

THE ROYAL SOCIETY OF EDINBURGH
LAWS OF THE SOCIETY
(revised October 2008)

1. THE ROYAL SOCIETY OF EDINBURGH, which was instituted by Royal Charter in 1783 for the advancement of Learning and useful Knowledge, shall consist of Ordinary Fellows (hereinafter termed Fellows), Corresponding Fellows and Honorary Fellows.
2. Only Fellows shall be eligible to hold office or to vote at any meeting of the Society, except as provided otherwise by these Laws.

THE COUNCIL

3. a) The Society shall be governed by a Council, the members of which are its Trustees or Stewards. This shall consist of the following Office-Bearers, namely, a President, four Vice-Presidents, a General Secretary, a Treasurer, a Fellowship Secretary and in addition to these Office-Bearers, Ordinary Members of Council. The total number of such Office-Bearers and Ordinary Members of Council shall not exceed thirteen.
- b) The Council shall meet at least twice during each Session. In the absence of the President and all of the Vice-Presidents at a meeting of the Council, or in the absence of more than three of the Ordinary Members of Council, then such a meeting shall be inquorate and adjourned until such time as a quorate meeting may be held.

ELECTION OF COUNCIL

4. The Council shall invite and shall take into account suggestions by Fellows for new Office-Bearers and Ordinary Members of Council to replace those Fellows whose terms of membership have expired under Law 7. The election shall be by a postal ballot of all Fellows or such other voting system as approved under Law 34 and the list of names of persons recommended by the Council for election shall be issued to the Fellows not less than one month before the Statutory Meeting, which shall be held on a date as determined under Law 44. Except as provided by Law 5, the names of those elected as Office-Bearers and Ordinary Members of Council for the ensuing Session shall be announced at the Statutory Meeting. Scrutineers shall be nominated as provided for in Law 35. Each person recommended by Council shall be declared elected unless the majority of Fellows voting shall decide otherwise. Those elected thereby shall take office immediately following the conclusion of the Business of the Statutory Meeting.
5. The election of the President shall be announced at the first Ordinary Meeting in the March preceding the Statutory Meeting in October when he or she will take up office. The election shall be by a postal ballot of all Fellows or such other voting system as approved under Law 34 and issued not less than one month before the result is to be announced. Scrutineers shall be nominated as provided for in Law 35. If not already a member of Council, the President-elect shall be invited to attend Council and Committee meetings for the remainder of the Session.
6. In the event of a vacancy arising in any of the Offices enumerated in Law 3 or Law 9, or in the Ordinary membership of Council, the Council shall, as soon as convenient, appoint a Fellow to fill the vacancy arising, to hold office until the next Statutory Meeting when the vacancy will be filled by election in accordance with Law 4.
7. a) All Office-Bearers and Members of Council enumerated at Law 3 shall, subject to re-election at the Statutory Meeting, hold office for periods not exceeding three consecutive years, with the exceptions of the General Secretary and the Treasurer, who shall hold office for periods not exceeding four consecutive years. All Office-Bearers enumerated at Law 9 shall, subject to re-election at the Statutory Meeting, hold office for periods not exceeding four consecutive years
- b) Notwithstanding the foregoing provisions Council may also for special reasons propose for re-election for one further year only, a serving Office Bearer other than the President or a Vice-President, even if barred by the above stated time limits; such special reason must be explicitly declared by Council when the ballot is issued to Fellows in accordance with Law 4 or a Special Meeting called in accordance with Law 47 and the special reason must be approved by a two-thirds majority of those voting before such nominee may be deemed eligible for re-election.

POWERS OF COUNCIL

8. The Council shall have the following powers:
 - a) To control all matters concerning the affairs of the Society and set the overall policy and strategy.
 - b) To delegate to an Executive Board the conduct of such business of the Society as the Council decides appropriate for its effective management. The General Secretary, the Treasurer, the Office-Bearers enumerated in Law 9, the Convener of the RSE Scotland Foundation, the Chief Executive and the Director of Finance (or such other member of the senior staff chosen by the Chief Executive) shall be members of the Executive Board, and all these members shall be entitled to vote. The Executive Board shall have power to co-opt other relevant members, but they shall not be entitled to vote.

- c) To create specialist advisory committees, including an Audit Committee, and appoint the members thereof, who may be non-members of Council and to define the terms of remit and powers of such committees.
- d) To delegate to such Office-Bearers, Committees and persons to be responsible to Council, the everyday management of such business as it deems expedient to delegate.
- e) To appoint the Chief Executive and determine the remuneration and conditions of service of all staff.
- f) To control and manage the investments of the Society.
- g) To ensure there are satisfactory internal control systems for financial and risk management, and for the good stewardship of the assets of the Society. To approve the annual budget of the Society.
- h) To appoint the Auditors and determine their remuneration.
- i) To approve the Annual Trustees' Report and Accounts.
- j) To award the various prizes vested in the Society, in accordance with the terms of the respective deeds of gift.
- k) To make from time to time Standing Orders for the regulation of the affairs of the Society.

