

**BRITISH ASSOCIATION FOR THE ADVANCEMENT OF SCIENCE**

**STATUTES**

**Approved by Council 19 April 2006**

INDEX

	Definitions
I	Constitution
II	Council
III	Officers of the Association
IV	General Committee
V	Chief Executive
VI	Procedure at Meetings
VII	Finance and Investment
VIII	Membership – Admission procedures and privileges
IX	Amendments and New Statutes

## DEFINITIONS

In these Statutes, the following definitions shall apply:

"Association"	The British Association for the Advancement of Science
"Council"	The Council of the Association as defined in Chapter II. The Council Members are the Trustees of the Association
Festival	The Festival, (previously the Annual Meeting) of the Association held in accordance with paragraph 2 of Chapter I
"President"	The President of the Association appointed in accordance with Paragraph 2 of Chapter III.
"General Treasurer"	The General Treasurer of the Association appointed by the Council in accordance with Paragraph 3 of Chapter III
"Vice-President"	A Vice-President of the Association appointed by the Council in accordance with Paragraph 4 of Chapter II or Paragraph 3 of Chapter III
"Member"	A member of the Association within the classes of membership set forth in paragraph 5(a) (i) to (ii) of Chapter VIII. Member normally means Voting Member unless the contrary is stated
"Sections"	The Sections of the Association established in accordance with Paragraph 4 (vi) of Chapter II
"Chair"	The Chair of the Council appointed by the Council in accordance with Paragraph 6 of Chapter III
"Chief Executive"	The Chief Executive of the Association appointed in accordance with Chapter V
"Officers"	The Officers of the Association defined in Paragraph 1 of Chapter III
"Audit Committee"	The Audit Committee appointed in accordance with Paragraph 4 (viii) of Chapter II

" Auditors"	The Auditors of the Association appointed in accordance with Paragraph 4(viii) of Chapter II
"Investment Committee"	The Investment Committee appointed in accordance with Paragraph 4(ix) of Chapter II
"Investment Adviser"	The Investment Adviser duly authorised and appointed in accordance with the Charter and Paragraph 5 of Chapter VII
"Branches"	Local organisations of members of the Association set up by the Council in accordance with Paragraph 4 (x) of Chapter II
"Committees"	Committees of the Association established in accordance with Paragraph 4(xi) of Chapter II
"General Committee"	The General Committee of the Association as defined in Chapter IV
"Charter"	The Charter of the Association dated 21st April 1928 and the Supplemental Charters of 1960, 1997 and any subsequent supplement or amendment thereto
"Rules"	The subsidiary Rules for governance of the Association made by Council in accordance with Chapter II which were not part of the Charter or Statutes.
"Statutes"	The Statutes of the Association adopted by the Association on 19 <sup>th</sup> April 2006 and approved by the Privy Council and subsequent supplement or amendment thereto.

## **Chapter I**

### **Constitution**

**1** The Association shall consist of voting and non-voting Members as set forth in Chapter VIII hereof. The governing body of the Association shall be a Council, constituted as set forth in Chapter II hereof. The affairs of the Association shall be directed by the Council. The General Committee shall act as a consultative body and be constituted as set forth in Chapter IV.

### **Activities**

**2** The Association shall conduct activities in line with its Charter and Objects, and as determined from time to time by the Council. These shall include the holding of a Festival in every year, subject to the approval of Council, and the venue, dates and form of each Festival shall be determined by the Council.

## **Chapter II**

### **THE COUNCIL**

**1** The Council shall comprise the Board of Trustees and shall be constituted of the following persons who are entitled to vote at Council meetings:-

(i) the Chair of the Council, if not falling within one of the sub-paragraphs herein contained

(ii) the General Treasurer

(iii) up to three Vice-Presidents

(iv) four members of the General Committee who have themselves been elected to the General Committee by Members of the Association

(v) up to four persons appointed as determined by the Council

In addition the President, President-elect and Immediate Past President, if not Trustees, shall be entitled to attend Council but not to vote.

