

Two Hundred and Sixth Annual General Meeting

In accordance with Bye-law 15, the 206th Annual General Meeting of the Society will be a hybrid meeting at the Geological Society of London and via Zoom, on Friday the 9th of May 2026 from 16:00 to 17:00.

AGENDA

1	Minutes of the 205 th Annual General Meeting	President	MINUTES
2	President's Report	President	verbal
3	In remembrance of Fellows past	President	verbal
4	VOTE: Updates to the Society's Bye-laws	President	AGM-2026-01
5	Treasurer's Report and Annual Report of the Trustees for 2025	Treasurer	verbal
6	VOTE: Membership subscriptions	Treasurer	AGM-2026-02
7	VOTE: Appointment of the Society's professional auditors for 2027	Treasurer	AGM-2026-03
8	Announcement of the result of the elections to Council	President	verbal
9	Thanks to retiring members of Council	President	verbal
10	Report from the Honorary Auditors	Chris Lee and Olivia Keenan	AGM-2026-04
11	VOTE: Appointment of the Society's Honorary Auditors for 2027	President	AGM-2026-05
12	Any other business	President	verbal
	Date of next meeting: To Be Confirmed		
	Fellows are invited to remain for the President's Address which will follow the Annual General Meeting.		

**Minutes of the Two Hundred and Fifth Annual General Meeting of the Royal
Astronomical Society
Held at the Geological Society of London and via Zoom
16.00, Friday 9 MAY 2025**

[NOTE: The minutes of the Two Hundred and Fifth Annual General Meeting held on 9 May 2025 (below) will be presented for confirmation and signed by the President at the Annual General Meeting on the 8 May 2026.]

It is noted that the AGM was only open to Fellows of the Royal Astronomical Society (RAS) and RAS staff.

By a count of persons present the President, Professor Mike Lockwood, declared the meeting to be quorate and welcomed those in person and online to the meeting.

1. Minutes of the 204th Annual General Meeting

The President asked for a show of hands in order to approve the Minutes of the Annual General Meeting of 10 May 2024. The Minutes were confirmed as a true record and were signed.

2. Update from the President

The President updated Fellows as follows:

- The signing of the lease on Burlington House has been finalised and thanks are noted to Professor James Hammond who acted as co-signatory for the RAS.
- Major progress in our review and overhaul of our Governance
- Bullying and Harassment Report finalised and launched
- Highly successful children's workshops "Astronomy through the Herschels: Connecting the Dots", Slough Museum
- >1000 on-line and 200 in person at International Observe the Moon Night at Reading University
- Astronomy Past & Present with City of Westminster Libraries & Archives
- Many Talks & exhibitions at events including at 2024 Orkney International Science Festival
- John Brown Memorial Lecture by Ione Parkin, RWA
- RAS signed the International Zero-Debris Space Charter and the European light pollution manifesto
- Talks and Tours for 'Open House', 'Space Week' & 'After Dark' at Burlington House

In addition:

- The RAS says farewell to Executive Director Phillip Diamond after seven-and-a-half years in post and welcomes his successor, Ian Russell
- Notes that NAM 2025 will be in Durham and NAM 2026 will be in Birmingham

Looking forward, we will:

- Plan events and the configuration of Burlington House to increase public use and address maintenance and environmental requirements (for example insulation)

M.L.

With respect to practice regarding voting, Kathy Whaler asked if the Charities Commission is happy with the wording "...from time to time"; Lucy Devine responded that this is Charity Commission approved wording.

Hugh Stanley asked:

- (a) Should 'siblings' be used instead of 'brothers and sisters' in the interests of inclusivity?; Lucy Devine noted that text recognised by the Charities Commission had been used but felt that this was a good point that should be considered in a future iteration.
- (b) Should the Bye-laws contain definitions of Vice-President, Senior Secretary etc?; Lucy Devine explained that Council had decided that the Bye-laws are not the appropriate place for role descriptions as they could be subject to frequent minor changes and so these are kept separately.
- (c) If Fellows who attained the age of 65 before 1st January 2003, and who had validly elected under a previous Bye-law for complete exemption from paying Membership Subscriptions, shall retain that privilege?; Lucy Devine confirmed this is the case and that clause 13.6 gives Council this power.
- (d) If, in that instance, Fellows wishing to benefit from the Gerald Merton Fund would need to disclose their situation to Council?; Lucy Devine explained that clause 13.6 does not require the Fellow to be named and that this wording is deliberate to retain privacy.
- (e) If reference to "the website" is undesirable given that the Society has multiple websites?; Lucy Devine responded that this wording had been checked by legal experts and that the interpretation would be the relevant website but that clarification could be considered in a future iteration.
- (f) Should Fellows and Council members have a right of appeal if they were expelled from the Society?; Lucy Devine explained that the advice from specialist charity lawyers with expertise in Royal Charters is that there should be not be right of appeal as there is no one to appeal to. Instead, the correct course of action would be to complain to the Charities Commission if they felt that they had been mistreated, noting that this mechanism lies outside of the governing documents of the RAS.

Robert Smith noted a typo in the proposed wording of Bye-law 36.6.2 in that the word "and" should be corrected to "any". Lucy Devine thanked him for his observation, confirming that the legal interpretation would be as intended but that this should be corrected in a future iteration.

The President proposed the motion "That the amended Bye-laws produced to the meeting and attached to the Notice be further amended to include the changes proposed by the Council as set out above and as agreed by Council since the Notice of the AGM was given."

This motion was approved unanimously in the room with 11 votes for and one vote against online.

M.L.

The Treasurer noted two key risks:

1. A reduction in publishing income due to the Open Access funding model, noting that submissions to MNRAS are ~40% lower than in 2023 with a smaller reduction for GJL. This will be mitigated by: increasing the number of Read and Publish agreements; improving journal homepages; undertaking a “Why Publish with the RAS” campaign; updating OUP webpages making it easier to find if a particular institute is covered by a Read and Publish agreement. It was noted that Council is planning a publishing “away day” later this year.
2. The costs of backlog maintenance, environmental upgrades and accessibility modifications of Burlington House that we are required to perform as part of the new lease agreement. In mitigation, the Courtyard Societies have appointed a new managing agent who are evaluating the costs of necessary maintenance and upgrades required to meet current health and safety and environmental standards, and; the RAS has appointed specialised heritage architects to advise on modifications to the building so that it better suits the needs of the Society. The Treasurer noted that it is not expected to have reliable cost estimates before the end of 2025 and in light of this the RAS Finance Committee recommended that we do not make additional lease payments (above the 10% per year) until the above costs and the level of future publishing income are clearer.

Nigel Berman noted that the mortgage on Burlington House represents a ‘first charge’ on the Society and suggested paying the mortgage down as soon as possible. The President noted that Council wished to maintain maximum flexibility given the uncertainty regarding publishing income, Burlington House costs and global equity markets. Steve Miller noted that Council had agreed that this would be the decision for this year and the Treasurer confirmed that Dr Berman’s suggestion would be taken into consideration by the Finance Committee.

In response to questions from the floor regarding the decrease in submissions to MNRAS the President added that it is believed that the drop in submissions is sustained and not due to authors submitting before article publishing charges were introduced so the decrease in our market share of papers is a concern and this will be a focus of the Society’s leadership.

James Hammond urged the Society not to underestimate the cost of renovations to Burlington House.

4. Membership Subscriptions

On behalf of Council the Treasurer proposed an increase to Membership Subscriptions for 2026 as follows:

Rate	2025	2025 uplifted by 2.5% (CPI)	Proposed 2026 level
Full Rate	£161.00	£165.23	£165.00
Early career (yrs 2-5)	£108.00	£110.86	£110.00
Early career (1st yr)	£72.00	£74.09	£74.00
Concessions & Students	£31.00	£31.98	£31.00
Student (1st yr)	£5.00	£5.33	£5.00

M.L.

- The leasehold on Burlington House presents opportunities and challenges regarding closer collaboration with the other courtyard societies, the utilisation of the building, security and outreach.
- We note necessary refurbishment plans are to be managed by an enhanced Executive team (to increase heritage building skills etc.)
- Publications and Membership
 - Large revenue drop from MNRAS, impacting finances was noted and while steps to address this are underway there is concern regarding how the situation arose.
 - Membership stable at ~4000, but 33% are over 65 plus a “mid-career” gap.
 - Membership Survey to better understand our “offer” recommended.
 - Plans to move some events outside London welcomed and the success of the Dublin meeting noted.
 - Noted that the resurgence in the popularity of astronomy may be an opportunity.
- Library and Heritage
 - Noted that the Library and its archives are valuable but remain under-utilized; staffing cannot yet meet both digitization and outreach goals.
 - The Library is also a research environment in its own right; public outreach must therefore be coordinated.
 - Noted plans are in motion to address these issues, balancing outreach and research with sensitivity.
- Policy and Fundraising
 - Advocacy remains a key role for the Society and the growing Public Policy profile for RAS is welcomed; experience gained from the leasehold process will be useful going forward.
 - RAS will need a professional fundraising function as traditional revenue sources (for example STFC) face pressure.
 - We note interest in fostering a more “activist” Membership to widen Policy impact.
- Education, Comms and Public Engagement
 - We celebrate expanding high quality RAS Outreach across social media platforms and via public-facing events and note an ever-increasing demand though it is important to measure effectiveness and to select priorities, especially during cash-constrained times.
 - Communications with the Membership have improved and we await (necessary) plans to update the website.

In summary the Honorary Auditors’ note that the Society is in a period of transformation. They look for a smooth leadership transition and note the need to secure revenue from publishing while maintaining journal reputations, strengthen governance and financial oversight, develop a compelling fundraising strategy, embrace digital transformation across the Society, leverage Burlington House for community and public engagement, and take benefit from the resurgence in popular astronomy.

Bob Barber shared the Honorary Auditors’ concerns regarding MNRAS and associated income and the threat from competitor journals. The President confirmed that we have information about former authors and where they are now publishing.

M.L.

(Councillor (A)), and Mrs Patricia Tomkins (Councillor (A)) and also to Professor Andrew Curtis (Vice-President (G)) and Professor Steve Miller (Councillor (G)) who, following the ballot, will remain on Council as Councillor (G) and Vice-President (G) respectively.

The vote was carried unanimously.

11. Farewell to the Executive Director

The President thanked Phillip Diamond for his successful seven-and-a-half year tenure as Executive Director that has seen him steward the Society through the COVID-19 pandemic, the signing of the lease on Burlington House and the RAS200 celebrations among many other things.

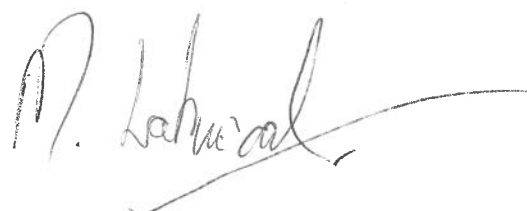
Mr Diamond thanked the President, Council and Committee members, and Fellows for their support and comradeship throughout his time at the RAS.