OTHER OFFICE-BEARERS

- 9. In addition to the Office-Bearers enumerated in Law 3, there shall be elected in accordance with Law 4, other Office-Bearers who shall not be Trustees of the Society, namely, an International Convener, a Programme Convener, a Research Awards Convener, a Young People's Programme Convener and a Curator. Any or all of such Office-Bearers shall be able to attend meetings of Council but not to vote, when there is business at Council relevant to the responsibilities of such Office-Bearers.

DUTIES OF THE PRESIDENT

- 10. The President shall take precedence of every Fellow of the Society, at their ordinary place of meeting, and also in all other places, where any number of the Fellows meet as a Society, Council or Committee.
- 11. The duties of the President shall be to preside at Meetings, and regulate all the discussions of the Society and Council; to summon all meetings of the Council; to call for reports and accounts from Committees and others; to check irregularities, and to keep all persons to order; and to execute, or see to the execution of, all the Laws of the Society. At all such meetings the President or nominee appointed by him or her in his or her absence, shall have a casting vote as well as a deliberate vote.

DUTIES OF THE VICE-PRESIDENTS

- 12. The duties of the Vice-Presidents shall be to discharge the duties of the President in his or her absence and to undertake such other duties as the President or Council may from time to time decide. They shall be able to admit Fellows to the Fellowship in accordance with Law 36.

DUTIES OF THE GENERAL SECRETARY

- 13. The General Secretary shall be responsible to the Council for the general conduct of the Society's business, excepting that which relates to finance. He or she shall be Convener, ex-officio, of the Executive Board. He or she shall prepare and present annually to the Council, the Trustees' Report to accompany the Annual Accounts. He or she shall present to the Annual Statutory Meeting, the approved Trustees' Report and such other reports as may be required to inform Fellows of the business of the Council or Executive Board.
- 14. He or she may attend all meetings of the Society, Council and Committees. He or she shall ensure that proper Minutes are kept of the Statutory and Special Meetings of the Society, and of the meetings of Council and the Executive Board.

DUTIES OF THE TREASURER

- 15. The Treasurer shall be responsible to the Council for the proper care and oversight of the Society's financial affairs and systems of internal control for financial and risk management and the good stewardship of its finance-related assets. He or she shall be Convener of the Investment Committee ex-officio and in the absence of the General Secretary shall convene meetings of the Executive Board. He shall be a member ex-officio of the Audit Committee.
- 16. He or she shall present annually to the Council for its approval or revision a proposed Budget for the following fiscal year showing the main sources of expected income and items of expenditure according to the various Funds for which the Council is responsible.

17. He or she shall also present to the Council the Accounts for the preceding financial year, balanced to the thirty-first of March, prepared in accordance with generally accepted and applicable accounting practice and with relevant legislation. The Accounts shall be audited by a professional accountant appointed annually by the Council and must be approved by Council prior to their presentation to the Statutory Meeting.

DUTIES OF THE FELLOWSHIP SECRETARY

18. The Fellowship Secretary shall be responsible to the Council for matters relating to the election of Fellows, Corresponding Fellows and Honorary Fellows and for ensuring the maintenance of records of Fellows, Corresponding Fellows and Honorary Fellows and Candidates for election to Fellowship. He or she shall be Convener ex-officio of the Fellowship Committee, and may be appointed by Council to be a member, ex-officio of the Grants Committee, the Lessells Bequest Committee and the Prize Committees.

DUTIES OF THE PROGRAMME CONVENER

19. The Programme Convener shall be responsible to the Council for the organisation of Ordinary Meetings, Symposia and Conferences and other such meetings as may be approved by the Council. He or she shall be Convener ex-officio of the Meetings Committee and a member ex-officio of Organising Committees for Conferences, Symposia and other meetings, and may be appointed by Council to be a member ex-officio of the Young People's Programme Committee. He or she shall ensure that a record is kept of Ordinary Meetings, Prize Lectures, Symposia, Conferences and other meetings organised by the Society.

DUTIES OF THE CURATOR

20. The Curator shall be responsible to Council for the Library and for matters relating to the National Library of Scotland. He or she shall have responsibility for ensuring the proper security, care and maintenance of the Society's furnishings, treasures, pictures, archives and other such property. He or she shall be a member ex-officio of the Editorial Boards.

DUTIES OF THE RESEARCH AWARDS CONVENER

21. The Research Awards Convener shall be responsible to the Council for matters relating to the award of Research Fellowships, Research Studentships, Grants, Medals and Prizes. He or she shall convene, ex-officio, the Committees responsible for recommending to Council in accordance with the relevant regulations the award of such Research Fellowships, Research Studentships, Grants, Medals and Prizes, with the exception of the Royal Medals and Bicentenary Medals, which it shall be the responsibility of the President to recommend to the Council.