Members of Council shall normally serve for a period of three years with the option of being re-appointed for a further three years as long as any continuous period in office does not normally exceed six years. In exceptional circumstances, by two thirds majority vote in Council of members present, a further year's extension is permitted.

#### **Elections**

**2** (i) At the end of each year, defined as the end of the Festival or such other time as Council shall determine, Members of Council shall retire according to the agreed rotation dependent upon their length of service.

(ii) All members of the General Committee, as defined in Chapter IV 1 (ii), are eligible to stand for election to Council, and all voting members of the General Committee shall be eligible to vote in the election for Council members. The Council shall have power to fill any casual vacancy in the Council that shall occur between successive Council elections howsoever arising.

(iii) Unless otherwise decided by the Council all nominations of candidates for election to the Council shall be made in writing to the Chief Executive by not later than the last day of the Festival. Upon receipt of all valid nominations (as to which validity the decision of the Council shall be final and binding) the Chief Executive shall arrange:-

(a) if one or more vacancies exist the preparation of the ballot papers, to be sent to all members of the General Committee, bearing the names of all candidates duly nominated for the Council and

(b) the forwarding of one paper for the Council to each member of the General Committee not later than six weeks after the end of the Festival. The accidental omission to forward the ballot paper to any voting member or its non-receipt by that member shall in no way invalidate the election

(iv) the ballot papers for the election to the Council shall be returned to the principal office of the Association not more than nine weeks after the end of the Festival. In the event of any equality of votes between candidates the President shall exercise a casting vote. The result of the election shall be announced to the Members of the Association not later than twelve weeks after the end of the Festival and the members elected shall take office on the announcement of the ballot. Retiring elected members shall continue in office until the announcement of the result of the ballot.

#### Meetings

**3** As soon as convenient after the announcement of the result of the ballot the Council shall meet. It shall also meet during every Festival for the purpose of transacting its business and at other times at its discretion or at the written requisition of not less than five members of the Council.

#### Functions

**4** The function of the Council shall be to direct on behalf of the Association all the affairs and business of the Association and without prejudice to the generality of the foregoing the Council: -

(i) shall receive and consider the reports of the General Treasurer

(ii) shall approve the annual accounts as provided in Chapter VII hereof and publish them with an annual report of the activities of the Association

(iii) shall determine the activities of the Association in line with the Charter and Objects, the place and date of the Festival and establish such committees as may be necessary to assist in the organisation of the Association

(iv) shall appoint the Officers of the Association as set out in Chapter III hereof

(v) may appoint to Council additional persons who will not be Officers of the Association

(vi) shall appoint the Chief Executive of the Association as set out in Chapter V hereof

(vii) shall establish and constitute Sections of the Association to provide the Association with access to national and international communities of professional natural scientists, engineers and technologists and social scientists, and shall specify and prescribe by the Rules or otherwise the constitution, powers, functions and activities of such Sections which will contribute to the academic content of scientific events, meetings and festivals organised by or on behalf of the Association

(viii) shall appoint an Audit Committee and also a professional auditor of the Association who shall be a person or a firm duly qualified for appointment as auditor of a company in accordance with the provisions of the appropriate Companies Act and Charities Act

(ix) shall appoint an Investment Committee of not less than four or more than six persons of whom one shall be the General Treasurer, at least two others shall be members of the Council and at least one shall be the Investment Adviser to keep the investments of the Association under review and to make such recommendations to the Council as the Investment Committee shall think fit with regard to such investment. The council may delegate to such Investment Committee and, through the Investment Committee, to the Investment Adviser the powers of the Council to make or vary investments on behalf of the Association and may make such provisions by Rules or otherwise for the business of such Investment Committee

(x) may establish and set up Branches of the Association in such places as the Council shall think fit, and specify and prescribe by regulation or otherwise the constitution, powers, functions and activities of such Branches