12. Date of the next Annual General Meeting

The 206th AGM of the Society will take place on 8 May 2026.

13. Meeting Closure

There being no further business the President announced that the AGM was closed.



8th July 2025

Updates to the Society's Bye-laws

Mark Lester, *Senior Secretary*; Ian Russell, *Executive Director*
2 April 2026

Expected

The Annual General Meeting is asked to vote to approve the amendments to the Society's Bye-laws outlined below.

Background and introduction

At the Society's Annual General Meeting (AGM) in May 2025, Fellows voted by a very large majority to approve changes to our Bye-laws. This new version of the Bye-laws came into effect immediately.

On the day of the 2025 AGM, and in the weeks afterwards, some suggestions were made for further changes to the Bye-laws which had been circulated with the AGM papers. It was too late to properly consider all of these suggestions and accommodate changes into the resolution that went before the AGM and so a proposal from the President was accepted that the best way forward would be to consider all the suggestions, consult the Society's advisers, and then propose a set of further amendments to the Bye-laws at the 2026 AGM.

At its meeting on 12 December 2025, Council approved in principle the list of changes that our external governance advisor, Lucy Devine (Wellspring Consulting Ltd), recommended be accepted. The full list of suggested changes was then reviewed thoroughly by Professor Mark Lester, Senior Secretary, and Mr Ian Russell, Executive Director and at its meeting on 13 March 2026 Council confirmed the proposed changes to Bye-laws to go before the Annual General Meeting. Of the 18 suggestions received, Council proposes that seven are accepted and 11 are rejected.

Please note that a suggestion to allow Honorary Fellows to stand for Council has not been taken forward at this stage but will be included in a wider review of our membership structure and benefits.

Proposed changes to the Royal Astronomical Society's Bye-laws

References to President Elect and Vice President

For consistency references to President-elect and Vice-President are changed to President Elect and Vice President throughout.

Correction of typographical errors

The following typographical errors should be corrected:

- Bye-law 9.3 - remove unnecessary comma
 - Bye-law 23.3.3 - reference should be to Bye-law 23.3 rather than to Bye-law 23.2
 - Bye-law 23.5.13 - duplicate "offices of" removed
 - Bye-law 36.6.2 - the word "and" corrected to "any".
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Code of Conduct relating to criminal offence

Such that a Code of Conduct investigation would be triggered if a Fellow was alleged to have been found guilty of a serious criminal offence including but not limited to fraud or dishonesty, Bye-law 14.2.1 should be changed to read:

- 14.2 The Council shall make regulations for the investigation, hearing and resolution of disciplinary proceedings against a Fellow or Honorary Fellow who is alleged to have:
- 14.2.1 been found guilty in a court of law of a serious criminal offence **such as, but not limited to, an offence involving** fraud or dishonesty;

Council membership - Officers

In order to make it clear that there will not always be a President Elect serving on Council, Bye-law 21.3.2 should be changed from

- 21.3.2 a President-elect;
to
21.3.2 a President Elect, when applicable;

Skills and experience of candidates put forward for election to Council

It was suggested that Council should have the flexibility to remove a candidate from consideration if they do not have the specific skills required for the role, e.g. to be Treasurer. Ms Devine and our legal advisors suggest that Bye-law 23.5.3 is amended as follows:

- 23.5.3 At the last Council meeting of the calendar year the nominations will be scrutinised to assess eligibility **in accordance with clause 23.4.1, and relevance of skills and experience to the particular office**. If there are omissions in the range of candidates which would prevent the Council from operating effectively, the Council may ask the Officers to undertake such actions as it deems necessary to correct any imbalance, so that a revised balloting list is available for discussion at the next Council meeting. Any such action taken by Council Members between the two Council meetings shall remain entirely confidential to the Council.

Ensuring balance of A and G candidates on the ballot list

It was suggested that the ability of any two Council Members to put someone forward for election outlined in Bye-law 23.5.4 is limited to the situation where this is necessary to fill a role which no-one applied for or to ensure the balance of A and G. This would remove the possibility of two Council members colluding to bypass the normal processes and put someone on the list at the last minute.

In order to make the chronology of the Bye-laws more logical, Bye-law 23.5.4 is moved to become Bye-law 23.5.7 and Bye-laws 23.5.5 and 23.5.6 renumbered accordingly. It is therefore recommended that the former Bye-law 23.5.4 is changed to:

- 23.5.7 At the first meeting of the calendar year the Council shall prepare the balloting list, according to the requirements of this Bye-law 23, including nominations made under Bye-law 23.5.1. **Should there be the need to correct an imbalance identified pursuant to Bye-law 23.5.5 then any two Council Members can nominate additional candidates at the meeting**. Nominations made by Council Members must be accompanied by a formal statement setting out the nominee's

relevant skills and experience and confirming that the nominee is prepared to serve if elected.

List of positions on Council

It is noted that there are lists of positions on Council in both Bye-law 21.3 and Bye-law 23.4.6. The latter lists positions on Council excluding the Officers and it is proposed that this Bye-law is amended to make it clearer that it refers to positions required to be designated as either A or G. Noting the change in numbering required by the reordering of the former Bye-law 23.5.4, it is proposed that this Bye-law is changed from:

- 23.5.6 The Council shall include the following:
to
- 23.5.5 In order to ensure representation across the disciplines represented by the Society, the Council shall include the following in addition to the Officers defined in Bye-law 21.3:

Scrutiny of electronic voting

A query was raised about the reference to “ballot papers” in Bye-law 23.5.10 given that we now use electronic voting in elections to Council. Whilst “ballot papers” does not have to refer to print on paper ballots, Council nonetheless recommends that this Bye-law is clarified as follows:

- 23.5.10 On behalf of Council, the President shall appoint two or more Fellows as scrutineers of the ballot for the elections to Council. The scrutineers will ~~peruse~~ oversee **the integrity of** the ballot papers and count the votes in ~~accordance with~~ **including adherence to the constraints** of Bye-laws 23.5.65 and 23.5.12.

Resolution

In accordance with Article 7 of the Society’s Royal Charter dated 7 March 1831 (Consolidated with amendments made by Supplementary Charters dated 5 June 1915 and 15 July 2005, and by an Order in Council dated 12 November 2025), the Annual General Meeting will be asked to consider and vote on the following resolution:

THAT the Bye-laws be amended in the form set out in the papers and be adopted as the Bye-laws of the Society to the exclusion of and in substitution for the existing Bye-laws of the Society.

Appendix I - Proposed Bye-laws

THE ROYAL ASTRONOMICAL SOCIETY

BYE-LAWS

As approved at the Annual General Meeting of 1977 March 11, and as amended and added to at subsequent Annual General Meetings.

The Charter of the Royal Astronomical Society can be found [here](#).

I DEFINITIONS AND INTERPRETATION

1. Definitions and Interpretation

II CHARITABLE OBJECTS AND AMENDMENTS TO THE BYE-LAWS

2. The Society
3. Object of the Society
4. Amendments to the Bye-laws

III APPLICATION OF INCOME AND PROPERTY

5. Restrictions on Application of Income and Property
6. Restrictions on Payments to Fellows
7. Benefits and Payments to Council Members and Connected Persons

IV MEMBERSHIP OF THE SOCIETY

8. Classes of Membership
9. Associate (Non-Voting) Membership
10. Eligibility of Fellows
11. Admissions Procedure
12. Resignation and Removal of Fellows
13. Membership Subscriptions
14. Code of Conduct of Members

V GENERAL MEETINGS

15. Annual General Meetings
16. General Meetings
17. Conduct of Meetings
18. Voting
19. Participation in General Meetings by Electronic Means
20. Advance Voting at General Meetings

VI THE COUNCIL

21. Composition
22. Powers of the Council
23. Election of Council Members
24. Retirement and Removal of Council Members
25. Council Meetings
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27. Rules and Regulations

VII SCIENTIFIC (ASTRONOMY & GEOPHYSICS HIGHLIGHTS) MEETINGS

- 28. Scientific (Astronomy & Geophysics Highlights) Meetings
- 29. Conduct of Meetings

VIII ADMINISTRATIVE MATTERS

- 30. Committees and Other Bodies
- 31. Executive Director and Council Member Roles
- 32. The Society's Publications
- 33. Award of Gold Medals
- 34. Other Medals
- 35. The Common Seal and Deeds
- 36. Records and Accounts
- 37. Keeping of Registers
- 38. Communications with Fellows

SECTION I. DEFINITIONS AND INTERPRETATION

1. DEFINITIONS AND INTERPRETATION

- 1.1 In the Bye-laws, unless the context requires otherwise, the following terms shall have the following meanings:

AGM	an annual general meeting of the Society;
benefit	a benefit, whether direct or indirect, which may or may not be financial but which has a monetary value;
Bye-laws	the Bye-laws of the Society as adopted and amended from time to time in accordance with clause 7 of the Charter;
Charities Act	the Charities Act 2011;
Charity Commission	the Charity Commission for England and Wales or any body which replaces it;
Charter	the Royal Charter of the Society granted on 7 March 1831, as amended by the Supplemental Charters, and as added to from time to time;
clear days	a period of days not including the day on which notice was given or deemed to be given and the day for which it is given or on which it is to take effect;

Connected Person	means: (a) a child, parent, grandchild, grandparent, brother or sister of the Council Member; (b) the spouse or civil partner of the Council Member or of any person falling within sub-clause (a) above; (c) a person carrying on business in partnership with the Council Member or with any person falling within sub-clause (a) or (b) above; (d) an institution which is controlled: (i) by the Council Member or any person falling within sub-clause (a), (b) or (c) above; or (ii) by two or more persons falling within sub-clause (d)(i) above, when taken together; (e) a body corporate in which: (i) the Council Member or any person falling within sub-clauses (a) to (c) has a substantial interest; or (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
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Sections 350 to 352 of the Charities Act apply for the purposes of interpreting the terms used in this Bye-law;

Council	all of the Council Members for the time being who, acting together, govern the Society and have collective responsibility for it;
Councillor	a Council Member who is not an Officer or a Vice President;
Council Member(s)	member(s) of the Council being the persons with the general control and management of the administration

	of the Society, and who are the “charity trustees” as defined in section 177 of the Charities Act;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	a document or information sent or supplied by electronic means or by any other means while in an electronic form;
electronic means	(a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data; and (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means;
Financial Expert	a person who is reasonably believed by the Council Members to be qualified to give advice on investments by reason of his or her ability in and practical experience of financial and other matters relating to investments;
General Meeting	a meeting of the Fellows of the Society, and unless stated otherwise, all references in the Bye-laws to ‘General Meetings’ include an AGM;
Library	the library of printed journals and books belonging to the Society and located at Burlington House, London;
member	an individual who belongs to a category of membership specified in Bye-law 8, known also as Fellows;
Objects	has the meaning given in clause 2 of the Charter;
Officers	has the meaning given in Bye-law 21.3;
President	the President of the Society, and the chair of the Council;
Register of Fellows	the register of Fellows onto which the details of each Fellow shall be entered in accordance with Bye-law 37;

Subsidiary	any company in which the Society: (a) holds more than 50% of the shares; or (b) controls more than 50% of the voting rights attached to the shares; or (c) has the right to appoint one or more director(s) to the company;
Supplemental Charters	the Supplemental Charters of the Society respectively granted on 6 June 1915 and 15 July 2005;
writing	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Written Resolution	a resolution as set out in Bye-law 25.11.2 which is a decision that is considered by correspondence rather than in a Council meeting;

- 1.2 The Bye-laws shall be read as supplemental to the Charter and Supplemental Charters, and construed accordingly. In case of any inconsistency between the Charter, Supplemental Charters and the Bye-laws, the Charter and Supplemental Charters shall in all cases prevail.
- 1.3 Headings in the Bye-laws are used for convenience only and shall not affect the construction or interpretation of the Bye-laws.
- 1.4 A reference in the Bye-laws to a 'Bye-law' is a reference to the relevant provision of these Bye-laws unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - 1.5.1 any subordinate legislation from time to time made under it; and
 - 1.5.2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms 'including', 'include', 'in particular' or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

SECTION II. CHARITABLE OBJECTS AND AMENDMENTS TO THE BYE-LAWS

2. THE SOCIETY

- 2.1 The Society shall operate as a charity under the laws of England and Wales.
- 2.2 The whole of the funded property of the Society shall be placed in the name of 'The Royal Astronomical Society'.

