

BYELAWS

of the Royal Asiatic Society of Great Britain and Ireland

I. CONSTITUTION

1. The Royal Asiatic Society of Great Britain and Ireland is formed for the investigation and encouragement of science, literature and the arts in relation to Asia. In accordance with the provisions of charity law, and the founding principles of the Society, and except as provided in Byelaws 52 and 62, the Honorary Officers, Council members and members of the Society shall not receive any personal financial or material gain from the Society or their office.
2. The Society is and will be composed of persons who heretofore have been and hereafter shall be elected or admitted as members of it under the Charter and these Byelaws.
3. The members will be designated as Fellows or Student Fellows the latter being members who are following an established course of education and who pay a reduced subscription which shall be decided by the Council. A Student Fellow shall be entitled to all the privileges of a Fellow. In addition to Fellows and Student Fellows, the Council may confer upon other persons, not being members of the Society, the status of Honorary Fellows, provided that such Honorary Fellows may not be deemed to be Fellows for the purposes of the Byelaws. Persons awarded similar exceptional or honorary Fellowships in the past shall be deemed to be Honorary Fellows.
4. The Society shall be governed by a Council, and managed by a Director responsible to the Council. Subject to the provisions of these Byelaws, the Council shall take all strategic decisions concerning the management of the Society and the deployment of its resources, and shall delegate appropriate responsibilities to the President, the Vice-President, the Treasurer, and the Director.
5. The election, admission and resignation of members and the general conduct of business shall be governed by standing orders approved by the Council, except as provided in Byelaw 13.

II. SUBSCRIPTIONS

6. The annual subscription of Fellows shall be as determined by the Council from time to time. The Council may decide, under standing orders, to exclude any Fellow from membership for non-payment of subscription or otherwise.

III. COUNCIL

7. At each Anniversary General Meeting the Society shall, subject to the following Byelaws, elect a Council to act as charitable trustees and to direct the Society for one year being the period commencing with the day immediately after such Meeting and ending with the day of the next such Meeting.

8. The Council shall be elected from among the Fellows of the Society and shall comprise a President, a Vice-President, a Treasurer, no fewer than 12 nor more than 24 other members, and at least one Student Fellow. Subject only to Byelaw 52 the Journal editor appointed by Council under Byelaw 51 shall be a member of the Council and of appropriate committees (as decided by the Council) *ex officio*.

9. The President and Vice-President shall be elected to hold office for three years immediately following the date of their election; a retiring President or Vice-President shall not be eligible for immediate re-election to the same office.

10. The Treasurer shall be elected for a term of three years and eligible for re-election to that office for one further term but normally will not hold the office for more than two terms.

11. An Ordinary member of the Council who shall have had four years continuous service in that capacity shall retire with effect from the day of the Anniversary General Meeting, and shall not be eligible for re-election to the Council except as President, Vice-President or Treasurer until at least one year shall have expired between their retirement and such re-election.

12. The above limits to service shall not apply to the Editor appointed under Byelaw 51, but the Council may make that appointment for a set term and shall review the appointment annually.

13. Subject to Byelaws 14, 15 and 16, the Council shall set out in standing orders the procedures for the election of Officers and ordinary members of Council and shall submit these procedures and any amendment to them for approval at an Anniversary General or a Special General Meeting of the Society.

14. The Council shall give reasonable notice each year to all members of the Society of vacancies on the Council and having received any representations from members shall agree and recommend a list of candidates for election by the Anniversary General Meeting.

15. The Council's recommended list as a whole shall first be put to the meeting.

16. (a) If the recommended list be not carried it shall be in the discretion of the Chair to put the recommendations of the Council and any alternative nominations permitted by standing orders in several parts and in such order as to the Chair shall seem appropriate; and if no candidate or candidates shall have been nominated in excess of the number required for the particular office or offices to be filled the candidate or candidates nominated to such office or offices shall be deemed elected; otherwise the election to such office or offices and of ordinary members of the

Council shall be determined by ballot, each Fellow present at the meeting to be entitled to one vote in respect of each office to be filled.

(b) In all cases prescribed, reserved, or agreed to be determined by ballot, when a ballot results in an equality of votes and it is necessary to make an elimination of persons in respect of whom such equality exists, there shall be a second ballot confined to the names of such persons, and if the votes shall again be equal the Chairman shall have a second or casting vote.

17. If Council deem it fit, any member of Council may be asked to stand down for non-attendance at Council Meetings without just cause or good reason or for any behaviour which is considered by Council to be detrimental to the welfare of the Society.

18. If any vacancy on the Council or in any office on the Council shall occur in the course of any year the Council may appoint one of its number or any other eligible member of the Society to perform the duties of such office or otherwise act in such vacancy for the remainder of such year. If a vacancy should occur during the three-year term of the President, Vice-President or Treasurer, the appointee shall remain in office only until the next Anniversary General Meeting at which time the officer will be elected for a full term of three years.