(xi) may establish and maintain Committees, each comprising members of the Association, to advise the Council on matters affecting the programmes, activities, constituent groups and membership of the Association, and for such other purposes as the Council may see fit from time to time and may delegate (but only with power reserved to revoke such delegation whenever the Council shall see fit) to such Committees such of the powers as are vested in the Council affecting such matters, and make such provisions by regulation or otherwise for the business of such Committees as the Council may determine and may also co-opt to any such Committees non-members of the Association to advise and assist such Committees in the execution of their business

(xii) may employ such members of staff of the Association as may be necessary to carry on the work of the Association on such terms as the Council may from time to time determine

(xiii) shall appoint members of the Association duly qualified to be Officers of Sections and Branches

(xiv) may fill casual vacancies occurring among the Officers of the Association and such persons shall hold office until the end of the next following Festival

(xv) may arrange meetings, festivals, lectures, exhibitions, demonstrations, conferences, publications and other events and activities at such times and places as the Council may think fit to further the objects of the Association or any of them

(xvi) may make, repeal, and amend such Rules and provisions as the Council shall think fit for the conduct, management or well-being of the Association

(xvii) may establish and maintain relations and work in co-operation with societies and any other organisations and persons having Objects in whole or in part akin to the objects for the Association whether in the United Kingdom or overseas

(xviii) may delegate to the Chief Executive and other staff of the Association such powers and functions as the Council may deem necessary from time to time to ensure the effective implementation of its decisions and policies

(xix) shall exercise all other such functions as by these Statutes are assigned to it as the governing body of the Association.

The Council shall have authority to act in the name of and on behalf of the Association in all or any such purposes.

Honoraria

**5** An annual or other honorarium approved by the Council may be paid to any member of the Council subject to the prior written approval of the Charity Commission.

## **CHAPTER III**

### **OFFICERS OF THE ASSOCIATION**

Officers

**1** The Officers of the Association shall be:-

(i) The President, the Immediate Past President and the President-elect

(ii) The General Treasurer and up to three Vice-Presidents as the Council shall determine with responsibilities as hereinafter set forth

(iii) The Chair of the Council (who may be one of the persons mentioned in subparagraphs (i) and (ii) hereof)

President

**2** The President shall be appointed by the Council and shall assume the office of President of the Association at the end of one Festival and shall (unless re-appointed) vacate the office of President at the end of the Festival in the year next following. Every President shall deliver a presidential address at the Festival at the end of his or her year of office. The President shall normally hold office for one year unless the Council determines otherwise.

General Treasurer/Vice-Presidents

**3** The General Treasurer and the Vice-Presidents shall be appointed by the Council at its meeting held during the Festival in each year and shall assume office at the end of the Festival at which they are appointed and shall (unless re-appointed) vacate office at the end of the Festival in the year next following appointment. The General Treasurer and the Vice-Presidents shall hold office for no more than 3 consecutive years unless reappointed for a further 3 years in which event they shall not hold office for more than 6 consecutive years.

**4** The General Treasurer shall be responsible to the Council for the financial affairs of the Association.

**5** The Vice-Presidents shall be responsible to the Council and shall exercise such powers and functions as are determined by the Council from time to time. They shall advise the Council on the specific matters which shall be allotted to them by the Council.

Chair

**6** The Chair of the Council shall be appointed by the Council and the Council shall be entitled to appoint as Chair any Voting Member of the Association whether or not he or she shall be an existing member of the Council. Unless otherwise decided by the Council the period of appointment shall be not less than 3 years and not more than 6 years. The Council may also appoint a Vice-Chair from within the Council membership.

**7** The Officers shall represent the Council when required and may act in matters of urgency affecting the affairs of the Association which cannot be considered by the Council before its next meeting. Any action taken shall be reported to the Council at its next meeting.

## **CHAPTER IV**

### **THE GENERAL COMMITTEE**

Constitution

**1** The General Committee shall consist of:-

(i) All the members of Council ex officio\*.

(ii) Members of the Association elected as hereinafter provided of whom at least two shall be drawn from Members nominated by Section committees, at least two from Members nominated by Branch committees, at least two from Members nominated by Members in such a manner as Council shall from time to time determine, and at least two from members nominated by corporate and institutional Members. Other constituent groups within the Association may be similarly represented as Council shall from time to time determine.