3. OBJECT OF THE SOCIETY

- 3.1 The Object of THE ROYAL ASTRONOMICAL SOCIETY shall be the encouragement and promotion of Astronomy and Geophysics.

4. AMENDMENTS TO THE BYE-LAWS

- 4.1 In accordance with clauses 7 and 8 of the Charter, the Fellows may by resolution passed at a General Meeting of the Society revoke, amend or add to these Bye-laws provided that the Council's prior agreement to the proposed revocation, amendment or addition, as the case may be, has been obtained and at least one month's notice of the resolution to be passed has been given to the Council. The amended Bye-laws shall take effect from the date of the General Meeting at which the resolution is passed, provided always that no revocation, amendment or addition shall be made to the Bye-laws which would cause the Society to cease to be a charity in law.

SECTION III. APPLICATION OF INCOME AND PROPERTY

5. RESTRICTIONS ON APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the Society shall only be applied to promote the Object of the Society.

6. RESTRICTIONS ON PAYMENTS TO FELLOWS

- 6.1 Except as provided below, no part of the income or property of the Society may be paid or transferred directly or indirectly to any Fellow of the Society. This shall not prevent any payment in good faith by the Society of:
 - 6.1.1 an award of a grant, medal or other award to any Fellow or suitable person in accordance with the provisions of these Bye-laws;
 - 6.1.2 a benefit to any Fellow in the capacity of a beneficiary of the Society;
 - 6.1.3 subject to the Bye-laws, reasonable and proper remuneration for any goods or services supplied to the Society by any Fellow;

- 6.1.4 interest on money lent by a Fellow to the Society at a reasonable and proper rate;
- 6.1.5 reasonable and proper rent for premises demised or let by a Fellow to the Society;
- 6.1.6 any payment to a Fellow who is also a Council Member which is permitted under the Bye-laws; and
- 6.1.7 a reasonable and proper salary, remuneration or other emoluments in respect of the employment of a Fellow (who is not also a Council Member) by the Society; and
- 6.1.8 any payment for which prior written authorisation has been obtained from the Charity Commission.

7. BENEFITS AND PAYMENTS TO COUNCIL MEMBERS AND CONNECTED PERSONS

7.1 A Council Member:

- 7.1.1 is entitled to be reimbursed reasonable out-of-pocket expenses properly incurred when acting on behalf of the Society;
- 7.1.2 may benefit from trustee indemnity insurance purchased by the Society in accordance with section 189 of the Charities Act; and
- 7.1.3 may not receive any other benefit or payment from the Society unless it is authorised by the Charter or this Bye-law 7.

7.2 Unless the benefit or payment is permitted under Bye-law 7.3, no Council Member or Connected Person may:

- 7.2.1 buy any goods or services from the Society on terms preferential to those applicable to members of the public;
- 7.2.2 sell goods, services, or any interest in land to the Society;
- 7.2.3 be employed by, or receive any remuneration from the Society; or
- 7.2.4 receive any other financial benefit from the Society.

7.3 A Council Member or a Connected Person may:

- 7.3.1 receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the Council Members do not benefit in this way;

- 7.3.2 enter into a contract for the supply of services and/or goods to the Society where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act;
- 7.3.3 receive reasonable and proper rent for premises let to the Society;
- 7.3.4 receive interest at a reasonable and proper rate on money lent to the Society;
- 7.3.5 take part in the normal trading and fund-raising activities of the Society on the same terms as members of the public; and
- 7.3.6 receive or retain any payment for which prior written authorisation has been obtained from the Charity Commission.

7.4 In Bye-law 7.2 and Bye-law 7.3, the Society includes any Subsidiary.

SECTION IV. MEMBERSHIP OF THE SOCIETY

8. CLASSES OF MEMBERSHIP

8.1 The membership of the Society shall consist of the following categories:

8.1.1 Fellows.

8.2 Fellows have the right to attend and vote at General Meetings of the Society, to stand for election to the Council, and to vote in such elections, in accordance with these Bye-laws and any regulations as laid down by the Council from time to time.

8.3 The Council may establish different categories of membership and set out different rights and obligations for each category in regulations from time to time, with such rights and obligations recorded in the Register of Fellows in accordance with Bye-law 37.

9. ASSOCIATE (NON-VOTING) MEMBERSHIP

9.1 There shall be the following categories of non-voting membership:

9.1.1 Honorary Fellows.

9.2 Honorary Fellows who do not pay Membership Subscriptions have the right to attend General Meetings of the Society, but do not have the right to vote at General Meetings, to stand for election to Council or to vote in such elections.

9.3 Honorary Fellows who pay Membership Subscriptions have the right to attend General Meetings of the Society and to vote at General Meetings. They do not have the right to stand for election to Council but may vote in such elections.

9.4 The Council may create other associate or other categories of non-voting membership, and may determine the rights and obligations of any such members in regulations from time to time (including payment of subscriptions, the conditions for admission to, and termination of membership of any such category of members).

10. ELIGIBILITY OF FELLOWS

10.1 Fellows

10.1.1 Anyone over the age of eighteen shall be eligible for proposal as a Fellow.

10.2 Honorary Fellows

10.2.1 Anyone over the age of eighteen shall be eligible for proposal as an Honorary Fellow.

10.2.2 The Council may admit to the Society as an Honorary Fellow any person who is distinguished in the science or professions of astronomy or geophysics or whom the Council may consider is desirable to admit as an Honorary Fellow for any other sufficient reason.

10.2.3 The Council shall not delegate its power under this Bye-law.

11. ADMISSIONS PROCEDURE

11.1 Fellows

11.1.1 Applications for admission as a Fellow of the Society will be considered by the Council if either of the following is satisfied:

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

11.1.1.2 The candidate has submitted to the Society via the Society's website an application including a brief statement of their interest in Astronomy or Geophysics together with supporting information. The Council will decide the applicant's suitability for election.

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

- 11.1.2 The election of Fellows shall rest with the Council and shall be considered at the first opportunity after the conditions specified in Bye-law 11.1.1 are met.
- 11.1.3 The Executive Director shall be responsible for sending, as soon as practicable after election, a formal notification of election; notification of the amounts of the current Membership Subscription; and other such papers as may be appropriate.
- 11.1.4 Fellows may use the letters FRAS after their names whilst they remain Fellows of the Society in good standing. Such post nominal designation shall not be held out as an honour or qualification but shall identify that the Society has recognised their serious interest in the subject areas of its Object.

11.2 Honorary Fellows

- 11.2.1 Applications for admission as an Honorary Fellow of the Society will be considered by the Council in accordance with the process set out in regulations.

12. RESIGNATION AND REMOVAL OF FELLOWS

- 12.1 A person shall automatically cease to be a Fellow or Honorary Fellow of the Society if they:
 - 12.1.1 cease to be eligible to be a Fellow or Honorary Fellow in accordance with the Bye-laws and any regulations;
 - 12.1.2 die;
 - 12.1.3 resign by giving notice in writing to the Society;
 - 12.1.4 are found to be in breach of the Society's Code of Conduct and following a disciplinary procedure held in accordance with Bye-laws 14.2 and 14.3, the Council resolves that their membership be revoked;
 - 12.1.5 on election to the membership, they fail, within two months of being informed of election, to pay the first Membership Subscription;

- 12.1.6 any subscription or other sum payable by them remains unpaid within six months of falling due, and no acceptable reason is given to the Council for the non-payment and the Council notifies the Fellow in writing of the termination of their membership;
- 12.1.7 are removed from membership by a resolution of the Council that it is in the best interests of the Society that their membership is terminated. Such a resolution may not be passed unless:
 - 12.1.7.1 the Fellow or Honorary Fellow (as the case may be) has been given at least 21 clear days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it will be proposed; and
 - 12.1.7.2 the Fellow or Honorary Fellow, or at the option of the individual concerned, their representative (who need not be a Fellow of the Society) has been given a reasonable opportunity to make representations to the meeting either in person or in writing. The Council must consider any representations made by the Fellow or Honorary Fellow (or their representative) and inform the Fellow or Honorary Fellow of their decision following such consideration. There shall be no right of appeal from a decision of the Council to terminate the membership of a Fellow or Honorary Fellow.
- 12.2 A Fellow removed from membership by a resolution under Bye-law 12.1.7 shall remain liable to pay to the Society any subscription or other sum owed by them and shall not be entitled to a refund of any subscription or other sum paid by them to the Society.
- 13. **MEMBERSHIP SUBSCRIPTIONS**
- 13.1 A Fellow shall pay an annual Membership Subscription in amounts and in a manner decided under Bye-law 13.3.
- 13.2 Honorary Fellows usually do not pay any Membership Subscription. Where Honorary Fellows do pay a Membership Subscription, this Bye-law 13 applies to them as it does to Fellows.
- 13.3 Each year the Council shall make recommendations to the Annual General Meeting in respect of the amounts, for the ensuing year, of the Membership Subscriptions for Fellows, including any concessions or additional fees. The meeting shall decide upon these amounts, and the manner in which they may be paid, subject to possible revision by a subsequent General Meeting.

