

**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)

- Review of publishing landscape and arrangements
- Agree next Steps on Bullying and Harassment.

2.1. Updated Charter and Bye-laws

The President reminded the AGM of the Society's obligations concerning its charitable status. A review of governance had been undertaken utilising an external consultant (Lucy Devine, Wellspring Consulting) and lawyers (Birketts LLP) expert in charity governance. An extensive consultation with Fellows had been conducted with the majority of responses very positive. He noted that the governance review determined that no major restructuring of governance was required. However, on behalf of Council the President outlined proposed changes to the Society's Charter and Bye-laws to ensure that the Society complies with current best practice.

An important addition was the explicit inclusion of geophysics in the Society's charitable objects.

Since the Notice of the AGM was circulated to Fellows, Council proposed further amendments to the draft of the updated Bye-laws as follows:

- Bye-laws 23.1.2, 25.5, 31.1 and 35.3 – amending typo. to remove the capitalisation of the word “Elect”
- Bye-law 23.1.5 – delete in its entirety since the President-elect is not actually elected to that position
- Bye-law 23.2 – insertion of a new Bye-law to explain that the President elect takes up office by virtue of their election to the position of President, and serves for one year as President-elect before taking up their role as President
- Bye-law 23.6 - delete as a consequence of the above points
- Bye-law 23.2-23.5 – Consequential re-numbering and amending cross-references;
- Bye-law 23.5.13.1 – amendment of the process by which the Vice-President, Secretary and Councillors are elected from “simple majority” to “such voting method as the Council shall from time to time determine.

The following questions arose:

Bob Barber asked if approval of the accounts would be impacted by proposed changes to voting at the AGM. Lucy Devine responded that as now, and in accordance with charity law it is the Trustees who sign and take responsibility for the financial statements. The Fellows do not approve them. The role of the Fellows is usually described as “noting”, “adopting” or “receiving”.

Nigel Berman asked:

- (a) Should there be a default voting method?; Lucy Devine responded that the default would be current practice;
- (b) Will steps be taken to protect against a Fellow registering multiple votes?; Lucy Devine confirmed this. She also noted that while this is obviously a small amount of

extra work, Council had decided that the benefits of enabling more Fellows to vote were worth it.

With respect to practice regarding voting, Kathy Whaler asked if the Charity Commission is happy with the wording "...from time to time", as she was concerned that this was slightly vague. Lucy Devine responded that this is Charity Commission approved wording.

Dr Stanley asked if the term 'siblings' should be used instead of 'brothers and sisters' in the interests of inclusivity, as had been done by the Linnean Society in their Bye-laws which had been ratified in March 2025?

Lucy Devine explained that the Society's solicitors had used standard text provided by the Charity Commission. QS followed up with asking if Lucy therefore felt the Linneans were not aligned with the Charity Commission. LD explained that she had no reason to think this, and would not presume to have an opinion without knowing more – however, she agreed that this suggestion was a good point that should be considered in a future iteration.

Dr Stanley asked if the Bye-laws should contain definitions of Vice-President, Senior Secretary etc. (the President-Elect covered under current Bye-law §23.6 and the Executive Director covered by §31)? Lucy Devine explained that Council had decided (following advice) that the Bye-laws are not the appropriate place for role descriptions, as they could be subject to frequent minor changes. Role descriptions are usually kept separately.

Dr Stanley asked: will the group of Fellows who had:

- attained the age of 65 before 1st January 2003, and
- been elected under a previous Bye-law 39 (and Bye-law 38 in the previous set of bye-laws) and
- been granted complete exemption from paying Membership Subscriptions

...retain that privilege under the new Bye-laws?

Lucy Devine confirmed that the new Bye-laws give Council the power to waive subscriptions.

Dr Stanley additionally sought reassurance from the Treasurer that those members who have now reached the age of 87 and whose fees had been waived under current Bye-law 39 would not now be required to pay a higher subscription. This was given.