DUTIES OF THE INTERNATIONAL CONVENER

22. The International Convener shall be responsible to the Council for matters relating to the international activities of the Society. He or she shall be Convener ex-officio of the International Committee and, with the Programme Convener, shall be responsible for recommending to Council the arrangements for conjoint meetings with overseas Academies and learned Societies.

DUTIES OF THE YOUNG PEOPLE'S PROGRAMME CONVENER

23. The Young People's Programme Convener shall be responsible to the Council for matters relating to activities with young people. He or she shall convene the Young People's Programme Committee and shall be a member ex-officio of the Meetings Committee.

CHIEF EXECUTIVE

24. The Council shall appoint a person to be Chief Executive of the Society and that person shall be responsible to the Council.
25. He or she shall be subject to such directions as may be given by the President and Council and shall work in close collaboration with the General Secretary and the Treasurer, and with the other designated Office-Bearers in the areas of their respective responsibilities. In the absence of the General Secretary, or other designated Office-Bearer, he or she shall represent that Office Bearer as necessary. He or she shall not, unless with the approval of Council, engage in any other employment or hold office with any other professional body, while holding the office of Chief Executive and shall be paid such salary as the Council may from time to time determine.
26. He or she shall be head of the paid staff of the Society and the principal policy adviser to the Council. He or she will be charged with:
- a) The efficient conduct of the Society's general administration.

- b) Attendance, except on such special occasions as may be determined by the President, at all meetings of the Council and Executive Board and arranging for appropriate staff to be in attendance at all other committee meetings, and the taking of the Minutes thereof, and the submission of such Minutes to the President, General Secretary, or Committee Convener as appropriate, for revision or approval.
 - c) The control of the offices.
 - d) The direction of all staff employed by the Society and the arrangement of their work.
 - e) Ensuring the proper communication of information between the Society's staff and the Office-Bearers of the Society.
27. He or she shall have the charge and custody of the books, manuscripts and archives belonging to the Society, together with the papers and writings relating to the Business of the Society, all of which shall, except in such cases as the Council shall otherwise order, be kept in the Society's Rooms.

OTHER SENIOR STAFF

28. The Council shall appoint such other staff as are necessary for the efficient conduct of the Society's business and all such staff shall be responsible to the Chief Executive.

ELECTION OF FELLOWS

- 29 Details of the procedures for the nomination and election of Fellows shall be set out in Standing Orders. Each Candidate for admission as a Fellow shall be proposed by an Ordinary Fellow and recommended by a Certificate supported by a further two Ordinary, Corresponding or Honorary Fellows. Each Certificate shall be in the format specified by Council and shall contain the information required for consideration of the nomination. Such Certificates shall be delivered to the Society's Rooms on or before the last day of May, or such later date as Council may direct, during the Session preceding that in which the Candidature is to be considered for Election. Each Certificate, unless earlier withdrawn, shall be valid for up to three years. Should a Candidate not be elected within the three-year period of validity of his or her Certificate, a fresh Certificate, valid for a further three years, may be lodged after two years have elapsed.
30. The Fellow who signs the Certificate as proposer shall undertake the responsibility of securing the consent of the Candidate to the nomination being submitted. The proposer shall undertake to provide, and if necessary update, the appropriate information required for consideration of the nomination.
31. The Treasurer or his/her nominee shall be responsible for informing the Candidate of the payments to be made to the Society before the Candidate can be admitted as a Fellow.
32. An alphabetical list of all Candidates whose Certificates are valid at the closing date determined in accordance with Law 29 shall be prepared and sent to Fellows before the Annual Statutory Meeting. This list shall specify the name, status, profession, usual place of residence, and the qualifications of each Candidate and show the names of the Fellows by whom each Candidate is supported and recommended and the year of candidature.
33. A document shall be produced no later than the Annual Statutory Meeting giving the alphabetical list of Candidates prepared according to Law 32 together with a supporting Statement for each Candidate. A copy of such document shall be available in the Society's Rooms for inspection by Fellows or, alternatively, shall be sent to those Fellows who request it.
34. The Council shall select from the list prepared in accordance with Law 32 those candidates which it regards as having the strongest claims for election. The Council shall appoint Committees by procedures set out in Standing Orders to advise it in this selection. The number of Candidates recommended for election shall not exceed that determined annually by Council. The list of Candidates so recommended by the Council for election shall be issued to the Fellows not later than the first day of February and only such recommended Candidates are eligible for election. The election of Fellows shall be by a postal Ballot issued to all Fellows or such other system as Council may propose and is approved at the Annual Statutory Meeting. The outcome shall be announced at the first Ordinary Meeting in March. A Candidate shall not be held elected unless his or her election is supported by the votes of at least two-thirds of the Fellows voting.
35. At the Ordinary Meeting preceding the Meeting at which the election result is to be declared, two Fellows, who shall not be members of Council or Office-Bearers, shall be nominated by the President for appointment as Scrutineers for the election. The Scrutineers only shall examine the votes and hand their report to the President, who shall declare the result.

