
- 11 Every Fellow, Foreign Member and Honorary Fellow shall have the right to:
- a) use the premises and facilities of the Society under such regulations as the Council may make from time to time provided that such premises and facilities shall not be used for any purpose considered by the Council to be inconsistent with the purposes of the Society;
  - b) participate in activities of the Society that are open to all members;
  - c) receive information about the Society and its activities;

- d) receive publications to which they are entitled under the Standing Orders of the time;
- e) have access at reasonable times to the Journal Books and the Council Minute Book referred to in Statute 56;
- f) benefit from such other privileges as may be determined by the Council from time to time.

### **Annual Contributions**

- 12 Every person elected a Fellow of the Society under Statute 3 shall pay, before admission, such contribution as may be stated in Standing Orders for the year of election. A Fellow so elected shall pay annually such sums as are determined from time to time by the Council so long as that person shall continue as a Fellow of the Society. A person failing to pay shall not be admitted and the election shall be void, unless payment is waived in whole or in part by a special order of the Council.
- 13 Persons elected under Statutes 2, 4, 5 and 6 shall not be required to pay an annual contribution.

### **Consequence of Non-payment**

- 14 If a Fellow fails to pay the annual contribution before the thirty-first day of March then, after notice has been sent to his or her usual address, the name of that Fellow will be reported to the next meeting of the Council. If the Fellow does not pay the contribution by the following meeting of the Council and provides no satisfactory reason then, at the discretion of the Council, he or she may be deemed to have resigned his or her Fellowship of the Society. Nevertheless, the Council will consider an application for readmission from any such person, within one year of cessation of the Fellowship and may readmit that person on payment of the arrears of the contribution or such portion thereof as the Council may determine. If the Fellow be not readmitted within one year the President shall order the Fellow's name to be cancelled in the Register of Fellows and Foreign Members.
- 15 The Society shall not pay, in money or in kind, any Fellow except in return for services rendered to the Society, reimbursement of reasonable out-of-pocket expenses properly incurred, awards for outstanding achievement or for a grant, duly adjudicated upon, from one of the Society's Funds.

## **Chapter III**

### **The Death or Resignation of Fellows, Foreign Members or Honorary Fellows**

#### **Death or Resignation**

- 16 The death or resignation of any Fellow, Foreign Member or Honorary Fellow of the Society shall be recorded forthwith in the Register of Fellows and Foreign Members and shall be reported to the Anniversary Meeting.

## Chapter IV

### The Expulsion of Fellows, Foreign Members or Honorary Fellows

#### Grounds for Expulsion

17 If, in the opinion of the Council, the conduct of any Fellow, Foreign Member or Honorary Fellow is injurious to the character or interests of the Society, the Council, after due consideration and after giving the Fellow, Foreign Member or Honorary Fellow an opportunity to state his or her case in person, in writing or by representation, may require him or her to resign. If he or she fails to do so within one month of such request, the Council shall inform the Fellowship in writing of its proposal to expel the Fellow, Foreign Member or Honorary Fellow; and at a Special General Meeting, convened in accordance with Statute 46, after this announcement has been made, the Fellows present, shall vote on the proposal. If two-thirds of the Fellows present vote for the expulsion of the Fellow, Foreign Member or Honorary Fellow, the President shall order that person's name to be cancelled in the Register of Fellows and Foreign Members, and at the same time pronounce him or her expelled in these words –

*I do, by the authority and in the name of the Royal Society of London for Improving Natural Knowledge, declare A B to be now expelled and no longer a Fellow [Foreign Member] [Honorary Fellow] thereof.*

#### Record of Expulsion

The expulsion shall be recorded in the Journal Book of the Society.

## Chapter V

### The Council

18 The Council shall comprise:

- a) the Officers;
- b) a set of members such that one member is identified with each of the Sectional Committee areas in being at the time;
- c) a set of members elected to ensure appropriate breadth and balance in the Council, their number being such as to bring the total membership of the Council to 21.

In accordance with the Charter ten members shall change each year.

#### Nomination of Council

19 Members of the Council shall be elected by postal ballot as set out in Standing Orders.

- 20 The President shall write annually to all Fellows to describe how the Council for the following year shall be chosen, and to seek proposals for candidates suitable for election to the Council, drawing attention to the need to choose the best persons, fully representative of the Fellowship.