IV. MEETINGS OF THE COUNCIL

19. Six Ordinary Meetings of the Council shall normally be held each year, and the President or any three Council members together may summon a Special Meeting of the Council. At least seven days' notice of all meetings will be given to Council members by the Director.

20. A quorum of meetings of the Council shall be eight for all general business provided that for motions to amend standing orders or proposing the grant of a lease or letting for the whole or part of the premises of the Society or relating to the disposal of assets of financial value or of significance to the Society a ballot of all members of Council shall be taken.

21. At all meetings of the Council the Chair shall be taken by the President or by the Vice- President or in their absence by another member present.

22. Excepting in cases which are prescribed by these Byelaws to be determined by ballot, the decision of the Council on any matter shall be determined by vote by show of hands, unless in any particular case a ballot be demanded; and in any case of equality of votes the Chair shall have a second or casting vote.

V. OFFICERS OF THE SOCIETY

23. *The President.* The President shall have the general supervision of the affairs of the Society, shall preside at Meetings of the Society and of the Council, conduct the proceedings, give effect to resolutions passed, and cause the Byelaws of the Society to be enforced.

24. *The Vice President.* The Vice-President shall deputise for the President and undertake such other duties as the Council may require.

25. *The Treasurer.* The Treasurer shall be responsible for the supervision of the financial affairs and records of the Society. The Treasurer shall also be responsible for the preparation of the annual budget and accounts issued to members.

26. The Council may appoint other officers, whether or not members of Council, to undertake particular responsibilities from time to time.

27. The Council may appoint, reappoint or cancel the appointment of a solicitor, financial advisor, architect, surveyor, or other professional body as may be considered necessary by Council to assist in the conduct of the Society's affairs and may pay the fees of *those* so appointed. If any such *appointed* shall have been employed continuously for more than five years the Council shall review their appointment on a comparative and competitive basis.

VI. MEETINGS OF THE SOCIETY

28. The meetings of the Society not being public meetings shall be termed General Meetings and shall be convened by the President; they shall be (a) Ordinary General Meetings, or (b) Special General Meetings, or (c) Anniversary General Meetings.

29. At all Meetings other than Special General Meetings ten Fellows shall form a quorum; at Special General Meetings twenty-one Fellows shall form a quorum.

30. The chair shall be taken by the President or the Vice-President or in their absence by another member of Council appointed by the Council.

31. Notice of every General Meeting shall be given to every member of the Society. In the case of a Special General Meeting no fewer than fourteen clear days' notice shall be given.

32. Any proposal to alter, add to or amend the Byelaws of the Society shall be dealt with at a Special General Meeting, duly convened, with papers provided to all Fellows at least three weeks in advance.

33. Any proposal to alienate the Society's property whether landed or portable shall be dealt with by Council with reference to its written principles and procedures governing disposals and where necessary at a Special General Meeting, duly convened, with papers provided to all Fellows at least three weeks in advance.

Special General Meetings

34. The President or the Council may at any time convene a Special General Meeting; and such a Meeting shall at any time be convened by the Council on a written requisition signed by twenty-five Fellows of the Society and setting forth the proposal to be made or subject to be discussed. Guests are not permitted to attend

Special General Meetings.

35. The notice of a Special General Meeting shall contain a statement of the circumstances in which it is summoned, and of the proposals to be made or the matter to be discussed.

36. Proceedings shall be commenced by reading the notice convening the Meeting; the matter, proposal or subject mentioned in the notice shall then be discussed and dealt with; and no topic apart from, or not arising out of, such matter or proposal shall be introduced, discussed or dealt with.

Anniversary General Meeting

37. On such a day as shall be fixed by the Council each year there shall be held an Anniversary General Meeting.

The course of the business shall be as follows:

(a) The minutes of the preceding Anniversary General Meeting shall be read, and if accepted as correct shall be signed by the Chairman.

(b) The Report of the Council shall be laid before the Meeting and the acceptance of that report shall be moved and seconded, and any recommendations made in it shall be considered and dealt with.

(c) The Meeting shall elect the Council in the manner laid down in Part III of these Byelaws.

(d) The Meeting shall appoint the Auditors for the ensuing year.

(e) The Meeting shall dispose of any other business of which due notice shall have been given, or which shall be admitted by the Chairman as a matter of urgency.

38. At the Anniversary General Meeting or at another time the President may deliver an Annual Address.

Public Meetings

39. Public meetings seminars and lectures of the Society may be held at such times and for such purposes as the Council may agree.

