

# Statutes of the Royal Society

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## 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 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.

### Process for election of Fellows and Foreign Members

- 3 Fellows and Foreign Members shall be elected as follows.
  - a) Certificate of candidature.** Every candidate shall be proposed and seconded by a certificate in writing signed by two Fellows on the basis of 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.

**b) Sectional Committees.** Council shall appoint, from the Fellowship and Foreign Membership, by procedures set out in Standing Orders, Committees to advise it in selection of candidates with the strongest claims for election. Council shall ensure that the complete membership of such Committees will normally have changed over any three-year period.

**c) Selection by Council.** Council shall select from lists of candidates for Fellowship and for Foreign Membership up to fifty-two and ten respectively in any one year to be recommended to the Society for election; but no selection shall be valid unless twelve members of Council 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.

**d) Ballot procedure.** 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.

**e) Renewal of candidature.** Any candidate who has not been elected on the day of election 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 candidature shall not be valid for more than seven successive elections. A new certificate of a previous candidate shall not be accepted until at least three further 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 at least three annual elections, and each shall not be valid for more than three successive elections.

#### **Process for election of members of the Royal Family**

- 4 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 ballot as set out in Standing Orders. No person shall be elected unless at least two-thirds of the votes are in favour.

#### **Process for election of 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 those Statutes. For election purposes, Honorary Fellows form part of a category that also includes General and Royal Fellows.

Honorary Fellows shall pay no annual contributions, and are not eligible to nominate, second or support candidates for the Fellowship, to vote on the Society's business, or to serve on 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 successive elections; a new nomination of a previous candidate shall not be accepted until three further 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 Council or on such other date as shall be approved by Council or on its behalf by the President. That person shall normally attend within three years, failing which 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**

### **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 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 members of 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 Council may make from time to time, provided that such premises and facilities shall not be used for any purpose considered by 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 55;
  - f) benefit from such other privileges as may be determined by 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 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 Council.
- 13 Foreign Members, Royal Fellows and Honorary Fellows 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 Council. If the Fellow does not pay the contribution by the following meeting of Council and provides no satisfactory reason then, at the discretion of Council, he or she may be deemed to have resigned his or her Fellowship of the Society. Nevertheless, 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 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: Death or resignation of Fellows, Foreign Members or Honorary Fellows**

- 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: Expulsion of Fellows, Foreign Members or Honorary Fellows**

- 17 If, in the opinion of Council, the conduct of any Fellow, Foreign Member or Honorary Fellow is injurious to the character or interests of the Society, 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, 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 at least two-thirds of the Fellows present vote for the expulsion of the Fellow, Foreign Member or Honorary Fellow, the President or Vice-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.*

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

## **Chapter V: The Council**

### **Membership**

- 18 The Council shall comprise a total of not fewer than twenty and not more than twenty-four persons, including the President and his or her Deputy. These persons shall be:
- a) the President and Officers, normally elected for terms of five years;
  - b) Ordinary Members of Council, normally elected for terms of three years.

The President, Officers and Ordinary Members of Council shall not normally be eligible to serve a further term on Council until a period of three years has elapsed since completion of their previous term, except that an Ordinary Member of Council may be re-elected to serve as President or Officer without such a period having elapsed.

### **Nomination of Council**

- 19 Members of the Council shall be elected by 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 Council, drawing attention to the need to choose the best persons, fully representative of the Fellowship.

### **Responsibilities of Councillors**

- 21 Members of 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 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. Council may appoint as the investment managers for the Society one or more persons, companies or firms who it is satisfied is or are 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 Council in accordance with the investment policy laid down by Council;
  - c) to establish such committees as it shall from time to time determine. To delegate to such committees such functions of Council as Council shall from time to time determine, such functions being executed in the name and on behalf of Council and in accordance with the Charter and these Statutes. Every such committee shall regularly report its proceedings to Council;
  - d) to make, amend or repeal, from time to time, Standing Orders for the regulation of the Society's affairs.

#### **Voting by Council**

- 23 At meetings of Council not fewer than twelve 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 Chair shall have a second, casting vote.

#### **Termination of Council membership**

- 24 Members of 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 Council;
  - d) give notice to the President of their wish to resign and their resignation is accepted by Council.

### **Chapter VI: The President and Officers**

#### **Election of President and Officers**

- 25 The President and Officers shall be elected according to the Charter.
- 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.

### **Duties of the President**

27 The duties of the President, or Vice-President deputising for the President, shall be to:

- a) preside at meetings of the Council and be Chair 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 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 shall advise and guide Council in financial matters generally.

### **Duties of the Secretaries**

30 There shall be three Secretaries responsible within 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 Council from time to time.

## **Chapter VII: The Executive Director**

### **Appointment of the Executive Director**

- 31 Council shall appoint an Executive Director on such terms as Council may think fit in agreement with the person appointed.
- 32 The person appointed to the office of Executive Director 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 and be reinstated as a Fellow once the appointment ends.
- 33 The Executive Director 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 Director.

### **Duties of the Executive Director**

- 34 The Executive Director shall act under the general direction of the President, Officers and Council and shall be responsible 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 Council. These minutes shall be submitted to the Secretaries for approval or revision.
- 35 The Executive Director 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 Council shall otherwise decide, be kept on the Society's premises ready to be produced at any meetings of the Society or of Council or as may be required.

## **Chapter VIII: Meetings of the Society**

### **Business Meetings**

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

### **Anniversary Meeting**

- 37 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 discuss 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.

### **Meetings for the Election and for the Admission of Fellows, Foreign Members and Honorary Members**

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

### **Special General Meetings**

- 39 The President or Council may call a Special General Meeting of the Society whenever it may appear to them to be necessary.
- 40 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.

- 41 At least four weeks' notice of any Special General Meeting shall be given to every Fellow, 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**

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

### **Publishing Board**

- 43 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 Council.

### **Editors**

- 44 Each refereed learned serial publication shall have an Editor, normally selected from the Fellowship, and normally appointed by Council. Editors shall serve normally for four years and 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**

- 45 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 Council in accordance with such procedures as Council may from time to time agree.

### **Fellows entitled to publications**

- 46 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: Books and Records of the Society**

### **Charter Book**

- 47 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**

- 48 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**

- 49 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**

- 50 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 Council.

### **Access to records**

- 51 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.
- 52 No document deposited in the Archives shall be removed from the Society's premises without permission of Council.

## **Chapter XI: The Common Seal**

- 53 The Executive Director shall ensure the safe custody of the Common Seal of the Society.
- 54 Every instrument to which the Common Seal is affixed shall be signed by two persons approved by Council for that purpose. Details of all instruments thus sealed shall be reported to Council at its next meeting.

## **Chapter XII: Power to make, amend or repeal Standing Orders**

- 55 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 Council.

## **Chapter XIII: Power to make, amend or repeal Statutes**

- 56 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, 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 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 Council following the Special General Meeting, Council shall take these resolutions into consideration before approving or amending the proposal provisionally agreed upon. If Council agrees, the new Statute, amendment or repeal shall be entered into the Statute Book of the Society and the Fellowship shall be informed.

#### **Chapter XIV: Quorum**

57 By the Charter and Statutes, the quorum required for Meetings is as follows. In all cases, the quorum must include the President or a Vice-President.

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[These Statutes were approved by Council on 29 January 2015]