### **Responsibilities of Councillors**

- 21 Members of the Council are the Trustees of the Society as a registered charity and 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.
- 22 The Council shall direct the policy of the Society in a manner consistent with the Charters and these Statutes. It shall have power:
- a) to manage all matters concerning the business of the Society;
  - b) to delegate the management of such business to Officers, employees or external advisers as it thinks fit; provided always that it may not delegate final responsibility for any business so delegated; the Council may appoint as the investment managers for the Society a person, company or firm who it is satisfied is proper and competent to act in that capacity. It may delegate to investment managers so appointed powers at their discretion to buy and sell investments for the Society on behalf of the Council in accordance with the investment policy laid down by the Council;
  - c) to establish such committees as it shall from time to time determine. To delegate to such committees such functions of the Council as the Council shall from time to time determine, such functions being executed in the name and on behalf of the Council and in accordance with the Charter and these Statutes. Every such committee shall regularly report its proceedings to the Council;
  - d) to make, repeal or amend, from time to time, Standing Orders for the regulation of the Society's affairs.

### **Voting by Council**

- 23 At meetings of the Council not fewer than nine members, of whom the President or a Vice-President must be one, shall constitute a quorum; any matters put to the vote shall be resolved by a simple majority and, in the event of equality of votes, the Chairman shall have a second, casting vote.

### **Termination of Council Membership**

- 24 Members of the Council shall cease to be members if they:

- a) become disqualified from continuing as Trustees under the provisions of Sections 72 and 73 of the Charities Act 1993;
- b) cease to be Fellows;
- c) are removed from office by a resolution of the Society passed at a Business Meeting;
- d) give notice to the President of their wish to resign and their resignation is accepted by the Council.

## **Chapter VI**

### **The Officers**

#### **Election of Officers**

- 25 The President, Treasurer, and three Secretaries shall be elected according to the Charter (for the purpose of election the Foreign Secretary shall be deemed to be a Secretary as referred to in the Charter) and shall hold office for one year but be eligible for re-election for not more than five years from the date of initial election. They shall not normally be eligible for further re-election unless so resolved by the Council.
- 26 In seeking persons to fill the posts of Officers the President shall consult widely among the Fellowship in order to identify those who command the greatest support of Fellows and who can best fulfil the responsibilities of an Officer.

#### **Business of the President**

- 27 The business of the President, or Vice-President deputising for the President, shall be to:
- a) preside at meetings of the Council and be Chairman of the Trustees;
  - b) preside at the following meetings of the Society:
    - (i) Anniversary Meeting;
    - (ii) Annual Meeting for the election of Fellows and Foreign Members;
    - (iii) Meeting on Annual Admission Day;
    - (iv) Special General Meetings.

The President may call for the papers of any Committee or group within the Society and may attend any meeting.

#### **Vice-Presidents**

- 28 The President may appoint annually a member or members of the Council to be Vice-President(s). In the absence of the President, one of the Vice-Presidents shall act as the President's deputy.

### **Duties of the Treasurer**

- 29 The Treasurer, or some person appointed by the Treasurer with the approval of the Council, shall receive all monies due to and disburse all monies due from the Society; and shall keep accounts of all such receipts and payments as well as the assets and liabilities of the Society; provided that appropriate arrangements shall be made as agreed with the responsible government department for the receipt and disbursement of monies voted to the Society by Parliament.

### **Financial Authority**

- 30 The Council shall make appropriate arrangements for authorising payments and for signing cheques. Such arrangements shall include provision for authority to make all payments to be delegated to the Treasurer or other Officers and/or to the Executive Secretary or other member of staff as appropriate.

### **Investment of Monies**

- 31 The Treasurer, with advice from professional and other appropriate sources and acting under the general direction of the Council or of such a committee as the Council may create for the purpose, shall be responsible for investing such monies as, from time to time, shall become available, subject to the requirements of current charity legislation.
- 32 The Treasurer shall be responsible with the other members of the Council as Trustees for the administration of the Society, its employees and its premises. He or she shall be responsible for the safe-keeping of deeds relating to the Society's property, policies of insurance, investment certificates and governing instruments relating to trust and other funds.