VII. COMMITTEES

40. The Council may, as it deems advisable, appoint members of the Society to form Standing Committees to advise in connection with finance, investments, the Library, publications, and any other branches or departments of the Society's operations, each Committee reporting to the Council at least once a year; and may at its discretion at any time alter or vary the numbers and the personnel of the Committees so appointed, provided that the chairs of such committees should normally be a member of the Council. Under Byelaw 51, the Council may also appoint an advisory board that shall work with and report to the Editor(s) and not the Council.

41. The Council may at any time appoint members of the Society to be a Special

Committee for the consideration of any matter or matters specifically stated in an order of reference; and the Special Committee so appointed shall report to the Council.

42. Standing Committees shall be convened by the Director at the request of any member thereof; in appointing a Special Committee the Council shall name a member of such Committee as the convenor thereof.

43. The President and Treasurer shall *ex officio* be members of all Standing Committees.

44. A simple majority of a Committee, whether Standing or Special, shall form a quorum.

45. The members of any Committee, whether Standing or Special, may be authorised by the Council to co-opt or consult any person being or not being a member of the Society.

VIII. AUDIT

46. The Council shall cause proper books of account to be kept in accordance with the laws and regulations relating to charities in the United Kingdom.

47. (a) The accounts of the Society shall be audited by an Auditor who is a qualified accountant.

(b) The outgoing Auditor shall be deemed to continue in office until the day after the Anniversary General Meeting, or, if from any cause their successors shall not be elected at such Meeting, then until the election of their successors.

(c) An outgoing Auditor shall be eligible for re-election, subject to the provisions of Byelaw 27.

(d) If an Auditor dies in office or resigns from office, the Council may appoint a replacement to act until the Anniversary General Meeting next following.

48. The accounts signed by the Auditors shall be printed and published in the Society's Journal either in full or in an abridged form. If on a decision of Council the accounts are printed in an abridged form, any member on making application to the Director may be provided with a full set of accounts.

IX. PUBLICATIONS OF THE SOCIETY

49. The proceedings or transactions of the Society, and papers, illustrations, notices of books, and other notes communicated to it and approved for publication shall be published under the title of the *Journal of the Royal Asiatic Society of Great Britain and Ireland*. The Society may also publish such other works as appropriate to its goals.

50. General procedures, terms and conditions relating to publications and contracts with any publishers shall be approved by the Council advised by the

Publications Committee (if appointed).

51. The Council shall appoint an Editor who will manage the affairs of the Journal in consultation with any advisory board appointed by the Council to assist the Editor and with such other advisors as the Editor may deem appropriate. The Council may also appoint an executive Editor to assist the academic Editor. The Council may also appoint an academic editor for other publication series or for the general oversight of publications other than the journal. All appointments as academic editors shall be for a fixed term as approved by the Council but such Editors may be reappointed to further terms. The Council may also appoint a committee to consider general publications policies under Byelaw 40.

52. Any Editor(s), who is a member of the Society may receive payment for their services, provided however that any Journal Editor who receives such remuneration shall immediately cease to be a charitable trustee of the Society and a member of Council and of any other committees ex officio, notwithstanding Byelaw 8, but shall be entitled to attend meetings of Council and the said committees.

X. STAFF OF THE SOCIETY

53. The Council shall appoint a Director to be the general administrator and curator of the Society, and a Librarian, and any other staff needed to administer the Society. Every staff member so appointed shall be paid such reasonable salary as the Council shall think fit and subject to current employment law shall be dismissable at the pleasure of the Council.

54. The Director shall be responsible through the President to the Council, and all other employed staff members shall report to the Director. On budget management and financial matters, the Director shall liaise closely with the Treasurer.

55. The Director shall act as Secretary to Council and to General Meetings, and shall ensure that other meetings of the Society and any of its committees are serviced by a member of staff.

56. The Director shall be provided with a job description that includes a responsibility to manage staff and budgets, to ensure the proper and efficient conduct of the Society's business, and to make both annual and incidental reports to Council. The Director shall have powers of delegation within limits approved by the President.

XI. THE LIBRARY

57. The Society shall maintain a library for the use of members, and others by arrangement. The Library shall be managed by the Librarian, appointed by the Council and reporting to the Director. Details of opening hours and regulations for use shall be decided by Council. These regulations shall be published and may be amended from time to time as necessary.

XII. THE CHARTER, DEEDS AND COMMON SEAL

58. The Charter, Deeds and other title documents of the Society shall be kept in such safe custody as the Council may from time to time direct.

59. (a) The Common Seal of the Society shall display an elephant surmounted by a howdah and ridden by a mahout wielding an elephant-goad, with the inscription Soc. Reg. As. Britt. below the elephant.

(b) The Council shall provide for the safe custody of the Seal, which shall only be used by the authority of the Council or of a committee authorised by the Council in that behalf; every instrument to which the seal shall be affixed shall be signed by the President, or the Honorary Treasurer or by some other person appointed by the Council for that purpose. The persons in whose presence the Seal is affixed shall also sign the book in which a record of sealings shall be kept.