- 13.4 A Fellow who has attained state pensionable age and who has paid Membership Subscriptions for the previous fifteen years shall be eligible, upon application to the Treasurer in writing, for a concessionary rate of Membership Subscription agreed by the Council in accordance with Bye-law 13.6.
- 13.5 Fellows shall be advised when their Membership Subscriptions are in arrears of three months or more and, where agreed by the Council in accordance with Bye-law 13.6, the Treasurer may, on compassionate or other grounds, waive or delay the payment of the Membership Subscription by any Fellow or Fellows.
- 13.6 The Council may agree, on the recommendation of the Treasurer, to reduce or remove the Membership Subscriptions for any one or more Fellows. Any such decision by the Council may be taken in accordance with the decision-making procedures of the Council as set out in these Bye-laws provided always that if the decision is taken by way of written resolution in accordance with Bye-law 25.11.2, any Council Member who fails to communicate their vote shall be taken as having agreed to the proposal.

14. CODE OF CONDUCT OF MEMBERS

- 14.1 The Council shall decide on a Code of Conduct of members (the “Code”) which it shall cause to be openly published on the Society’s website. Fellows and Honorary Fellows shall be required upon election to commit to the Code. Annual renewal of membership will imply agreement to adhere to the Code.
- 14.2 The Council shall make regulations for the investigation, hearing and resolution of disciplinary proceedings against a Fellow or Honorary Fellow who is alleged to have:
- 14.2.1 been found guilty in a court of law of a serious criminal offence such as, but not limited to, fraud or dishonesty;
 - 14.2.2 failed to observe the Charter, Supplemental Charters, Bye-laws or regulations of the Society;
 - 14.2.3 engaged in activity inconsistent with membership of the Society; or
 - 14.2.4 acted in a manner detrimental to the welfare or reputation of the Society.
- 14.3 Such regulations shall include provisions requiring that the disciplinary proceedings comply with the rules of natural justice and may include such sanctions as the Council consider appropriate, including suspension or expulsion from membership.

- 14.4 A Fellow or Honorary Fellow who is suspended or expelled shall deliver to the Society any certificate of membership, or certificate referring to such membership, and shall cease to use any letters or designations relating to the Society.
- 14.5 A Fellow or Honorary Fellow who has been suspended or expelled from the membership shall only be entitled to restoration of any rights withdrawn by the suspension, or to reinstatement as a member of the Society, by a resolution of the Council.

SECTION V. GENERAL MEETINGS

15. ANNUAL GENERAL MEETINGS

- 15.1 The Council must call an Annual General Meeting of the Society in accordance with Bye-laws 15.2, 16.2 and 16.3, such meeting usually to be held in May of each year.
- 15.2 The business to be conducted at the Annual General Meeting shall include (but is not limited to):
 - 15.2.1 presentation of the annual report and accounts;
 - 15.2.2 reports of the professional auditors;
 - 15.2.3 appointment of professional auditors;
 - 15.2.4 election of Council Members;
 - 15.2.5 approval of Membership Subscriptions for the ensuing year; and
 - 15.2.6 as deemed necessary, the enactment, revision, and repeal of Bye-laws.
- 15.3 Two or more Fellows, not being Council Members, may be chosen by the Society at each Annual General Meeting to act as Honorary Auditors, and they shall deliver to the subsequent Annual General Meeting a personal report on the resources, goals, structures, activities, conduct and general health of the Society but not matters relating to finance, law or personnel.
- 15.4 The Council shall make available on the Society's website at least one week before an Annual General Meeting the Society's annual report and accounts.

16. GENERAL MEETINGS

- 16.1 The Council may at any time call a General Meeting that is not an Annual General Meeting to discuss and determine questions relating to the affairs of the Society, and to enact, alter and repeal Bye-laws. Such General Meetings may be held at such

time and such place (including, for the avoidance of doubt, both in-person and electronically) as the Council may prescribe.

16.2 Notice of the place and time of any General Meeting (including an Annual General Meeting) and of the business for which it is summoned, shall be despatched to Fellows at least fourteen days' before the date of such Meeting; and no business shall be transacted at such Meeting except that which has been so notified.

16.3 The notice calling a General Meeting (including an Annual General Meeting) shall specify:

16.3.1 any place at which a Fellow may attend the meeting in person or, if being held entirely by electronic means in accordance with Bye-law 19, that there is no place at which a Fellow may attend the meeting in person;

16.3.2 the electronic or other means by which the meeting will be held and the means by which a Fellow may participate; and

16.3.3 the electronic or other means by which votes may be cast at the meeting.

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

17. CONDUCT OF MEETINGS

17.1 At a General Meeting twenty-four Fellows shall constitute a quorum.

17.2 The President shall preside as chair of General Meetings. At a General Meeting where the President is absent, the President Elect shall take the chair. In the case of the absence of the President Elect, one of the Vice Presidents shall take the chair. In case of the absence of all these, the meeting may elect any Council Member present to take the chair.

17.3 The President, or other Fellow in the chair, may accept amendments to any questions to be decided at the General Meeting if such amendments do not, in the opinion of the chair, materially vary the intention of the proposals.

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

18. VOTING

- 18.1 Except as specified in Bye-law 18.4, any question in the General Meeting shall be decided by a majority of those attending and voting at the General Meeting (including any votes received in advance where advance voting is permitted by the Council).
- 18.2 In the case of an equality of votes, the President, or in their absence the chair of the General Meeting, shall be entitled to a second or casting vote.
- 18.3 A ballot may be requested by any six Fellows present.
- 18.4 Subject to the Charter, Supplemental Charters and these Bye-laws, the following matters shall be decided by a majority of two-thirds of Fellows casting a vote:
- 18.4.1 any proposal to amend the Charter and/or Supplemental Charters (or petition for a new charter or additional supplemental charter) in accordance with Article 2 of the Supplemental Charter granted 15 July 2005; and
- 18.4.2 any proposal to wind up the Society.

19. PARTICIPATION IN GENERAL MEETINGS BY ELECTRONIC MEANS

- 19.1 A General Meeting, including an Annual General Meeting, may be held in person and/or or by suitable electronic means agreed by the Council in which each participant may communicate with all the other participants.
- 19.2 Any Fellow participating in a General Meeting by electronic means in accordance with this Bye-law shall qualify as being present at the meeting, shall count in the quorum for the meeting, and may participate in voting at the meeting by such electronic or other means as the Council shall decide.
- 19.3 A General Meeting need not be held at any particular place and may be held without any number of those participating in the meeting being together at the same time.
- 19.4 Meetings held by suitable electronic means must comply with the provisions of Bye-laws 15, 16, 17 and 18 relating to notice requirements, conduct and voting, and with any relevant regulations relating to General Meetings.

20. ADVANCE VOTING AT GENERAL MEETINGS

- 20.1 The Society may, if the Council so decides, allow the Fellows to vote in advance of a General Meeting, whether by way of email or other suitable electronic means, on any matter that is being decided at the General Meeting.
- 20.2 The procedure in relation to advance voting at General Meetings shall be set out in regulations prescribed by the Council from time to time.

SECTION VI. THE COUNCIL

21. COMPOSITION

- 21.1 The management and control of the Society shall be vested in the Council, as the charity trustees of the Society and Council Members shall be responsible collectively for the policy and management of the Society in accordance with charity law.
- 21.2 There shall be not more than twenty-two Council Members
- 21.3 The Council shall consist of:
- 21.3.1 a President;
 - 21.3.2 a President Elect, when applicable;
 - 21.3.3 a Treasurer; and
 - 21.3.4 not more than three Secretaries;
- (collectively referred to as the Officers),
- 21.3.5 four Vice Presidents; and
 - 21.3.6 not more than twelve nor less than eight Councillors.
- 21.4 All Council Members shall be Fellows.

22. POWERS OF THE COUNCIL

- 22.1 In furtherance of the Object, the Council may exercise all the powers of the Society unless subject to any restrictions imposed by the Society's Charter or these Bye-laws.
- 22.2 Without prejudice to Bye-law 22.1, the Council has the power to:
- 22.2.1 set overall objectives and policy guidelines consistent with the Society's object and its obligations;

- 22.2.2 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in or on any media;
- 22.2.3 promote, undertake and commission research, surveys, studies or other work and to disseminate the useful results;
- 22.2.4 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 22.2.5 be a member of any regional, national and/or international organisations formed for objects similar to the Object;
- 22.2.6 alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities are confined to those permitted by law;
- 22.2.7 act as trustee and to undertake and execute charitable trusts; establish or support or aid in the establishment and support of any organisation formed for objects similar to the Object;
- 22.2.8 subject to the provisions of the Charter and these Bye-laws, employ and remunerate any person or persons as necessary for the proper pursuit of the Object and make reasonable provision for the payment of pensions and other staff benefit arrangements for employees and their dependents;
- 22.2.9 trade in the ordinary course of carrying out the Object and carry out any other trade which is not expected to give rise to taxable profits;
- 22.2.10 establish or purchase companies to carry on any trade;
- 22.2.11 enter into partnership or other arrangement with any other body with objects similar to the Object;
- 22.2.12 acquire, amalgamate or merge with, or undertake all or any of the property, liabilities and engagements of any body with objects similar to any or all of the Object;
- 22.2.13 buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;

- 22.2.14 sell, lease or otherwise dispose of all or any part of the Society's real or personal property and any and all rights of the Society, subject to such consents as may be required by law;
- 22.2.15 borrow or raise money and to give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the Society's property and assets, subject to such consents as may be required by law;
- 22.2.16 lend and give credit to, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or company;
- 22.2.17 provide indemnity insurance for the Council Members or any other officer of the Society in accordance with and subject to the conditions in section 189 of the Charities Act;
- 22.2.18 set aside funds for particular purposes or as reserves against future expenditure;
- 22.2.19 deposit or invest funds with all the powers of a beneficial owner, but to invest only after obtaining advice from a Financial Expert, having regard to the suitability of investments and the need for diversification;
- 22.2.20 delegate the management of investments to a Financial Expert, but only on terms that:
 - 22.2.20.1 the Society's investment policy is set down in writing by the Council for the Financial Expert;
 - 22.2.20.2 all transactions are reported promptly and regularly to the Council;
 - 22.2.20.3 investment performance is reviewed regularly by the Council;
 - 22.2.20.4 the delegation arrangement may be cancelled by the Council at any time;
 - 22.2.20.5 a review of the investment policy and the delegation arrangement shall be carried out at least annually;
 - 22.2.20.6 all payments due to the Financial Expert fall within a scale or a level which is agreed in advance and are notified promptly to the Council on receipt;

22.2.20.7 the Financial Expert must not do anything outside the powers of the Society;

22.2.21 arrange for the investments or other property of the Society to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom) which is either under the control of the Council Members or of a Financial Expert acting on their instructions, and to pay any reasonable fee required; and

22.2.22 do all such other lawful acts and things as may further the Object.

23. ELECTION OF COUNCIL MEMBERS

23.1 Council Members shall be elected by ballot at the Annual General Meeting, for the following terms of office:

23.1.1 President, two years;

23.1.2 Vice Presidents, three years;

23.1.3 Treasurer and Secretaries, five years; and

23.1.4 Councillors, three years.

23.2 The President shall be elected a year before taking up office and shall first serve a one-year term of office on Council as President Elect. At the end of that term, they shall take up office as President and serve the term of office set out in clause 23.1.1 above.

