

ASE Constitution

Revised 10 December 1982

Amended 13 January 1995

Amended 30 March 2012 »

Amended 1 November 2019

Amended 2 June 2023

- [Name and Objectives](#)
- [Membership](#)
- [Election of Members](#)
- [Subscription](#)
- [Meetings of the Society](#)
- [Council](#)
- [Powers and Procedure of Council](#)
- [Duties of Office-Bearers](#)
- [Committees Appointed by the Council](#)
- [Trustees](#)
- [Dissolution of Society, Amalgamation, etc](#)
- [Alteration of Constitution and Laws](#)
- [Commencement](#)

Name and Objects

- 1.1. The name of the Society shall be **The Astronomical Society of Edinburgh** and its objectives shall be to advance the education of the public about the science of astronomy and to promote astronomical research chiefly in the area of the City of Edinburgh and the Lothians. The Society will achieve this by-
 - (a) circulating and publicising information on astronomical matters by the publication of articles, books etc;
 - (b) encouraging astronomical study and observation; and
 - (c) increasing popular interest in astronomy.
- 1.2. The Society is a charity registered in Scotland. The Council shall ensure the Constitution and Laws, governance and activities of the Society comply with Scots law in relation to its charitable status.

Membership

- 2.1. The Society shall be composed of honorary, ordinary, remote and junior members, and-
 - (a) Ordinary members are those members aged 16 and over at the start of the Subscription Year as defined in Clause 5. Ordinary, remote, and junior members shall be elected as provided in Clause 3;
 - (b) Remote members are those members who are not ordinarily resident chiefly in the vicinity of the City of Edinburgh or the Lothians, which is the primary focus of the Society as set out in Clause 1.1; and

(c) Honorary members shall be such persons as may be proposed by the Council and approved by a General Meeting of the Society.

- 2.2. Honorary and junior members shall not be entitled to vote at meetings. Two Honorary Presidents may be appointed by the Council.

Election of Members

- 3.1. A person may apply to become a member of the Society by completing the Society application process, in writing, and providing the application to the Secretary. The Council shall set out the form of the application process to be followed. The election of a person as a member shall rest with the Council. They shall be admitted to the Society as an ordinary member upon payment of the due subscription fee.
- 3.2. Exceptional disregard of the Society's interests by a member may result in the Council ordering their expulsion after consideration of the matter at a Council meeting where such a member is entitled to present a case. The Council's decision on the expulsion of a member is final.
- 3.3. In any such circumstance, the Council shall ensure that the duty to act fairly towards the member in question (in terms of the commonly understood meaning of fair procedures and natural justice) is adhered to.
- 3.4. The Council may make any other provisions which are not already provided for in this Constitution, which to it seem appropriate and fair, to facilitate the process of considering and deciding upon a decision to terminate the membership of a member. In all such decisions the Council shall seek to ensure that the welfare of the Society and its members is the paramount consideration.

Subscription

4. The Annual Subscription shall be such sums as shall be determined from time to time by the Council.
5. The first subscription is due upon confirmation of election, but the Council may at their discretion vary its amount to take account of the expired portion of the subscription year. Until the subscription is paid, no rights of membership shall accrue. The subscription becomes due thereafter each 1 October and should it not be paid by the end of December the member's rights are suspended until it is paid. The Treasurer shall send reminders of unpaid subscriptions not later than 31 December. If any such subscription shall not be paid by 28 February in the year following, the defaulting member shall cease to be a member of the Society unless the Council shall order otherwise. Such persons may be reinstated at the discretion of the Council.
6. Any member shall, upon ceasing to be a member by resignation or otherwise, forfeit all right or claim upon the Society or its property or funds.
7. The Society shall have the right to require new members to pay an entrance fee and the Council shall decide whether this is to be charged and the amount thereof.