(iii) Other persons, who may be co-opted\* by the General Committee, subject to a limit as determined from time to time by Council.

(\* denotes members of the General Committee who are appointed rather than elected for the purposes of these Statutes)

#### Meetings

**2** (i) The General Committee shall hold at least two meetings per year, including one at the Festival, for the purpose of transacting its business and at other times at its discretion or at the written requisition of not less than eight members of the General Committee. The President of the Association (or in his or her absence another member of the Council) shall preside at every meeting of the General Committee.

(ii) All members of the General Committee shall have a vote in its business but those listed to attend its meetings shall not have the right to vote.

#### Functions

**3** The Council shall consult the General Committee of matters requiring the Committee's consideration, and shall present to the General Committee the annual accounts, budgets and management accounts for discussion. The General Committee may initiate recommendations to Council; any recommendation which received majority support in a vote at a quorate General Committee meeting shall be formally considered by Council at the next Council meeting.

#### Elections

**4** (i) The Members of the Association serving on the General Committee other than members of Council and co-opted members of the General Committee, shall be elected by the Members of the Association. Elections will take place annually. Voting thereat shall be by ballot conducted as hereinafter provided.

(ii) The length of service by such elected members shall be three years. Elected members of the General Committee retiring, whether at the end of three years or earlier, shall be eligible for re-election provided that such re-election would not result in a period of uninterrupted service on the General Committee of longer than six years. However, a General Committee member elected to Council during his period on the General Committee will continue to serve on the General Committee beyond the six year period as an ex officio member until such time as his period of service on Council shall cease.

(iii) All Members of the Association are eligible to stand for election to the General Committee, and all Members of the Association shall be eligible to vote in the election for General Committee members. The General Committee shall have power to fill any casual vacancy that shall occur between successive elections howsoever arising.

(iv) unless otherwise decided by the Council all nominations of candidates for election shall be made in writing to the Chief Executive by not later than the last day of the month of May. Upon receipt of all valid nominations (as to which validity the decision of the Council shall be final and binding) the Chief Executive shall arrange:-

- (a) the preparation of the ballot papers, bearing the names of all candidates duly nominated and indicating the constituency in respect of which they have been nominated, and
- (b) the forwarding of one paper to each Member not later than six weeks after the end of May. The accidental omission to forward the ballot paper to any Member or its non-receipt by that Member shall in no way invalidate the election.

(v) The ballot papers shall be returned to the principal office of the Association not more than nine weeks after the end of May. In the event of any equality of votes between candidates the President shall exercise a casting vote. The result of the election shall be announced to the Members of the Association not later than twelve weeks after the end of May and the Members elected shall take office at the commencement of the subsequent Festival until when the retiring elected Members shall continue in office.

## **CHAPTER V**

### **THE CHIEF EXECUTIVE**

Chief Executive

**1** The Chief Executive of the Association shall be employed by the Council on such terms and conditions as the Council shall from time to time determine and shall be responsible to the Council through its Chair.

**2** The Chief Executive shall be responsible, subject as aforesaid, for:-

- (i) providing leadership and strategic direction to the affairs of the Association
- (ii) management, general organisation, financial control and administration of the Association
- (iii) control and direction of the Association's offices and staff;
- (iv) such aspects of the Association's affairs as are assigned to him or her by the Council, and
- (v) implementing all decisions and policies of the Council.

**3** The Chief Executive shall act as secretary, and be responsible for minutes and correspondence in connection with the affairs of the Association or arising from meetings of the Council and may represent the Council in ways determined by the Council.

## **CHAPTER VI**

### **PROCEDURE AT MEETINGS**

#### Votes

**1** At any meeting of the Council or of any Committee of the Association, voting shall be by a show of hands or otherwise as the Chairman of such meeting shall direct and at any such meeting every duly qualified member of such Committee as the case may be, present in person, shall have one vote.