23.3 Terms of Office

23.3.1 A Council Member who has completed a term of office as President, Vice President, or Councillor, shall be ineligible for election to that office until the expiry of one year from the termination of office.

23.3.2 The Treasurer and Secretaries may be re-elected for a second, consecutive, term of office, but shall then be ineligible for further re-election to that office until the expiry of one year from the termination of the second term of office.

23.3.3 A Council Member who resigns before completing a full term of office shall be deemed to have completed that term of office and shall be subject to the restrictions of this Bye-law 23.3.

23.4 Eligibility

- 23.4.1 Any Fellow is eligible to stand for an office on Council provided that they have fully paid up all sums of money due to the Society, including their Membership Subscription.

23.5 Election Process

- 23.5.1 Any two or more Fellows may nominate any other eligible Fellow as President, Vice President, Treasurer, Secretary or Councillor, when a vacancy exists. Each such nomination shall be accompanied by a formal statement setting out the nominee's relevant skills and experience and confirming that the nominee is prepared to serve as a Council Member if elected. Such statement must be received by the Society before midday on the last Friday in November. All nominations complying with the provisions of this Bye-law shall be included on the balloting list, unless subsequently withdrawn.
- 23.5.2 No Fellow shall accept nomination for election to more than one position on a given balloting list.
- 23.5.3 At the last Council meeting of the calendar year the nominations will be scrutinised to assess eligibility including taking into account the skills and experience of nominees and existing members of Council. If there are omissions in the range of candidates which would prevent the Council from operating effectively, the Council may ask the Officers to undertake such actions as it deems necessary to correct any imbalance, so that a revised balloting list is available for discussion at the next Council meeting. Any such action taken by Council Members between the two Council meetings shall remain entirely confidential to the Council.
- 23.5.4 The balloting list shall contain, in respect of each office on the Council, the names of those nominated (unless subsequently withdrawn). To the name of each nominee shall be attached the individual names of the nominators. To each name shall be attached the letter A if that nominee's major scientific interest is in astronomy (excluding planetary science), or the letter G if in geophysics or planetary science. Such designation shall be decided upon in consultation with the nominee.
- 23.5.5 In order to ensure representation across the disciplines represented by the Society, the Council shall include the following in addition to the Officers defined in Bye-law 21.3:

- 23.5.5.1 two Vice Presidents nominated A;
 - 23.5.5.2 two Vice Presidents nominated G;
 - 23.5.5.3 one Secretary nominated A;
 - 23.5.5.4 one Secretary nominated G;
 - 23.5.5.5 at least four Councillors nominated A; and
 - 23.5.5.6 at least four Councillors nominated G.
- 23.5.6 Should the number of nominations to each of the offices exceed the number of vacancies for that office, the Council may prepare a shortlist for each of those offices.
- 23.5.7 At the first meeting of the calendar year the Council shall prepare the balloting list, according to the requirements of this Bye-law 23, including nominations made under Bye-law 23.5.1. Should there be the need to correct an imbalance identified pursuant to Bye-law 23.5.5, then any two Council Members can nominate additional candidates at the meeting. Nominations made by Council Members must be accompanied by a formal statement setting out the nominee's relevant skills and experience and confirming that the nominee is prepared to serve if elected.
- 23.5.8 The final balloting list shall be made available to all Fellows and any Honorary Fellows who pay a Membership Subscription as soon as practicable, together with a statement of the procedure for the ballot.
- 23.5.9 Fellows and any Honorary Fellows who pay a Membership Subscription may vote for fewer, but not more, candidates than are required for any office on Council. No Fellow may submit more than one balloting paper.
- 23.5.10 On behalf of Council, the President shall appoint two or more Fellows as scrutineers of the ballot for the elections to Council. The scrutineers will oversee the integrity of the ballot including adherence to the constraints of Bye-laws 23.5.5 and 23.5.12.
- 23.5.11 Election to the offices of President and Treasurer shall be by simple majority or by such other voting method as the Council shall from time to time determine. Should only one nomination of an eligible candidate be received, that candidate shall be deemed to be elected.

- 23.5.12 Unless otherwise agreed by the Council, there shall be elected to the offices of Vice President, Secretary and Councillor, a sufficient number of Fellows to satisfy the requirements of Bye-law 21.2 and 23.5.5 as follows:
- 23.5.12.1 of the Vice Presidents elected, they shall be in the appropriate Category to ensure a balance on the Council, taking into account the Category of each Vice President already on Council; and
 - 23.5.12.2 of the four Councillors elected, at least one shall be in Category A and at least one shall be in Category G.
- 23.5.13 Subject to Bye-law 23.5.12:
- 23.5.13.1 election to the offices of Vice President, Secretary and Councillor shall be by such voting method as the Council shall from time to time determine;
 - 23.5.13.2 in the case of a tie, the Council shall vote in accordance with Bye-laws 25.7 and 25.8; and
 - 23.5.13.3 should only one nomination of an eligible candidate be received for any of the offices of Vice President, Secretary and Councillor, that candidate shall be deemed to be elected.
- 23.5.14 The results of the elections shall be announced by the scrutineers at the AGM, including the name of the elected Fellow and the number of votes they received, as well as the names of the unelected Fellows included on the final balloting list and the number of votes they received.

23.6 Casual Vacancies

- 23.6.1 If a vacancy occurs between Annual General Meetings the Council may fill the vacancy until the next Annual General Meeting, subject to the requirements of Bye-law 23.5.5. A replacement shall then be appointed by the Council unless the vacancy is for the offices of President, Treasurer or Secretary, in which case the replacement shall be elected for the full term of office in accordance with the provisions of Bye-law 23.5. For the positions of Vice President or Councillor, the replacement shall be appointed by the Council to complete only the remainder of the normal term of office, as set out in Bye-law 23.1. Any person appointed to a casual vacancy under this Bye-law is eligible to stand for election

to Council at the subsequent AGM in accordance with the provisions of Bye-law 23.5.

24. RETIREMENT AND REMOVAL OF COUNCIL MEMBERS

24.1 A Council Member shall automatically cease to hold office if they:

24.1.1 Die;

24.1.2 Cease to be a Fellow of the Society;

24.1.3 Resign by notifying the Society in writing (but only if enough Council Members will remain in office when the notice of resignation takes effect to form a quorum for meetings);

24.1.4 Are disqualified from acting as a charity trustee by virtue of the Charities Act;

24.1.5 Are absent from three consecutive meetings of Council without permission from the Council, and the Council resolves that they be removed as a Council Member;

24.1.6 In the written opinion of a registered medical practitioner who is treating the Council Member, have become mentally or physically incapable of acting as a Council Member and may remain so for more than three months;

24.1.7 Are removed by a resolution of the Council in accordance with Bye-law 24.2, that it is in the best interests of the Society that their office is vacated;

24.1.8 Are found to have breached the Code of Conduct agreed from time to time by the Council, and are removed by a resolution of the Council in accordance with Bye-law 24.2.

24.2 Any resolution to remove a Council Member under Bye-law 24.1.7 or 24.1.8, may not be passed in writing but must be considered at a meeting of the Council of which at least 14 clear days' notice in writing has been given to the Council Member in question, such notice to include the resolution which is proposed and the reasons why it is proposed. The Council Member in question must be given a reasonable opportunity to make representations to the Council meeting (either in person or through a representative) and the matter must be considered by the Council in light of any such views.

25. COUNCIL MEETINGS

- 25.1 The Council shall hold six meetings annually.
- 25.2 The Officers may call such extra meetings as they consider necessary for the conduct of the Society's business. The President, or any three Council Members, may require the Officers to call an extra meeting in which case it shall be held within four weeks.
- 25.3 Subject to Bye-law 25.5, notice of the place and time of each meeting shall be sent to each Council Member at least one week before the date of such meeting.
- 25.4 Subject to Bye-law 25.5, at a meeting of the Council, eleven Council Members, including one or more Officers, shall constitute a quorum; however, when such a meeting is for the sole purpose of sealing approved documents three Council Members including two of the Officers shall constitute a quorum.
- 25.5 In exceptional circumstances, and provided always that it is in the best interests of the Society to do so, a meeting of the Council may be called on shorter notice by the President, President Elect or a Vice President giving notice to all Un-conflicted Council Members. Such a meeting shall take place on a date and time agreed by the majority of Council Members, and five Council Members (which shall include at least one Officer) shall constitute a quorum. Any decision taken at such a meeting shall be unanimous and shall be reported to all Council Members as soon as reasonably practicable.
- 25.6 The President will preside as chair of Council meetings. At a Council meeting where the President is absent, the President Elect shall take the chair: in the case of the absence of the President Elect one of the Vice Presidents shall take the Chair; in case of the absence of all these, the meeting may elect any Council Member present to take the chair.
- 25.7 Except as otherwise directed in these Bye-laws, any question in the Council shall be decided by a majority vote, by show of hands or by ballot should any two Council Members present so desire.
- 25.8 In the event of an equality of votes, whether on a show of hands or by ballot, the President (or chair of the meeting, as relevant) shall have a second, or casting vote.
- 25.9 The determination of the Council on any question not requiring immediate decision shall, at the request of any two Council Members present, be deferred to the next Council meeting, but the decision shall not be further deferred save by desire of a majority of Council Members then present.

- 25.10 A meeting of the Council may be held either in person or suitable electronic means agreed by the Council Members in which all participants may communicate with all the other participants. Any Council Member participating in such a meeting shall qualify as being present at the meeting.
- 25.11 A decision of the Council may be taken either:
- 25.11.1 at a meeting of the Council; or
 - 25.11.2 by resolution in writing or in electronic form agreed by a majority of the Council Members, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of the Council Members have signified their agreement. Such a resolution shall be effective provided that:
 - 25.11.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all Council Members; and
 - 25.11.2.2 the majority of the Council Members have signified their agreement to the resolution.
- 25.12 Subject to Bye-law 25.13, all decisions of the Council or a committee constituted under Bye-law 30, shall be valid notwithstanding the participation in any vote of a Council Member (or, where applicable, member of a committee):
- 25.12.1 who was disqualified from holding office;
 - 25.12.2 who had previously retired or who had been obliged by these Bye-laws to vacate office;
 - 25.12.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - 25.12.4 for whom there was a technical defect in their appointment as a Council Member of which the Council was unaware at the time.
- if, without the vote of that individual, and that individual being counted in the quorum, the decision has been made by a majority of Council Members (or members or a committee) at a quorate meeting.
- 25.13 Bye-law 25.12 does not permit a Council Member to keep a benefit that may be conferred upon them by a resolution of the Council or of a committee of the Council if, but for Bye-law 25.12 the resolution would have been void, or if the individual has not complied with Bye-law 26 (conflicts of interest).

