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# CONSTITUTION OF THE GUILDFORD ASTRONOMICAL SOCIETY

## (Founded in 1955)

### **Name**

1. The name of the Society shall be "Guildford Astronomical Society" (the Society).

### **Object**

2. The object of the Society is to further the astronomical interests of its members and to educate the public in the science of astronomy.

### **Membership**

3. Membership of the Society shall be open to all persons upon payment of an annual subscription.

### **Communication**

4. Communication stated to be made 'in writing', 'notice(s)', 'publications' etc. may be made by email or other electronic means. Where 'signature' is mentioned a signature will not be required if email is used. Where the time of delivery is important, an email shall be considered to be delivered by its 'Received' timestamp.

### **Committee**

5. The Society shall be organised by a committee (Committee) consisting of: a President, a Secretary, a Treasurer (the Officers) and no more than nine other elected members.

### **Qualification for Committee and Officers**

6. Any two Society members may nominate another member(s) for election to the Committee or as an Officer. All nominations are to be made in writing and delivered to the Secretary at least 14 days before the day appointed for the Annual General Meeting (AGM) and accompanied by an agreement, signed by the nominee, to serve if elected. In the event of elections for any Officer posts, unsuccessful candidates for those posts shall, unless they orally decline at the AGM, be deemed to be nominated as candidates for the non-Officer Committee positions. Nominees may stand for more than one post but may only hold more than one post if the AGM so agrees. If no such nominations are received, then nominations made orally at the AGM will be accepted.

### **Election of the Officers**

7. If only one candidate is nominated for election as an Officer, they shall be appointed to that role at the AGM. If more than one candidate is nominated to a particular role, there shall be an election:
  - a. by show of hands at the AGM, the candidates concerned having temporarily left the meeting;
  - b. if the show of hands is not clear then a ballot may be used to determine the winner;

The candidate for whom the greatest number of votes is cast, including any deciding vote, shall be appointed.

### **Election of other Committee Members**

8. If the number of candidates nominated as Committee members other than Officers is the same as or less than the number of vacancies in the Committee remaining after the appointment of Officers, the candidates nominated shall be appointed at the AGM. If the number of candidates nominated is more than the number of vacancies, there shall be an election:
  - a. by show of hands at the AGM, the candidates concerned having temporarily left the meeting;
  - b. by ballot in such manner as the Committee may determine;

The candidates, equal in number to the number of vacancies, for each of whom more votes, including any deciding vote, have been cast than for any of the other candidates, shall be appointed.

### **Tenure of Office**

9. All Officers and other Committee members shall normally hold office until the AGM following the date they were elected or co-opted to the Committee, and shall be eligible for re-election on an annual basis.

### **Co-option of Members to the Committee**

10. The Committee may co-opt any member of the Society to fill a vacancy which arises subject to ratification by a show of hands by a majority of those present at the next ordinary monthly meeting of the Society. A co-opted member of the Committee shall have the same voting rights at Committee meetings as an elected member.

### **Resignation of Committee Members**

11. An Officer or other Committee member:
  - a. may resign at any time by giving their resignation in writing to the President or the Secretary or in another manner that the Committee agrees is a resignation;
  - b. shall be deemed to have resigned if they are absent, without giving prior notice of their absence, from three consecutive meetings of the Committee unless the Committee are satisfied that there is good reason for their absence;
  - c. shall be deemed to have resigned if the Committee decide that they are not satisfied that they are fulfilling the duties of their post.

### **Quorum**

12. At any Committee meeting more than half the Committee members shall form a quorum, and at any monthly Meeting of the Society more than one third of paid-up Society members shall form a quorum.

### **Voting**

13. Each Committee member shall be entitled to one vote at every meeting of the Committee at which that member is present, and each Society member shall be entitled to one vote at every AGM or monthly Meeting of the Society at which that member is present, and to one vote (which may be cast by post, except on a resolution to amend this Constitution) at every EGM (see 26).

A majority of Committee members present at a meeting may agree that a decision based on a majority of votes may be made following that meeting by email to a specified Officer.

### **Deciding Vote**

14. If at a meeting of the Committee or at a meeting of the Society, an equality of votes is cast, then the person presiding shall have a second or deciding vote.

### **Sub-committees**

15. The Committee shall have power to delegate specific tasks to sub-committees comprising members of the Society, of whom at least one shall be a member of the Committee.

### **Meetings**

16. Each year's programme of meetings, outings and other events shall be decided on by a Committee member(s) chosen by the Committee to carry out this task. The programme will be presented to the Committee and subsequently announced to the members at the earliest practical time and wherever possible by not later than the first monthly meeting after each AGM.

### **Observing Meetings**

17. Information about observing meetings organised for the Society shall be given to members as early as is practical either at ordinary monthly meetings or through the Society's publications.

### **Defaulters**

18. The Committee may at any time remove from the membership any Member, Committee member or Officer from whom any money has been owing to the society for a period exceeding three months, and thereupon that person shall cease to be a member.
19. The Committee may consider disciplinary action against any Member, Committee member or Officer who acts in such a way as to contravene this Constitution, disrupt Society meetings, harass other Members, bring the Society into disrepute or, in the opinion of the Committee, act in any way contrary to the spirit of the Constitution.

Where appropriate, the Committee may make reasonable attempts by whatever method a majority of the Committee considers appropriate to resolve the disciplinary matter with the member amicably.

Disciplinary action may entail suspension or withdrawal of membership and privileges from the Society. Such a final step shall be taken at a Committee meeting with two-thirds of Committee members present and in majority support of such action.

Any Member, Committee member or Officer so barred from the Society may only be re-admitted to membership after review at a Committee meeting with two-thirds of Committee members present and in majority support of such action.