Dr Stanley asked if Fellows wishing to benefit from the Gerald Merton Fund would need to disclose their financial situation to Council.

Lucy Devine explained that Clause 13.6 (the relevant clause in the new Bye-laws) does not require the Fellow to be named, precisely to protect Fellows' privacy in a very networked community. QS wished to note that his concerns that Fellows might be put off by the change in process.

Dr Stanley asked if the reference to "the website" was correct, given that the Society has multiple websites?

Lucy Devine explained that this is standard wording. Dr Stanley asked if using the definite article could have undesired consequences, pushing the Society into using a website inappropriate for the content. The President noted that “the relevant website” may be the appropriate wording. LD said that the common-sense interpretation would prevail if the issue of using one or more websites ever arose, and also agreed that referring to “the relevant website” or other similar text would be a sensible change to consider over the coming year.

Dr Stanley asked if Fellows and Members of Council should have a right of appeal if they were expelled from the Society or from Council?

Lucy Devine noted that this was a complex question. First, it’s important to understand that in a charity, the Trustees are the group of people who have the legal responsibility of managing and controlling the charity.

Therefore, there is no group of people above the Trustees to appeal to once the Trustees have made their decision about removing a Fellow from the membership or a Trustee from Council. In the absence of a group of people to appeal to, there can be no appeal.

Lucy Devine further explained that of course, it is always possible to report concerns to the Charity Commission. However, the Charity Commission’s position is that they do not normally intervene in situations like this – the person who felt they had been treated unfairly would have to demonstrate that this was malpractice of some kind, or a breach of a Trustee legal duty. Lucy Devine noted that the relevant text in the new Bye-laws had been recommended by specialist charity lawyers.

Dr Stanley asked if the mechanism of reporting such an issue to the Charity Commission should be included in the Bye-laws. Lucy Devine explained that as this was a process owned by the Charity Commission, they provided this information. It would not be appropriate for it to be in the Society’s Bye-laws.

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 the obvious intention of the drafting, but that this should indeed be corrected in a future iteration.

Lucy Devine also noted that Mandy Bailey had provided helpful feedback on the new draft of the Bye-laws earlier in the day, which would also be considered for the set of minor amendments to be put to Fellows at the AGM in 2026.

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.

The President proposed the motion “In accordance with Article 2 of the Society’s Supplemental Charter dated 15 July 2005: That the Charter be amended in the form set out

in the papers, subject to such changes as the Privy Council may require and which are agreed by the Officers of the Society.”

This motion was approved unanimously in the room with 15 votes for and no votes against online.

The President proposed that “In accordance with Article 7 of the Society’s Royal Charter dated 7 March 1831: 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.”

This motion was approved unanimously in the room with 16 votes for and no votes against online.

The President thanked Lucy Devine and Birketts LLP for their support and advice in conducting the review of governance.

3. The Report of the Trustees for 2024

The Treasurer, Dr Arvind Parmar, reported that the RAS has received a clean audit report for 2024 with no significant unresolved matters. RAS Council declared that the financial provisions declared in the Annual Report are compatible with the audit status of a “going concern” and have approved the accounts.

The Treasurer thanked the auditors, Buzzacott, and the Society’s accountant, Mark Piper, for their work in ensuring a smooth audit process.

The Treasurer presented highlights from the report including:

- Net Income for 2024 (excluding investment gains) decreased to £455,551 (2023: £1,806,563) mainly due to 2023 including a one-off payment for OUP contract renewal and a reduction in publishing income in 2024 related to the change to a full Open Access funding model
- Funds have increased but we are not yet incurring expenditure on the refurbishment of Burlington House which will likely be very significant
- New 999-year lease on our Burlington House headquarters with the Ministry of Housing, Communities and Local Government at a peppercorn rent
- Total cost of lease is £25M of which RAS share is £3.5M. 10-year mortgage at 5.8% interest with no penalties for early repayments
- Substantial backlog maintenance is necessary as well as upgrades to meet current health and safety and environmental standards
- As part of the lease agreement, the RAS is committed to expanding outreach activities at Burlington House
- Number of requests for small grants and awards close to pre-pandemic high and highest ever award level (£122,761)
- Highest ever number of requests for Education and Outreach awards. Highest ever award level (£38,570). Budget increased for 2025.