26. CONFLICTS OF INTEREST

- 26.1 A Council Member must avoid a situation in which an interest or other duty that the Council Member has conflicts with or possibly may conflict with the interests of the Society. There is no infringement if:
- 26.1.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 26.1.2 the situation is authorised by the Council in accordance with Bye-law 26.2;
 - 26.1.3 the prior written consent of the Charity Commission authorising the Council Member to act notwithstanding the conflict of interest has been received;
 - 26.1.4 the situation relates to the purchase of trustee indemnity insurance.
- 26.2 If a conflict of interest arises for a Council Member, the Un-conflicted Council Members may authorise such conflict provided that:
- 26.2.1 the procedure in Bye-law 26.3 is followed;
 - 26.2.2 authorisation will not result in any benefit being conferred on any Council Member or any Connected Person that would not be permitted by Bye-law 7; and
 - 26.2.3 the Un-conflicted Council Members consider it is in the best interests of the Society to authorise the conflict of interest in the circumstances.
- 26.3 Whenever a Council Member has an interest in a matter to be discussed at a meeting of the Council or a meeting of a board of a Committee, the Council Member concerned must:
- 26.3.1 declare their interest before discussion begins on the matter;
 - 26.3.2 withdraw from the meeting for that item unless expressly invited by the Un-conflicted Council Members to remain in order to provide information;
 - 26.3.3 not be counted in the quorum for that part of the meeting; and
 - 26.3.4 withdraw from the vote and have no vote on the matter.

27. RULES AND REGULATIONS

- 27.1 The Council may from time to time make such reasonable and proper rules or regulations as they may deem necessary or expedient for the proper conduct and management of the Society, but such rules or regulations must not be inconsistent with any provision of these Bye-laws. Copies of any such rules or regulations currently in force must be made available to any member of the Society on request.

SECTION VII. SCIENTIFIC (ASTRONOMY & GEOPHYSICS HIGHLIGHTS) MEETINGS

28. SCIENTIFIC (ASTRONOMY & GEOPHYSICS HIGHLIGHTS) MEETINGS

- 28.1 Scientific (Astronomy & Geophysics Highlights) meetings shall also be known as ordinary meetings or by such other name decided upon from time to time by Council.
- 28.2 An ordinary meeting of the Society shall be held on the second Friday in each month from October to May. Notwithstanding the foregoing, the Council may decide that a particular ordinary meeting shall not be held or shall be held on a different date. The Council shall inform members of any such change at least two months before the scheduled date.
- 28.3 The Council may organise such additional ordinary meetings as required and determine the arrangements for their conduct.

29. CONDUCT OF MEETINGS

- 29.1 The President shall usually preside as chair of ordinary meetings. At an ordinary meeting where the President is absent, and in the absence of a different Chair having been elected by the Council, the meeting may elect any member present to take the chair.
- 29.2 The business of the ordinary meetings shall be the presentation and discussion of scientific or organisational matters relating to astronomy and geophysics; it shall not include discussion of the Bye-laws or the management of the Society.
- 29.3 The ordinary meetings of the Society are open to all who respect the aims of the Society and behave reasonably.

SECTION VIII. ADMINISTRATIVE MATTERS

30. COMMITTEES AND OTHER BODIES

- 30.1 The Council may establish committees and other bodies (such as scrutineers or working groups) to forward the Object of the Society.

- 30.2 The Council may appoint persons not members of the Society to serve on a committee or other body; such persons shall have an equal voice with the other members of the committee or other body. The membership of each committee shall include at least one Council Member.
- 30.3 The Council may impose conditions when delegating powers, including that:
- 30.3.1 the relevant powers are to be exercised exclusively by the committee to which they are delegated;
 - 30.3.2 no expenditure may be incurred except in accordance with a budget previously agreed with the Council.
 - 30.3.3 The Council may revoke or alter a delegated power or an action taken under a delegated power.
- 30.4 The conduct of committee meetings, including in particular notice, quorum, means of participation and voting requirements, shall be set out in regulations.
- 30.5 Reports from each meeting of a committee or other body shall be promptly submitted to the Council.

31. EXECUTIVE DIRECTOR AND COUNCIL MEMBER ROLES

- 31.1 The role descriptions, duties, responsibilities and obligations pertaining to each of the President, President Elect, Vice Presidents, Treasurer, and Secretaries of the Society shall be set out in regulations from time to time.
- 31.2 The Society shall employ an Executive Director, appointed by the Council, who shall be responsible for the day-to-day management of the Society within the strategic outlines agreed by the Council. The role description, responsibilities and obligations pertaining to the Executive Director shall be set out in regulations from time to time.

32. THE SOCIETY'S PUBLICATIONS

- 32.1 The number, form, method of publication, subscriptions and frequency of issue of the Society's publications shall be determined by the Council, in consultation with any publishing partner and with any publisher with whom the Council may contract, and taking into account the views of the Treasurer, the editors appointed in accordance with Bye-law 32.2, and recommendations made by advisory bodies set up by the Council for the purpose. Papers communicated to the Society may be published, with other such material as the Council may authorise, in these publications.

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

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

33. AWARD OF GOLD MEDALS

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

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

33.3 Notwithstanding Bye-law 33.1, in cases where two or more persons have been jointly concerned in a particular contribution, or have been the simultaneous but independent authors of an outstanding contribution, a Gold Medal may be awarded to these persons jointly. In such a case, an impression of the Gold Medal shall be given to each of the joint recipients.

34. OTHER MEDALS

34.1 The Council shall determine the arrangements to make other awards for achievement in fields of interest, and such arrangements shall be set out in regulations from time to time.

35. THE COMMON SEAL AND DEEDS

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

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

35.3 A Deed or Writing may be validly executed either by affixing the Common Seal in accordance with Bye-law 35.4 or by signature by two Council Members, one of which must be the President, President Elect, or a Vice President.

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

36. RECORDS AND ACCOUNTS

- 36.1 The Council must comply with all statutory requirements as to the keeping of statutory books, financial records, the audit of accounts and the preparation and transmission to the Charity Commission of:
- 36.1.1 annual reports;
 - 36.1.2 annual returns; and
 - 36.1.3 annual statements of account.
- 36.2 The annual report and statements of account shall be presented to Fellows at the Annual General Meeting and published on the Society's website.
- 36.3 The accounts of the Society shall be inspected annually by professional auditors.
- 36.4 Regulations may set out the arrangements under which Fellows who are not Council Members may inspect all or some of the accounts and books of the Society. Such persons have no right to inspection beyond that provided in the regulations.
- 36.5 The accounting records shall always be open to the inspection of the Council Members. Professional auditors (who shall be qualified under the law) shall be appointed in accordance with Bye-law 15.2 and their remuneration determined by the Council.
- 36.6 The Council must keep proper records of:
- 36.6.1 all proceedings of General Meetings;
 - 36.6.2 all proceedings of Council meetings, including any written resolutions of the Council;
 - 36.6.3 all reports of committees; and
 - 36.6.4 all professional advice received.

36.7 In accordance with Bye-law 36.6, the Council shall cause minutes of its proceedings to be taken during the meetings and entered into the minute-book. The accuracy of such minutes shall be confirmed at the next meeting (other than one for the sole purpose of sealing documents), and the minutes shall then be signed by the President or other Council Member in the chair and published on the Society's website, redacted by the Council where necessary in respect of personal or sensitive information.

36.8 A Fellow may at any reasonable time consult the Society's minute book and the Library, and may borrow books from the Library in accordance with the regulations. Anyone wishing to consult any other material belonging to the Society must have the written authorisation of one of the Secretaries, or such deputy as may be appointed by the Council.

37. KEEPING OF REGISTERS

37.1 A Register of Fellows shall be maintained by the Society and shall contain separate lists of Fellows in each category, with their names, addresses, dates of admission and such other particulars as the Council may require.

38. COMMUNICATIONS WITH FELLOWS

38.1 The Society may validly send any document to a Fellow:

38.1.1 by delivering it by hand to the address recorded for the Fellow in the Register of Fellows;

38.1.2 by sending it by post or courier to the address recorded for the Fellow in the Register of Fellows; or

38.1.3 by electronic mail to an email address given in a written notice by the Fellow;

38.2 Any notice given in accordance with these Bye-laws is to be treated for all purposes as having been received:

38.2.1 24 hours after being sent by electronic mail or delivered by hand to the relevant address;

38.2.2 2 clear days after being sent by first class post to the relevant address;

38.2.3 10 clear days after being sent by second class or overseas post to the relevant address;

38.2.4 on being handed to the Fellow personally; or

- 38.2.5 if earlier, as soon as the Fellow acknowledged actual receipt.
- 38.3 A technical defect in the giving of notice of which the Council is unaware at the time does not invalidate decisions taken at a meeting (whether a General Meeting or a meeting of the Council or a committee).
- 38.4 Fellows may validly send any notice or document to the Society:
 - 38.4.1 by post to:
 - 38.4.1.1 the Society's registered office; or
 - 38.4.1.2 any other address specified by the Society for such purposes;
or
 - 38.4.2 by email to any email address provided by the Society for such purposes.

Membership subscription rates for 2027

Arvind Parmar, *Treasurer*
31 March 2026

Expected

The Annual General Meeting will be asked to vote to approve the membership subscription rates below.

Subscription Rates for Fellows for 2027

In accordance with Bye-law 13.3, on behalf of Council the Treasurer will propose the following Membership Subscriptions for 2027:

Year	2026	Proposed 2027
Increase over previous year	CPI (2.5%)	CPI (3.4%)
Full Rate	£165	£170
Early Career (First Year)	£74	£76
Early Career (Years 2 to 5)	£110	£114
Students (First Year)	£5	£5
Students and Concessions	£31	£33

Table 1: Proposed RAS Fellowship rates for 2027.

The rates of discount for some classes of Fellows who are also members of the Institute of Physics or the Geological Society of London remain unchanged.

The Membership Subscriptions are applicable to those Fellows paying by Direct Debit from a UK bank account or on an acceptable Credit or Debit Card.

As in previous years, Council is proposing increases at the Consumer Price Index (CPI) inflation rate for the previous year, rounding down to the nearest Pound.

While recognising the continuing cost of living challenges both in the UK and overseas, Council has considered the long-term financial viability of the Society, rising costs, and the potential financial risks it is facing when proposing these subscription rates.

Appointment of the Society's professional auditors for 2027

Arvind Parmar, *Treasurer*
1 April 2026

Expected

The Annual General Meeting will be asked to vote to approve the appointment of the Society's professional auditors for 2027.

Proposal

Council proposes that the Society reappoints Buzzacott LLP as its professional auditors for 2027.

Buzzacott LLP is registered in England and Wales with registered number OC329687 and its registered office is:

Buzzacott LLP
130 Wood Street
London
EC2V 6DL

Report from the Honorary Auditors

Chris Lee, Olivia Keenan, *Honorary Auditors*
7 April 2026

Expected

Fellows are asked to note the report from the Honorary Auditors for 2026.