### **Privileges of Members**

20. Every member shall be entitled to:
  - a. receive notice of, attend and vote at every meeting of the Society;

- b. nominate (in accordance with paragraph 5) one or more other members for election to the committee;
- c. borrow books, portable telescopes and any other items belonging to the Society which may be available for loan, with the prior agreement of the appropriate Committee member;
- d. attend observing meetings at the Society's Observatory, provided that the member has either successfully completed the accreditation training or is accompanied by at least one accredited trainer, and agrees to abide by the Health and Safety regulations promulgated by the Committee;
- e. attend all other meetings and events organised by the Society.

### **Abuse of Privileges**

21. No Committee member or other member of the Society shall use membership of the Committee or of the Society as a means of achieving personal gain. No member of the Society except the President, Secretary and Treasurer shall represent the Society to third parties except by the express agreement of the Committee.

### **Subscriptions**

22. Annual subscriptions for members shall be determined from time to time by the Committee, who may provide for reduced subscriptions to be paid by certain categories of members. Subscriptions shall be due at the first monthly meeting of the Society after the AGM.

### **Finance**

- 23.
- a. the financial year shall run from 6<sup>th</sup> April to 5<sup>th</sup> April in the next calendar year;
  - b. the Treasurer shall keep proper accounts of the finances of the Society;
  - c. the income and property of the Society, however derived, shall be applied solely towards the promotion of the object of the Society as set out in paragraph 2, and no payment shall be made to any members except the payment of out-of-pocket expenses;
  - d. at the end of each financial year the accounts shall be audited;

### **Service of Notice**

24. For the purpose of paragraphs 26, 27 and 31, a notice shall be deemed to have been properly served on a Member if within any time limit specified it is emailed to their last known email address or sent to their last known postal address if in the United Kingdom or if handed to them personally. A member with no known email address whose last known postal address is not in the United Kingdom shall not be entitled to notice of meetings within any time limit, but the Committee shall use reasonable endeavours to give such a member reasonable notice.

### **Annual General Meetings**

25. A meeting (the AGM) shall be held in every calendar year which the business of the Society including the following special business, shall be transacted:
- a. the Minutes of the last AGM and of any subsequent EGM shall be presented for approval, adoption and signature;
  - b. the Officers may present reports for approval and adoption;

- c. the audited accounts of the Society for the previous financial year shall be presented for approval, adoption and signature;
- d. during the election of the President, the Chair of the AGM will be passed to a former Committee member who is not also seeking re-election. Immediately following election, the President shall take the Chair;
- e. elections of Officers and Committee members shall be held if applicable and members so elected shall thereupon take office;
- f. two members of the Society shall be appointed to audit the Society's accounts for the current financial year;

At least 21 days' notice of the AGM shall be given to every member of the Society.

### **Extraordinary General Meeting**

26. An Extraordinary General Meeting (EGM) may be convened at any time by the Committee provided that at least twenty-one days' notice (stating brief particulars of the business which the Committee propose to transact at that Meeting) is given to every member of the Society. The Committee shall be required to call an EGM within twenty-eight days of the Secretary's receiving a request signed by not fewer than twelve members of the Society. This request shall contain full particulars of the motions to be placed before the meeting.

### **Duties of Officers of the Society**

27.

a. President

The duty of the President shall be to take the chair at all meetings of the Society, and at meetings of the Committee; and to oversee the Society's business as stated in this Constitution.

In the absence from a Society meeting of the President, another member of the Committee may, with the agreement of the Committee, act as chair in their place.

b. Secretary

The duty of the Secretary shall be to attend as far as possible all meetings of the Society and all meetings of the Committee, and to ensure that Minutes of the proceedings of General Meetings and Committee Meetings are taken. The Secretary will also, with the assistance of other Officers and Committee members, ensure that the programme of Society speakers and events is drawn up, on an annual basis. The Secretary shall have management of all Society correspondence, except by agreement on specific issues more appropriate to another Committee member.

c. Treasurer

The Treasurer shall receive on behalf of the Society, and for the use of the Society, all sums of money due to the Society, and out of these funds pay all sums owing by the Society. The Treasurer shall keep regular accounts of the receipts and payments. The Committee may set a limit on the sums of money which may be paid by the Treasurer (otherwise than with the approval of the Committee expressed in a written order signed by the President). The Treasurer shall also give a report to the Annual General Meeting stating the general state of the funds, membership, property, assets etc. of the Society.

### **Duties of the other Committee Members**

28. Non-Officer Committee members shall be appointed by the Committee to specific duties to promote the interests of the Society. These duties will reflect the current needs of the Society as determined by the Committee.

### **Expenses**

29. No Officer or other Committee member shall incur expense on behalf of the Society without prior permission of the Committee, and the Society shall not be obliged to reimburse any expenses incurred without such permission.

### **Dissolution**

30. The Society may be dissolved by resolution passed by a two-thirds majority of those present and voting at a special EGM convened for the purpose, of which 21 days' notice has been given to members of the Society. Such a resolution shall give instructions for the disposal of any assets held by or in the name of the Society, provided that if any property remains after the satisfaction of all debts and liabilities, that property shall not be paid to or distributed among the members of the Society but shall be given or transferred to such other charitable institution or institutions having objects similar to the object of the Society as the Society may determine.

### **Amendments to the Constitution**

31. This Constitution may be amended by a resolution passed by a simple majority of those present at any AGM or EGM of the society, provided that the notice of the meeting is accompanied by a notice of the terms of the proposed resolution.

This Constitution was adopted at a meeting held on the 5<sup>th</sup> July 2012 at the University of Surrey.

Ted Dodman  
**President**

Pam Noon  
**Secretary**