XIII. BRANCH AND ASSOCIATE SOCIETIES

60. Societies established for the same objects for which the Society was formed may on the recommendation of the Council and on the vote of a Special General Meeting be admitted as Branch or Associate Societies of the Royal Asiatic Society. They shall continue to be Branch or Associate Societies of the Royal Asiatic Society for so long as they shall be societies of repute and honour, governed by Councils freely elected by their members, and continuing as their major activity to investigate and encourage science, literature and the arts in relation to Asia or to a specific region of Asia; provided always that they shall offer such privileges to members of the Society as the Society offers to their members under the Byelaw following. Their position *vis-à-vis* the Society shall be reviewed by the Council at least once during the term of office of each President.

61. Members of Branch and Associate Societies are entitled while temporarily resident within the British Isles to the use of the Library but not to borrow books there from and to attend the Meetings of the Society other than Special General Meetings but without the right to vote on any matter; they shall be entitled to receive notices of such meetings if they have in advance notified the Director of their address and the duration of their residence within the British Isles.

XIV. MISCELLANEOUS

62. The provisions of Byelaw 1 shall not be understood to prevent the payment of reasonable and approved remuneration in return for any special services rendered to the Society or out-of-pocket expenses or both to any officer, member or staff-member of the Society. Nor shall it be understood as precluding any person in the employment of the Society from becoming a member of the Society, though such employees may not be members of the Council.

63. If sufficient cause be shown against any member of the Society, whether by willful breach of the promise made in signing the Form of Obligation or otherwise implied or any conduct likely to be injurious to the honour, interests or welfare of the

Society, that member's name may be removed from the list of members of the Society and they shall cease to be a member thereof by a resolution of a Special General Meeting; provided that:

(a) An enquiry into such matter be first initiated by the Council, either on its own accord or on a requisition signed by not less than three members of the Society and sent or delivered to the Director; and that on the matter being first reported the said member may, by the order of an Ordinary or Special Meeting of the Council, be suspended from the privileges of membership with immediate effect pending further enquiry;

(b) Before proceeding with the enquiry the Council shall cause the Director to inform the said member of the charge made against him and of any suspension ordered under the previous provision, and to give him due notice of any Meeting of Council at which the charge shall be considered, at which they shall be entitled to submit their case either in writing or in person;

(c) The Council shall if satisfied with the member's explanation restore their privileges of membership; otherwise it may offer that member the opportunity of submitting their immediate resignation, or may bring the matter before a Special General Meeting of the Society where the removal of that member shall be put to the vote after the member has been given the opportunity to submit their case either in writing or in person;

(d) The Society shall be entitled to proceed against such member for the recovery of any sums outstanding at the time of their removal.

64. The Council may lease any part of the premises of which it may own the freehold and which part or parts of the premises are deemed to be surplus to the Society's requirements following a ballot of all members of Council subject to any lease containing adequate provision ensuring that the Society's freehold interest is preserved complete.

65. Any notices required to be sent to any member pursuant to any of these Byelaws shall be deemed duly given if sent by post or electronically to their last known address; and notices shall not be required to be sent by post to any member not having their address within the British Isles.

66. The Society and its officers and *bona fide* representatives have and reserve the right to exclude any member of the public from its premises and from any or all of its meetings.

67. In consideration of its general duty as charitable trustees to protect the property and interests of the Society, the Council shall take out and maintain adequate insurance against loss and liability pertaining to the Society, including employer's and public liability, where such insurance is appropriate. Also notwithstanding the prohibition on members' benefits in Byelaw 1 the Council may insure against the liability of Council members as trustees, as provided under current charity law. Should losses be incurred by the Society that fall outside those for which the Council members as trustees are actually liable, and beyond those otherwise covered by insurance, the Society and not the Council members as individuals shall bear the cost, provided that where it is reasonable and appropriate to do so the Society may seek to recover from individual Council members convicted of fraud, dishonesty, or reckless

conduct the costs of criminal fines, of penalties imposed by public authorities and of criminal proceedings, and may also seek to recover any losses arising out of conduct which the Council or a Council member knew, or reasonably should have known, was not in the interests of the Society. Nothing in this clause shall preclude the Society from proceeding against any person or member of the Society to prevent or require any action or to recover any loss, where such proceedings are deemed appropriate by the Council.

68. No proceedings of the Society shall be invalidated by reason of a member of any class not having received any notice by these Byelaws required to be given.

69. The foregoing Byelaws shall come into operation at once and shall supersede all previously existing Byelaws, Rules or Regulations; but not so as to prejudice during the current year or for such longer time as may be applicable in any particular case and approved by the Council any election to office or Committee membership or any special rights and privileges acquired in virtue of any payment already made to and accepted by the Society.