Report from the Honorary Auditors 2026

Executive Summary

Since the last audit, the Society has made genuine and welcome improvements, especially in the way it is governed, its leadership, communication, and the recovery of its publishing activities. Resolving the Burlington House lease has given the Society much-needed stability, and new senior leaders have helped give clearer direction and begun to tackle previous issues of concern. Staff remain dedicated and enthusiastic about the Society's aims, and there is a clear willingness among staff and Council to update how the Society is run and how it works.

Despite this positive progress, we found ongoing risks that make it harder for the Society to adapt and put extra strain on staff. These include small teams with limited capacity and dependence on key individuals for important tasks. Project and risk management are not yet fully developed, and the Society still relies heavily on income from publishing. Anticipated areas of renewed development such as digital systems, fundraising and membership are belatedly receiving attention and need more support. Furthermore, as the Society takes on a bigger role addressing wider public policy on behalf of Astronomy and Geophysics, as well as managing Burlington House, its work becomes more complex and riskier.

In summary, while the Society is heading in the right direction, keeping up this momentum will require sharper priorities, better organisation, more resources, and closer oversight to ensure it remains resilient and effective in the long term.

Introduction

The Honorary Auditors for this year were Chris Lee (Visiting Professor, University of Leicester, formerly of UKSA) and Olivia Keenan (King's College London). The audit was carried out on 23rd and 24th February 2026. This report covers the period between the Annual General Meetings of 2025 and 2026. The audit process primarily involved eighteen interviews held at, or remotely from, Burlington House. Both auditors participated in all interviews, some of which took place online at the request of the interviewee; one online interview occurred prior to the in-person site visit. Interviewees included Society staff, Fellows, and Councillors, with all sessions arranged by RAS staff. The auditors would like to express their sincere gratitude to all interviewees and Society staff for their generous contributions of time and for their valuable support throughout the audit process.

We wish to especially commend the Executive Director's initiative in providing a mid-year update on the progress made regarding the recommendations from last year's Audit. This offered valuable insight into key developments and demonstrates ongoing commitment to improvement. We strongly recommend that such interim progress reviews for the Auditors become a standard practice in

future, as they help maintain momentum and ensure a clear record of continued action and accountability.

Governance

The Society has made clear progress in improving how it is run, thanks to the commitment of its councillors and staff, especially after sorting out the lease problem. While the Council is still quite large and tends to be careful in its decisions, it is now concentrating more on the most important issues, helped by timely information from the Executive. This has allowed the Council to stay focused on strategy and avoid getting involved in day-to-day tasks, which has made governance stronger.

To build on this progress, it would help to set out and record key responsibilities for Council roles - such as those of the Treasurer - in a clear way. This will make it easier to recruit new people and ensure smooth handovers.

As the Society takes on a bigger role in giving advice to government and other key groups, setting up a formal Policy Committee could give helpful guidance and make sure its work fits its aims. Introducing dedicated HR support and making project management more organised would also ease pressure on staff and give clearer direction during major changes, like building works or moving to new digital systems. Tackling these areas will put the Society in a stronger position to achieve its goals.

Developing clear methodology documents for projects and processes, highlighting who is responsible for each stage should be a priority, with these stored in a shared filing system that all staff can access. This will reduce risks due to turnover of key personnel or single points of failure if, for example, there is sickness in the staff team. It will support consistent decisions and processes, and make the Society less vulnerable to uncertainty.

We note that the appointment of a Finance Director working closely with the Treasurer has improved oversight and while the financial position of the Society is not a responsibility of this audit, we are pleased to hear that this has encouraged Council to propose new financial initiatives (an example of which being the recently approved increase to Early Career Fellowships).

One concern has been the relatively low levels of engagement from the Fellowship with the elections process and regular low turnouts at the AGM. The Society recognises that attending an AGM in London (or virtually) late on a Friday poses a significant logistical challenge for many Fellows and are exploring alternative arrangements which would increase engagement. One option posited was to hold the AGM at NAM and we would advise that this, and other ideas, are taken forward for scoping.

In summary, the Society faces governance challenges that affect agility, place pressure on staff, and complicate the delivery of major projects. At the same time, there are positive signs: the organisational culture is improving, leadership capacity is growing, and there is a clear appetite to modernise governance and strengthen the Society for the future.

Staffing and Operations

The Society is facing real capacity issues. Several teams are very small and under pressure, with important tasks often handled by just one person. This makes things fragile and makes it hard to keep work going smoothly when staff are away or jobs are unfilled.

Since the new Executive Director joined, there has been work to identify areas lacking capacity and leadership roles, especially in the teams that are key to the Society's work. Some recent staff hires demonstrate positive momentum towards filling some of these gaps and we were especially pleased with the recent appointment of a Head of Membership, an area of wider concern in last year's audit. However, we have also been made aware of the recent departure of one member of the Executive team, leaving a significant gap in support and capacity. Whilst this poses a challenge it

also presents an opportunity for the Executive Director and wider Executive to re-visit the role structure and responsibilities, ensuring a replacement has a well-defined remit which maximises their ability to effectively contribute to the running of the Society and support the work of Council.

Addressing infrastructure, the Society's digital systems remain a challenge. Until recently, the Society did not have a modern shared platform for documents, which made it harder to find information, led to teams working separately, and caused problems when people were off sick or roles were empty. Bringing in Microsoft Teams and similar tools should help, and the current training is a key step. It will be important, though, to check that all needs are covered, as the Society's data files are spread across different systems and we heard of examples that may not all work with just one solution.

We were pleased to see ongoing efforts to improve project management for major pieces of work, as highlighted last year - for example, with the building redevelopment and better use of the risk register by Council. Progress has been slower than hoped, but the direction is positive.

As in many organisations, hybrid and remote working can make it harder for new staff to get to know colleagues. While Microsoft Teams will help with daily communication, we believe that occasional staff away-days or informal events could help build a stronger shared culture at Burlington House.

A common point raised in interviews was the lack of dedicated HR support. The Society currently relies on outside help, but senior staff know this might not be enough as the organisation grows and are looking at whether more HR support is needed.

In summary, the staff team is dedicated, hard-working, and clearly motivated by the Society's aims. It is encouraging to see the team growing in a measured way, and that senior leaders are strengthening digital tools and considering what a larger organisation needs to operate effectively.

Strategic Planning and Risk Management

In 2024 the Society set out its five-year strategic goals. While broad in scope, it was clear that the Executive would need to translate these into a practical and prioritised implementation plan. We therefore welcome the decision to structure the Annual Report around the same strategic objectives, as this should strengthen future tracking and accountability.

Implementation planning within the Executive, however, remains uneven. Staff are still developing separate plans from scratch, resulting in inconsistent approaches. Key areas such as Membership and Public Engagement are only now beginning their assessments, while Policy continues to operate reactively rather than proactively.

Staff also highlighted that several of the Society's most significant strategic questions remain unresolved - including long-term planning for the building and the pace required for a fully scoped digital transformation. Addressing these will require Council and the Executive to work together and set clear timelines, potentially extending beyond 2029, so the Society is better positioned to meet challenges and make sustained progress

Risk management is similarly underdeveloped. Several fundamental tools - such as a documented risk register, HR processes, data systems, and structured project management - are either missing or inadequately established. Capacity constraints exacerbate these issues, with key functions often dependent on individual staff members, making the organisation vulnerable. There is a clear need for more deliberate oversight, particularly in areas of greatest risk. The Society's reliance on publication income is a notable financial vulnerability, while the building redevelopment project carries substantial risk due to its complexity and the current lack of dedicated project management or internal expertise. Digital transformation also presents risks, especially where accountability is unclear or progress is slow. To support Council and the Executive, implementing a dashboard to track these risks is strongly recommended.

In summary, the Society's approach to strategic planning remains largely ad hoc and siloed, while risk management requires strengthening. Nevertheless, staff demonstrate a clear understanding of the challenges ahead and possess valuable insight and commitment, providing a strong foundation for the development of a more coherent strategy and robust governance framework.

Premises

Securing the 999-year lease on Burlington House has provided the Society with a long-term home and an asset. However, this achievement also brings considerable operational and financial responsibilities. The building requires extensive refurbishment to both modernise the facilities and maximise their use, but its heritage status means that such work will be expensive and progress may be slow. It is positive that the Society has started the process of appointing specialist heritage architects, which is a crucial step to ensure the redevelopment is managed with the appropriate expertise. Nevertheless, there are concerns regarding how the Executive will effectively oversee such a complex project.

The lease also obliges the Society to expand its use of Burlington House and its Courtyard for public engagement activities. While this creates new opportunities, it also requires careful management to balance these with the ongoing need for space dedicated to scientific meetings, research, and quiet study, particularly in the library. One practical approach could be to allocate specific times or areas for different activities, ensuring all requirements are met without compromising the core functions of the Society.

From an operational perspective, managing the building places additional strain on staffing resources. Roles such as reception and facilities management require a regular on-site presence, yet the prevalence of hybrid working often leads to under-occupation of the building, which can diminish opportunities for informal collaboration. To address this, it may be worthwhile to review current staffing models and explore strategies to increase building usage. This could include encouraging more frequent in-person collaboration through scheduled events or more flexible working patterns, with the aim of fostering a stronger sense of community and informal interaction.

Collaboration with other Courtyard Societies is generally positive and there is an encouraging interest among staff in developing joint initiatives or forums for exchange. Such collaboration is likely to help the Society maintain its open, public-facing model, even as neighbouring societies may adopt more cautious approaches.

In summary, Burlington House remains central to the Society's identity and public engagement strategy. However, it also presents significant risks during the period of refurbishment and modernisation. It is therefore vital that the Society maintains strong project management and clear communication throughout this process to ensure both the safeguarding of its heritage and the achievement of its strategic aims.

Publishing

Publishing has faced a difficult period, especially with the downturn in Open Access last year, but things are improving. Submissions to *Monthly Notices* are climbing again, and *GJI* is back to where it was before the dip. The arrival of a new Executive Director and Editor-in-Chief, both with relevant experience, has brought clearer direction and helped restore trust in the journals.

There are still issues to address. The editorial board tends to be cautious, which can make change slow. The departure of long serving staff made it clear that some procedures and records need improving. Another concern is the rise in fake submissions created by AI, which means more work for editors and calls for new checks and protections.

Compared with last year, the relationship with OUP has improved, but it still needs careful attention, especially given previous problems with planning and forecasting. RASTI's inclusion in Web of Science has led to a surge in submissions, which is promising but puts extra pressure on staff and systems.

The Society depends heavily on publishing income, which is its biggest financial risk. Keeping the journals healthy is vital for long-term stability. After a worrying year, things are looking up, and both Council and the Executive deserve credit for their efforts to turn things around.

In summary, publishing is recovering and getting stronger, but it remains vulnerable. Continued strong leadership, modern systems, and careful risk management are needed to keep the journals robust.