### **Audit of Accounts**

- 33 The Treasurer shall arrange for the Accounts of the Society to be audited annually by professional registered auditors who shall be qualified as required by charity legislation, appointed by the agreement of a majority of Fellows present at the Anniversary Meeting and who shall be remunerated as agreed by the Council. The Treasurer shall present the audited Accounts within four months of the end of the Society's accounting year to an audit committee constituted by the Council as set out in Standing Orders. The Audit Committee shall enquire into the Treasurer's stewardship of the Society's funds and resources and report to and advise the Council on the adoption of the Accounts. When the Accounts are adopted by the Council they shall become its Accounts and shall be signed by a person duly appointed by it to do so.

### **Accounts to be Printed**

- 34 After the audit and at least four weeks before the Anniversary Meeting a copy of the Society's Accounts for the preceding financial year shall be prepared for the information of Fellows and others.

### **Duties of the Secretaries**

- 35 There shall be three Secretaries responsible within the Council for the general conduct of the Society's scientific business. One each shall be drawn from the physical and biological sciences respectively; the Foreign Secretary shall be responsible for overseeing the Society's international business. The Secretaries shall also carry out such other duties as may be determined by the President and the Council from time to time.

## **Chapter VII**

### **The Executive Secretary**

#### **Appointment of the Executive Secretary**

- 36 The Council shall appoint an Executive Secretary on such terms as the Council may think fit in agreement with the person appointed.
- 37 The person appointed to the office of Executive Secretary shall not be a Fellow of the Society or, if a Fellow, shall cease to be so upon appointment to, and acceptance of, that office.
- 38 The Executive Secretary shall work for the Society full-time and exclusively during normal working hours and at such other times as may be required or necessary subject to agreed arrangements for leave as set out in the terms of employment. He or she shall not engage in any activity, whether paid or unpaid, that may compromise his or her responsibilities as Executive Secretary and/or, where applicable, Accounting Officer for the Society's Parliamentary Grant-in-Aid.

#### **Duties of the Executive Secretary**

- 39 The Executive Secretary shall act under the general direction of the Council and Officers but shall be responsible, in the first instance, to the Treasurer for employment of the staff and control of the premises and general administrative business of the Society in accordance with its Charters, Statutes and corporate decisions. It is his or her duty, except as may be determined by the President, to attend, and be responsible for the minutes of all meetings of the Council. These minutes shall be submitted to the Secretaries for approval or revision.
- 40 The Executive Secretary shall ensure the safe-keeping of the Society's non-financial legal documents, records, valuables and papers and correspondence relating to the business of the Society all of which shall, except where the Council shall otherwise decide, be kept on the Society's premises ready to be produced at any meetings of the Society or of the Council or as may be required.

## Chapter VIII

### Meetings of the Society

#### Business Meetings

- 41 The Business Meetings of the Society shall be as follows:
- a) Anniversary Meeting;
  - b) Annual Meeting for the election of Fellows and Foreign Members;
  - c) Meeting on Annual Admission Day;
  - d) Special General Meetings.

#### Anniversary Meeting

- 42 The Anniversary Meeting shall be held on 30 November each year except when this date falls either on a Saturday, when the Meeting will be held on the preceding Friday; or on a Sunday, when the Meeting will be held on the following Monday. The main business of the Anniversary Meeting shall be: to adopt the Annual Report and the Accounts; to make the annual awards of medals; to appoint financial auditors for the following twelve months; to receive the President's address; and to transact any other business. Fellows shall be notified at least six weeks in advance.

#### Meeting for the Election of Fellows and Foreign Members

- 43 The Annual Meetings for the election and admission of Fellows, Foreign Members and Honorary Fellows shall take place on such days and at such times, precisely, as the Council may in the preceding year determine.

#### Special General Meeting

- 44 The President or the Council may call a Special General Meeting of the Society whenever it may appear to them to be necessary.
- 45 Any six Fellows may, by notice in writing, signed by them and delivered to one of the Secretaries, require a Special General Meeting of the Society to be convened to consider and decide on the matters specified in such requisition, and the President shall, within four weeks after such requisition shall have been so delivered, appoint a day for a Special General Meeting accordingly.
- 46 At least four weeks' notice of any Special General Meeting shall be given to every Fellow resident in the United Kingdom, and such notice shall state the object of the Meeting; no business shall be transacted except that so notified.

## **Chapter IX**

### **Publications of the Society**

#### **Responsibility for Publications**

- 47 The Council shall be responsible for all publications. In respect of learned serial publications (and such other publications as the Council may agree) that responsibility shall be delegated to a standing committee called the Publishing Board.