Meetings

8. The meetings of the Society shall consist of Ordinary Meetings, the Annual General Meeting, and of Special General Meetings as hereinafter defined.
9. The Ordinary Meetings shall be held once each month or as the Council may direct. Visitors may, subject to the approval of the Council, attend such meetings. Visitors may not vote on any question.
10. The Annual General Meeting shall be held before the end of June in each calendar year for the election of Office-Bearers and Councillors, for the presentation of the Accounts for the year to the preceding 31 December, and for such other business as may be arranged by the Council. Notice of such Annual General Meeting, together with a statement of the Accounts, shall be forwarded to each member not less than fourteen days before the date fixed for holding such meeting.
11. A Special Meeting of the Society may be called by the Council for any purpose whenever they deem it necessary. The Council shall convene a Special General Meeting upon a requisition to that effect signed by not less than ten members of the Society stating the purpose for which it is required. Such Special General Meeting shall be convened within one calendar month after such requisition has been sent in, and if not so convened by the Council the requisitionists may themselves convene a Special General Meeting in accordance with such requisition. Notice of every Special General Meeting, setting out the purpose for which it is convened, shall be forwarded to each member at least fourteen days before the date fixed for holding such meeting.
12. The Certificate of the Secretary, or any person employed by him, shall be sufficient evidence that the notices required by this Constitution and Laws have been duly issued.

Council

- 13.1. The management of the Society shall be vested in a Council elected from ordinary members or remote members who have been members of the Society for at least one year preceding the date of election.
- 13.2. The Council shall consist of-
 - (a) the Office-Bearers, namely, the President, two Vice-Presidents, the Secretary and Treasurer, all of whom shall be ordinary members; and
 - (b) no more than nine Councillors;
 - (c) up to two Councillors referred to in subsection (b) may be remote members as defined in Clause 2.1(b).
- 13.3. Members of the Council are the Trustees of the Society.
- 13.4. There shall be no objection to any Trustee acting under the Deed of Trust hereinafter referred to being also a member of the Council.
- 14.1. Any ordinary member or remote member shall be entitled to nominate one or more ordinary member(s) for election to the Council as one of the Office-Bearers or as a Councillors. And any ordinary member or remote member shall be entitled to

nominate one or more remote member(s) for election to the Council as a Councillor, subject to Clause 13.2(c).

14.2. Any such nomination(s) shall be seconded by another ordinary member or remote member to be valid.

14.3. Any ordinary member or remote member shall be entitled to nominate or second themselves for election, so long as they have been an ordinary member or remote member for no less than 12 months before the date of the said Annual General Meeting, and their subscription fees are not in arrears.

14.4. All such nominations must be provided to the Secretary in writing, in a manner that the Secretary shall set out, at least twenty-one days before the date of the said Annual General Meeting.

15.1. The Office-Bearers and Councillors who shall be elected at the Annual General Meeting held on 2 June 2023 shall hold office for a single term of two years, until the Annual General Meeting of 2025. And thereafter the Office-Bearers and Councillors elected shall hold office until the Annual General Meeting of the second year following their election.

15.2. Office-Bearers and Councillors shall be eligible for re-election, but the President and Vice-Presidents shall not continue to hold their respective offices for more than two terms in succession, and no Councillor may hold office as such for more than six terms in succession.

16.1 In the event of any vacancy arising in the Council (including a vacancy in the office of President, Vice-President, Secretary or Treasurer), the Council shall, subject to the requirements of Clause 13.2, have power to co-opt a member of the Society to fill such a vacancy.

16.2 Such a co-option may be for a specified period to cover a temporary vacancy, or for the period up to the next scheduled Annual General Meeting at which that Council position is next due to be filled by an election for the members of the Council. Any person so co-opted should have been an ordinary member or remote member for at least one year.

Powers and Procedure of Council

17.1 The Council shall make provision for, and manage, the property, facilities, services, proceedings and affairs of the Society.

17.2 The Council shall control the investment and expenditure of the Society's funds and assets.

17.3 The powers of the Council as set out in clauses 17.1 and 17.2 shall all be in accordance with the Constitution and Laws of the Society, but subject always to the powers of the Trustees referred to in Clause 28.

18.1 The Council shall have power to make or amend regulations, in accordance with this Constitution and Laws, for the well-being of the Society, and for the fair and proper access and use by members of any of the Society's property, facilities or services.