Fundraising

The Society's ongoing dependence on publishing income underscores the importance of diversifying revenue streams - a priority highlighted in last year's audit. Despite the recognition of this need, progress towards establishing alternative fundraising channels has been slower than expected, with several promising options yet to be fully developed. Suggestions such as hosting weddings, securing sponsorships, and offering naming rights have been put forward, but the lack of dedicated fundraising or business development staff has hindered their implementation. This area remains a work in progress, and we urge the Executive to allocate appropriate resources to accelerate these efforts and realise new income opportunities.

In summary, effective fundraising will require a more defined strategy, committed staff resources, and robust organisational systems if the Society is to expand its revenue base and lessen its reliance on publishing.

Membership

Last year's audit highlighted membership as a major area needing focused attention. Persistent questions remain: Who are the members, and what benefits do they receive for their fees? Is the Society's data reliable? How can we better communicate? These concerns are still occupying both Council and Executive. Staff have identified the lack of a formal membership strategy and highlighted that the outdated CRM system, which does not integrate well with the website, complicates routine membership management unnecessarily.

Several members have expressed uncertainty about the value they get for their membership fees, which seems to lead to low engagement and a notable drop in numbers, especially among those at mid-career and those who have left academia. There is a growing expectation for the Society to act more proactively as a "career champion", supporting members' long-term progression in astronomical research. Universities rarely pay for Society membership and do not typically recognise it as a professional body, thus missing out on indirect advantages that affiliation can bring. In comparison, industry and government bodies have long acknowledged and benefited from these softer returns. Consequently, membership within some university astronomy groups is lower than hoped.

Existing membership categories are widely considered confusing, with complicated Fellowship criteria and limited options for industry professionals, activists, or those moving out of academia. Council debates highlight broader worries that the Society's purpose isn't always clear to potential members. Regional engagement is also an issue, as those outside London often feel disconnected from Society activity.

There are encouraging signs these challenges may soon be tackled, following the recent appointment of a Head of Membership within the Executive, who is expected to address many of these issues in the coming year. We consider this area to be a priority task and might suggest a worthy topic for the next Council Away Day.

In summary, the Society must develop a clearer membership strategy, modernise its systems, and offer a more compelling proposition to foster growth and reinforce its relevance.

Policy and Partnerships

Policy is playing an increasingly pivotal role in the Society's mission, prompted by swift developments across the space sector - including satellite constellations - and mounting financial challenges facing academic astronomy. This activity is integral to the Society's ambition to act as the "voice" for UK astronomy, but it must always remain responsive to the needs and priorities of our members.

Currently, policy efforts are notably under-resourced and depend mainly on a key member of the Executive - an arrangement that poses a real risk to continuity. There is a clear need for a more strategic and proactive approach, with robust evidence gathering to support policy positions and formal structures for reporting and advice within Council, such as the establishment of a Policy Committee.

Partnerships with key stakeholders in the UK astronomy community remain fragmented, with limited coordination and no straightforward national points of contact, resulting in inconsistent collaboration. A more structured approach to relationships - especially with industry, government, and universities - and strengthened evidence gathering would bolster the Society's influence in policy matters. Nonetheless, we acknowledge the Policy team's efforts, which have significantly raised the Society's profile as a central focus for UK astronomy.

Among the Courtyard Societies, collaboration is strong at the Executive Director level, with shared training, building management responsibilities, and joint policy correspondence. However, each society pursues its own public engagement strategy, and we recognise that our Society's more outward-facing approach places further demands on both our staff and operational partnerships.

In summary, policy and partnerships are recognised as areas of great significance. While current capacity remains limited, there is clear progress and momentum. With a more defined strategy, increased resourcing, and formalised structures, the Society is well positioned to build on the foundations already established and further enhance its impact and reputation across the sector.

Public Engagement, Education and Outreach

Public engagement, education, and outreach have traditionally been core strengths of the Society, and their significance has increased following the lease agreement, which mandates more public-facing activity in both the building and Courtyard. Staff are undertaking considerable groundwork - developing policies, materials, and procedures, and shaping a cohesive strategy with defined objectives, target audiences, and performance metrics. Progress in these areas is evident, and there is notable enthusiasm among staff and Fellows for the expansion of this work. However, as highlighted last year, prioritisation remains a pressing concern. The scope for outreach is virtually limitless; the issue is identifying where efforts will yield the most meaningful results and establishing effective methods for measuring that impact. There is active work developing this space and we look forward to an update on this in next year's report.

The long-term lease has also prompted more strategic thinking regarding the building's use, with new concepts feeding into broader plans for restoration and modernisation. Engagement initiatives within the Courtyard have already increased, capitalising on the substantial footfall around Burlington House.

Staff and Fellows are acutely aware of the need to balance increased activity in London with avoiding an overly London-centric focus. We welcome initiatives currently underway to support events throughout the UK and to empower Fellows to lead engagement activities in their own regions.

In summary, both staff and Fellows recognise strong opportunities - engaged members, public interest, and growing visibility - and acknowledge that investment in planning, staffing, and evaluation will be critical to converting this potential into sustained and measurable impact.

Communications and Media

Communications and media have long been recognised as areas in which the Society excels, underpinning its growing public presence and fostering more unified external engagement. Staff throughout the organisation point to notable progress in how the Society presents itself, with recent events demonstrating strong organisation and positive reception. This enhanced visibility, however, brings added operational demands, especially regarding events and media activities that necessitate careful coordination.

The Society recognises these pressures and is actively considering training more staff and Council members to take a greater role in external communications and media engagements. Efforts are also underway to enhance the website and introduce a contemporary CRM system, which will enable more precise, tailored communication with Fellows and partners, thereby further reinforcing the Society's public profile.

In summary, communication is regarded as one of the most improved and increasingly impactful functions, helping to refresh the Society's image and play a more active role in shaping public perceptions of astronomy and geophysics.

Archives, Library and Heritage

The Society's archive and library are outstanding assets, serving a distinctive purpose in safeguarding the history of astronomy and geophysics. They are central to outreach efforts, with the library preserving historical collections and providing a valuable research environment for scholars who visit Burlington House to consult specialist materials.

Preserving and digitising these collections is a major strategic focus, aiming to protect both the physical artefacts and the information they hold for future generations. The modernisation of the building presents challenges and opportunities; it is vital to secure a suitable long-term home for the collections and to address immediate concerns such as insufficient climate control and occasional water ingress.

The library team faces capacity challenges, with major projects such as digitisation hindered by limited uninterrupted staff time. A recent pilot in digitisation did not meet quality expectations, causing delays, but staff now have a clear grasp of requirements and have developed robust, costed proposals. We recommend the team be more ambitious in seeking funding for these efforts and that digitisation is prioritised as a core activity.

It is also important to balance increased public engagement in the building with the preservation of a quiet, well-maintained research space for scholars. As the building project progresses, ensuring appropriate conditions and dedicated space for the collections will be crucial.

In summary, the Archive and Library are vital scholarly and heritage resources. With adequate investment, careful planning, and ongoing attention to environmental and spatial needs, they are well placed to flourish as Burlington House undergoes modernisation.

Themed Recommendations

Below we have compiled ideas which we invite the Executive to consider based on our observations. They are not intended to seem overly directive and should be viewed as advice from us as supportive Fellows.

1. Strategy, Planning & Risk Management

- Develop strategies for Membership, Public Engagement, Policy, and Fundraising. Connect these with current or new Council advisory groups.

- Enhance cross-departmental strategic planning among staff to minimise siloed working and foster collaboration.
- Ensure all governance roles are fully documented to support recruitment and maintain continuity.
- Provide routine mid-year progress updates to auditors to support ongoing accountability, not just annual reporting.

2. Staff, Capacity & Culture

- Reduce dependency on individual staff members in small teams by distributing responsibilities, implementing shared filing systems, and cross-training.
- Organise staff away-days and informal social activities to foster team culture, particularly as new staff join.
- Ensure adequate staff capacity to support new roles in policy, digitisation, and heritage management.
- Assess the benefits of providing dedicated HR support to enhance staff well-being and organisational effectiveness.
- Review staffing arrangements to enable greater occupancy and utilisation of the building.

3. Digital Transformation & Systems

- Ensure that new digital infrastructure is fully aligned with all organisational requirements and is fit for purpose.
- Update publishing systems and documentation to mitigate risks associated with staff changes and turnover.

4. Project Management & Oversight

- Enhance the Society's project management capability, especially for building and digital infrastructure projects. Make more active use of the risk register in oversight.
- Maintain robust Council and Executive oversight of publishing activities, given their financial significance.

5. Membership and External Engagement

- Develop a clear value proposition for membership and actively promote this among the wider community and stakeholders. Consider arranging an Away Day to discuss this.
- Expand the Society's support for research and industry career development.
- Increase regional engagement (both Society- and Fellow- led) to address perceptions that activities are too focused on London.
- Promote in-person collaboration across activities to build stronger networks and relationships.
- Develop structured partnerships with industry, government, and universities to foster mutual benefit.
- Strengthen collaboration with Courtyard Societies for joint initiatives and engagement.

- Consider how to increase Fellow engagement with the AGM and elections, including scoping alternative arrangements for the AGM (e.g. NAM).

6. Heritage, Archives & Library

- Secure a climate-controlled, long-term home for the Society's collections to ensure their preservation.
- Increase efforts to secure funding for archive and library digitisation projects.
- Ensure the function of the library as a research space is preserved as plans for public engagement from Burlington House continue.

7. Publishing Integrity & Relationships

- Implement measures to detect and prevent AI-generated fraudulent submissions in publishing (this may be through the Society or by utilising tools developed through OUP and others in the publishing sector).
- Continue to proactively manage the relationship with Oxford University Press (OUP) to ensure positive outcomes for the Society.

Appointment of the Society's Honorary Auditors for 2027

Ian Russell, *Executive Director*
12 April 2026

Expected

In accordance with Bye-law 15.3, the Annual General Meeting will be asked to vote on the appointment of the Society's Honorary Auditors for 2027.

Proposed Honorary Auditors for 2027

It is customary for Honorary Auditors to serve two consecutive one-year terms, staggered so that one of the Honorary Auditors has direct experience of the previous Honorary Audit while the other brings fresh insight and perspective. This is felt by all those involved to work well.

Chris Lee acted as Honorary Auditor in 2025 and 2026. It is proposed that Kim Clube replaces him.

Olivia Keenan acted as Honorary Auditor in 2026 and has indicated her willingness to serve again in 2027. However, Dr Keenan is a candidate for election to Council and if she is successful the Society's Bye-laws do not permit her to serve both on Council and as an Honorary Auditor. In the eventuality that Dr Keenan is elected to Council, Chris Lee has agreed to serve a third term in order to provide continuity.

Therefore, the Annual General Meeting will be asked to vote on the appointment of the Honorary Auditors as follows:

- If Olivia Keenan is elected to Council, it is proposed that Honorary Auditors be Chris Lee and Kim Clube.
 - If Olivia Keenan is not elected to Council, it is proposed that the Honorary Auditors be Olivia Keenan and Kim Clube.
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