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

The proposal was voted upon and unanimously approved in the room with 15 votes in favour online and none against.

The Treasurer thanked his predecessors Mike Cruise and Nigel Berman.

Horace Regnart asked about the status of A&G and whether he could pass on copies of the magazine given the Society's adoption of Open Access business models. The Executive Director, Phillip Diamond, noted that A&G is not subject to the Society's Open Access initiatives.

5. In Remembrance - Memory of Fellows Past

There was a minute's reflection for Fellows and Friends who had passed away since the last AGM.

[Post meeting it was noted that Peter Sydenham was missing from the list of Fellows that had passed away.]

6. Vote on the Appointment of the Society's Professional Auditors for 2025

The Treasurer requested approval for the re-appointment of Buzzacott as auditors for the coming year.

This was voted upon and approved unanimously in the room with 13 in favour online and none against.

7. Report of the Honorary Auditors for 2024

Chris Lee presented the Honorary Auditor's report for 2024 noting that 17 interviews with RAS Staff, Council members and Fellows were held in person and remotely across 4th-6th April 2025 with all Fellows invited to send input by email.

Thanks were given to all involved in the Honorary Audit process which covered:

- Governance and Strategic Planning
 - Council is functioning well with strengthened strategic financial leadership.
 - Independent Governance Review was positive - only tweaks to various terms of reference.
 - Delivery Plan for 2024-2029 now includes KPIs and Risks.
 - Greater use of "Away Days" for deeper strategic discussions was recommended.
- Operations and Premises
 - Significant staffing changes offers a chance to realign roles.
 - Good progress in key IT upgrades for communications and operations was observed and are deemed essential for the proper function of the Society.
 - 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.

The President called upon the AGM to accept the report of the Honorary Editors. A vote was held which was unanimous in the room with 15 in favour online and none against.

8. Vote on the Appointment of the Honorary Auditors For 2026

The President congratulated the Honorary Auditors on their report and thanked Lorraine Hanlon who was demitting as an Honorary Auditor.

The AGM was asked to approve that Chris Lee (University of Leicester) remains in post for a further year and that Olivia Keenan (King's College London) replaces Professor Hanlon for a two-year term.

A vote was held which was unanimous in the room with 12 in favour online and none against.

9. Announcement of the Result of the Ballot

On behalf of the panel of scrutineers, Dr Peter Grimley declared that this election has been conducted in line with the Bye-laws of the Society and that there has been a fair and valid election process.

850 Fellows responded, of which 820 voted, and the results of the election are as follows:

Jim Wild elected unopposed as President who will serve for 3 years, the first of which as President-elect.

Paul Crowther elected unopposed as Vice-President (A) who will serve for 2 years.

Steve Miller elected as Vice-President (G) with 367 votes who will serve for 2 years; the other candidate, Eamon Scullion, receiving 317 votes.

As Councillors who will serve for 3 years:

Karen Anne Devoil (G)	391 votes
Cyrielle Opitom (A)	386 votes
Mike Peel (A)	284 votes
Andrew Curtis (G)	281 votes

The votes for the remaining candidates were as follows:

Gavin Dalton (A)	265 votes
Paul Daniels (A)	230 votes
Andy Nowacki (G)	194 votes
Simon Foster (G)	169 votes
Stephane Regnier (G)	165 votes
Mark Wrigley (A)	160 votes
Max Wallis (G)	75 votes

10. Vote of Thanks to Retiring Members of Council

The President called for a vote of thanks to the demitting Council members Dr Matt Middleton (Vice-President (A)), Dr Olivia Keenan (Councillor (A)), Professor Silvia Zan (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.