- 18.2 The Council shall make public and provide, on request, a copy of any such regulations made or amended under 18.1 to any member of the Society, in a format and in a manner which the Councils thinks fit.
- 18.3 Any such regulations made under 18.1 shall remain in force unless revised, amended, or repealed by the Council.
- 18.4 Any member may lodge a motion seeking that any regulation be repealed or amended at a General Meeting of the Society. Before any such General Meeting takes place notice of at least fourteen days shall be given to the Secretary, in writing, of any motion which seeks to amend or repeal any regulation made by the Council
19. The Council may regulate their own procedure and may delegate any of their powers to any one or more of their body. Five members of the Council or a majority of the members of the Council, whichever is less, shall form a quorum.
20. The Council may appoint Committees, whether of their own number or from members of the Society and may delegate to them such powers as they think fit. In particular, the Council may appoint a General Business Committee to which Committee the Council may delegate power to instruct the investment, realisation and reinvestment of the funds referred to in the Deed of Trust hereinafter specified, and also power to direct the expenditure of the income and capital of said funds subject always to the approval of the Council being obtained on all major questions of policy. The quorum of such General Business Committee shall be three. There shall be no objection to any Trustee acting under the Deed of Trust hereinafter referred to being also a member of such General Business Committee provided that not more than one such Trustee shall be a member of such Committee at any one time.
21. The Council shall have powers to appoint such officers or employees as may be necessary and also to displace or remove any such without being called upon to give any reason for so doing. The Council shall have authority to pay salaries and to grant honoraria, and generally to do whatever may seem to them calculated to promote the objectives of the Society.
22. No act done by the Council, whether within the powers of the Council or not, which shall receive the express or implied sanction of the members in General Meeting, shall be afterwards impeached by any member of the Society on any ground whatsoever, but shall be deemed to be an act of the Society.

Duties of Office-Bearers

23. The President, or, in his absence, one of the Vice-Presidents, or, failing these, the senior member of the Council present, shall preside as Chairman at all meetings. The Chairman shall have a casting vote, in addition to a deliberative vote.
24. The Secretary shall conduct the general secretarial business of the Society with such assistance as the Council shall from time to time arrange. He shall keep minutes of Council meetings, the Annual General Meetings and any Special General Meetings of the Society.
25. The Treasurer shall receive all monies due to the Society and shall make payments authorised by the Council or by any Committee empowered by the Council to authorise payments. He shall keep regular accounts of all receipts and payments and shall submit these to the Council when required. He shall prepare the Annual Accounts and shall submit these to the Annual General Meeting of the Society,

balanced to the preceding 31 December, and independently examined as required by the relevant statutes.

Committees Appointed by the Council

26. Committees appointed by the Council shall have such powers as may be delegated to them by the Council. No act done by any such Committee, whether within the powers of the Committee or not, which shall receive the express or implied sanction of the Council, shall be afterwards impeached by the Council, but shall be deemed to be an act of the Council.

Trustees

27. The Society may convey to the Trustees acting under the Deed of Trust aftermentioned such property and funds of the Society as the Society may think fit, and if such property and funds so conveyed to the Trustees are conveyed without any conditions such property and funds shall be held by the Trustees for the purposes and under the conditions set forth in the said Deed of Trust.
28. The Trustees shall have the powers and immunities set forth in the Deed of Trust granted by James Chisholm Johnston and another as Trustees therein mentioned, with consent of the Society in favour of the Rev James Patrick DD BSc and others as Trustees therein mentioned, dated 10 December 1937.

Dissolution of Society, Amalgamation, etc

29. The Society shall not be dissolved without the consent of the Council and two-thirds of the whole members of the Society entitled to vote at meetings. This law shall not be altered without the consent of the Council and two-thirds of the whole members of the Society entitled to vote at Meetings in Special General Meeting.
30. In the event of the Society being dissolved, the Members shall not have any right in the funds held by the Trustees under the Deed of Trust hereinbefore referred to. Any assets remaining after the satisfaction of any proper debts and liabilities shall not be paid to, or distributed among, the members but shall be given or transferred to a recognised charitable body or bodies.
31. The Society may not amalgamate with or enter into affiliation of the nature of amalgamation with any other Society or Association without the consent of the Council and two-thirds of the whole members of the Society entitled to vote at meetings in Special General Meeting.

Alteration of Constitution and Laws

32. This Constitution and Laws shall not be altered except at a Special General Meeting called by the Council for the purpose. Any proposed alterations of the Constitution and Laws, and any motion proposing an alteration of the existing status of the Society, must be intimated to the Secretary in writing, and must be intimated by the Secretary to all members at least fourteen days before the meeting at which they are to be considered, and must be approved by a majority of the members present at such Meeting and entitled to vote thereat, with a minimum of twenty recorded votes or a quarter of the number of the members on the roll whose subscription is not in arrear, whichever is greater. Two or more members present may require any vote at such meetings to be taken by ballot.

Commencement

33. This amendment of the Society's 1937 Constitution and Laws shall come into operation as from the date of adoption hereof, namely 2 June 2023.