#### **Publishing Board**

- 48 The Publishing Board shall be responsible for the governance, policy and strategy of the Society's publications and shall execute its powers in accordance with Standing Orders. The Publishing Board shall meet at least twice annually and shall report to the Council.

#### **Editors**

- 49 Each refereed learned serial publication shall have an Editor, selected from the Fellowship, and normally appointed by the Council. Editors shall serve normally for four years but be eligible for reappointment for up to three further consecutive years. Editors shall report to the Publishing Board in accordance with Standing Orders.

#### **Categories of Published Material**

- 50 Policy documents published or issued in the Society's name, not contained in one of the learned serial publications, shall prior to publication or issue, be considered and approved by the Council in accordance with such procedures as the Council may from time to time agree.

#### **Fellows entitled to Publications**

- 51 The Council shall decide and specify in Standing Orders which publications may be issued to Fellows without charge and which shall be available on payment, and what the payment shall be.

## **Chapter X**

### **The Books and Records of the Society**

#### **Charter Book**

- 52 A Charter Book shall be kept containing a copy of the 1663 Charter, all the Royal Grants on behalf of the Society, and the Obligation to be subscribed by the Fellows, Foreign Members and Honorary Fellows of the Society in their own handwriting.

#### **Statute Book**

- 53 A Statute Book shall be kept containing a copy of the Statutes and other laws made for the governance and regulation of the Society.

### **Register of Fellows**

54 A Register of the Fellows and Foreign Members of the Society shall be kept with the dates of their birth, admission, election and death, and indicating their place of birth.

### **Journal Books**

55 Journal Books shall be kept containing all the minutes and orders of the Business Meetings of the Society, and a Council Minute Book shall be kept containing the minutes of all meetings of the Council.

### **Access to Records**

56 Books and records of the Society, excepting documents that are confidential or have been in existence for less than thirty years, shall be available for consultation and study to Fellows, Foreign Members and Honorary Fellows and other authorised persons.

57 No document deposited in the Archives shall be removed from the Society's premises without permission of the Council.

## **Chapter XI**

### **The Common Seal**

#### **Sealing Deeds**

58 The Executive Secretary shall ensure the safe custody of the Common Seal of the Society.

59 Every instrument to which the Common Seal is affixed shall be signed by two persons approved by the Council for that purpose. Details of all instruments thus sealed shall be reported to the Council at its next meeting.

## **Chapter XII**

### **Standing Orders**

#### **Powers to make and alter Standing Orders**

60 The Council may from time to time make Standing Orders for the regulation of the affairs of the Society provided that such Standing Orders are consistent with the Society's Charters and Statutes. Such Standing Orders may be made, amended or repealed at any meeting of the Council provided that notice specifying the proposed new Standing Order, amendment or repeal has been given at the preceding meeting of the Council.

**Chapter XIII**

**Statutes**

**Power to make, amend or repeal Statutes**

61 Any proposal to make a new Statute, or to amend or repeal the whole or part of any existing Statute, must be first discussed at a meeting of the Council at which notice has been given in writing specifying the proposed new Statute or the proposed amendment or repeal. At that meeting, the Council may provisionally agree to the proposal subject to any alterations it may see fit to introduce. If such agreement be reached, the President shall summon a Special General Meeting of the Society of which at least four weeks' notice shall be given to discuss the proposed alteration. At that Special General Meeting, the proposed Statute, amendment or repeal shall be submitted for discussion and any Fellow may request that the Council reconsider the proposal in whole or in part. If such requests are seconded they shall be discussed and put to the vote by the President. At the next meeting of the Council following the Special General Meeting, the Council shall take these resolutions into consideration before approving or amending the proposal provisionally agreed upon. If the Council agrees, the new Statute, amendment or repeal shall be entered into the Statute Book of the Society and the Fellowship shall be informed.

**Quorum**

By the Charter and Statutes, the Quorum required for Meetings is as follows:

*Meetings of the Society*

Meeting on Annual Admission Day	21
Anniversary Meeting	31
Meeting to elect casual vacancies on the Council	21
Annual Meeting for the election of Fellows/Foreign Members	21
Special General Meeting	21

*Meetings of the Council*

As the Council	9
----------------	---

*Meeting for selection of candidates for the Fellowship*

Foreign Membership and Honorary Fellowship	11
--	----