#### Decisions

**2** Except as provided in Chapters VIII and IX all decisions shall be determined by a majority of those present in person and voting and in the event of an equality of votes the Chair of such meeting shall be entitled to a second or casting vote.

#### Chair rulings

**3** The decision of the Chair of any meeting as to the result of the voting on any question or upon any point of order shall be final and an entry in the minutes of the meeting signed by the Chair of such meeting shall be conclusive of the terms of any resolution and of its having been passed.

#### Notices of Meetings

**4** If a notice of any meeting of the Council or of any committee or sub-committee of the Association shall inadvertently be sent to, or if any such meeting shall be attended by, or if any votes shall be cast at any such meeting by, some person or persons not duly qualified to attend such meeting the proceedings of that meeting shall not be invalidated. The accidental omission to give notice of any such meeting to, or the non-receipt of any notice of any such meeting, by a member duly qualified to attend such meeting shall not invalidate the proceedings of any such meeting.

#### Quorum

**5** There shall be a quorum for meetings of the Council of four Members including at least one Member elected under the terms described in Chapter II and Chapter IV.

## **CHAPTER VII**

### **FINANCE AND INVESTMENT**

#### Financial Statement

**1** The General Treasurer shall ensure that the Association shall keep proper books of account giving a true and fair view of the finances of the Association, shall procure and

present to the Council the audited accounts of the Association completed to the close of the financial year and shall present at any meeting of the Council an interim statement of account if so requested and shall report to the Council promptly on any matters which are or should be of concern to the Council.

#### Audit

**2** The accounts of the Association shall be audited annually by a professional auditor appointed as hereinbefore provided by the Council whose report and accounts shall be approved by the Audit Committee and signed by the auditors. The said accounts duly audited and signed as aforesaid shall be approved by the Council and published annually in its Annual Report.

#### Expenditure

**3** The General Treasurer shall be responsible for the expenditure of moneys authorised by the Council. He or she shall ensure that all payments authorised by the Council are made and such bank accounts as may be directed by the Council are maintained.

#### Investments

**4** The General Treasurer is empowered to draw on the account of the Association and may, with the authority of the Council or (during such time as the Council shall have delegated to the Investment Committee the powers of the Council to make or vary investments) with the authority of the Investment Committee, invest on behalf of the Association part or all of the balance standing at any time to the credit of the Association in the books of the Association's bankers in such investments as may be authorised by the Charter, and may from time to time vary or transpose such investments for or into others of a similar nature.

#### Investment Adviser

**5** The Council may appoint as Investment Adviser for the Association a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is either: -

(i) an individual of repute with at least fifteen years' experience of investment management who is an authorised person within the meaning of the current Financial Services legislation or

(ii) a company or firm of repute which is an authorised or exempted person within the meaning of the legislation.

#### Terms of delegated powers

**6** The Council may delegate to an Investment Adviser so appointed power at his or her discretion to buy and sell investments for the Association on behalf of the Council in accordance with the investment policy laid down by the Council. The Council may only do so on terms included in the Rules.

#### Delegation

**7** The General Treasurer may authorise the Chief Executive and other responsible members of the staff of the Association to act on his or her behalf in the exercise of his

or her powers and obligations and the Council shall make such Rules for the control of bank accounts and the issue of cheques and for other such purposes as it may from time to time think fit.

## **CHAPTER VIII**

### **ADMISSION, SUBSCRIPTIONS AND PRIVILEGES OF MEMBERS AND OTHERS**

#### Membership

**1** Members shall be those who, on application or nomination, are admitted to the Register of Members by the Council. Those so admitted shall cease to be Members by their resignation, by their death, or by their removal for good cause by the Council in exercise of its discretion. The Register of Members shall be the definitive list of the membership at any one time.

#### Applications

**2** No technical qualification shall be required on the part of an applicant for admission as a Member (of any category or class) of the Association, but the Council is empowered, in the event of special circumstances arising, to impose suitable conditions and restrictions in this respect.

The Council shall also have power to refuse any application for membership without ascribing a reason.

#### Obligations

**3** Every person admitted as a Member of any class shall conform to the Charter, the Statutes, the Rules of the Association and, for any infringement thereof, shall be liable to exclusion by the Council.

#### Exclusion

**4** If it shall appear to the Council that it is not desirable that a person shall continue to be a Member of any class of the Association, the Council shall direct the Chief Executive to ascertain whether that person is willing to resign his membership.

If that person shall not, within a time to be fixed by the Council, either resign or appeal in writing to the Council against the invitation to resign, the Council may declare such person to be no longer a Member. Upon the appeal, the Council may exclude the Member with the approval of two-thirds of those present and voting.

Decisions regarding exclusion of Members shall be taken in consultation with the General Committee.

#### Classes and Privileges of members

**5** (a) Membership of the Association shall be divided into but not restricted to the following classes:-

(i) Ordinary Members.

(ii) Honorary Members being persons so appointed by the Council.

(iii) Members being persons appointed as representatives by corporate bodies as more particularly referred to in paragraph six of this Chapter.

All the above classes of Member shall have voting rights within the Association.

(b) The Council may from time to time create other classes of voting or non-voting membership.

(c) All Members shall be entitled:-

(i) to attend meetings and events arranged by the Association on payment of the required fee, if any, and particularly to attend the Annual Meeting of Members which shall normally be held at the Festival of Science

(ii) to receive such publications of the Association at such price, if any, as the Council shall from time to time determine, and

(iii) to enjoy such other privileges as may from time to time be arranged by the Association for Members.

Representatives of Corporate or Institutional Bodies

**6** Any corporate body and any institution, association, society of individuals or other unincorporated body approved by the Council shall, on an annual payment of such sum as the Council may from time to time determine, be entitled to appoint such representatives and to enjoy such privileges of membership of the Association as the Council shall from time to time determine.

Subscription

**7** Subject as herein mentioned the subscriptions, if any, payable for the several classes of members of the Association shall be at such rate as the Council shall in its discretion determine having regard to the financial requirements and estimated annual income and expenditure of the Association in the fulfilment of its objects.

## **CHAPTER IX**

### **AMENDMENTS AND NEW STATUTES**

Alteration to Charter and Statutes

**1** The provisions of the Charter and the Statutes of the Association or any of them may from time to time be altered, added to or repealed and any new Statutes of the

Association may be adopted by the Council provided that due notice shall have been given to the members of the Council and provided that such alteration, addition or repeal of the Charter or the Statutes or such new Statutes shall be approved by not less than three-fourths of the members of the Council present in person and voting (being a majority of the whole number of members of the Council) at the meeting of the Council to which such alteration, addition or repeal of the Charter or Statutes or such new Statutes shall be referred.

#### Proposals to alter Statutes

**2** Any alteration or addition to or repeal of the Statutes and any new Statutes may be proposed by the Council or by any individual member or members of the Council or of the General Committee and if proposed by any individual member or members of the Council or General Committee he, she or they shall give not less than two calendar months' notice in writing of his, her or their intention and of the proposed alteration, addition or repeal of the Charter or the Statutes or of the new Statutes to the Council.

#### Notice of Proposals to Council

**3** Any alteration, addition to or repeal of the Charter or the Statutes and any new Statutes proposed as aforesaid shall be submitted to the next meeting of the Council and notice in writing of the intention to move and of the proposed alteration, addition or repeal of the Charter or the Statutes or of the proposed new Statutes shall be given by the Chief Executive to all members of the Council not less than twenty-one days before such next meeting of the Council.

#### Alteration to be approved by

**4** No such alteration, addition or repeal of the Charter, Supplemental Charters, or the Statutes and no new Statutes as aforesaid shall come into operation or have any effect until the same shall have been submitted and allowed as provided by the 1997 Supplemental Charter of the Association, or, in the case of the Statutes, been submitted and approved by the Lords of Her Majesty's Most Honourable Privy Council.