36. Each new Fellow, after his or her election, is required to attend the annual admission Meeting of the Society held on a date determined by Council, or another Meeting appropriate for admission as shall be determined by the President. At such Meeting the new Fellow shall be introduced to the President or, in his or her absence, a Vice-President as provided for in Law 12 who shall address him or her in these words:

In the name and by the authority of THE ROYAL SOCIETY OF EDINBURGH, I admit you a Fellow thereof.

Thereafter he or she shall sign the Roll of Fellows, thereby affirming that "As an elected Fellow of the Royal Society of Edinburgh, I undertake to do all within my power to uphold the purposes and good name of the Society".

The admission of new Fellows to the Society is not complete until this has been done, although the President may in exceptional circumstances grant an exemption or deferment to a newly elected Fellow if satisfied there is good and proper cause for doing so.

37. Each Fellow shall, before he or she is admitted to the privileges of Fellowship, pay an admission fee and a subscription for the year of election. Except as Council may decide otherwise on an individual basis, each Fellow shall continue to pay an annual subscription at the beginning of each session so long as he or she remains a Fellow. The annual subscription and admission fee shall be such sums as may be fixed by Council for the time being.
38. A Fellow, who after application made by the Treasurer, fails to pay any contribution due by him or her, shall be reported by the Treasurer to the Council, and, if the Council sees fit, shall be declared no longer a Fellow. Notwithstanding such declaration, all arrears of contributions shall remain exigible.

CORRESPONDING FELLOWS

39. Corresponding Fellows shall be persons who have attained high international standing in any subject within the disciplinary domains of the Society and who are not normally resident in the United Kingdom. Council may nominate a Corresponding Fellow who subsequently becomes normally resident in the UK to become an Ordinary Fellow, subject to payment of the normal admission and subscription fees. Not more than ten persons may be elected as Corresponding Fellows in any one Session. The procedure for nomination of Corresponding Fellows and for their election and admission shall be determined by the Council, having regard to Laws 29 to 36.

HONORARY FELLOWS

40. Honorary Fellows shall be members of the Royal House, or persons eminently distinguished in any subject within the disciplinary domains of the Society. No Honorary Fellow shall be under any obligation to contribute to the Society's funds.
41. A member of the Royal House may at any time be proposed by the Council to the Fellowship for election. The procedure for nomination of other candidates for Honorary Fellowship and for their election and admission shall be determined by the Council, having regard to Laws 29-36. Not more than four such persons shall be elected as Honorary Fellows in any one Session.

EXPULSION OF FELLOWS

42. If, in the opinion of Council, the conduct of any Fellow is injurious to the character or interests of the Society, the Council, may, by registered letter, require him or her to resign. If he or she fails to do so within one month of such request, the Council shall call a Special Meeting of the Society to consider the matter. If a majority consisting of not less than two-thirds of the Fellows present and voting, decides on expulsion, he or she shall be expelled by declaration from the Chair, his or her name shall be erased from the Roll, and he or she shall forfeit all right or claim in, or to, the property of the Society.
43. It shall be competent for the Council to remove any person from the Roll of Honorary Fellows or Corresponding Fellows if, in the opinion of Council, his or her remaining on the Roll would be injurious to the character or interests of the Society. Reasonable notice of such proposal shall be given to each member of the Council, and, if possible, to the Honorary Fellow him or herself. Thereafter the decision on the question shall not be taken until the matter has been discussed at two Meetings of Council, separated by an interval of not less than fourteen days. A majority of two-thirds of the members present and voting shall be required for such removal.

MEETINGS OF THE SOCIETY

44. A Statutory Meeting for the election of Council, for the presentation of the Trustees' Annual Report and reports by the General Secretary and Treasurer, and such other business as may be arranged by the Council, shall be held each year on the first Monday of October or exceptionally on such other Monday in October as may be determined by the Council. Each Session of the Society shall begin at the date of the Statutory Meeting.
45. Meetings for the reading and discussion of communications and for general business, herein termed Ordinary Meetings, shall be arranged by Council and held on such dates as may be deemed suitable.

46. The Business of the Society at the Ordinary Meetings shall be to order, take account of, consider and discourse on scientific, technological and literary experiments and observations.
47. A Special Meeting of the Society may be called at any time by direction of the Council, or, on a requisition to the Council, signed by not fewer than twenty Fellows. Such meeting shall be convened as soon as practicable, the date and hour thereof to be determined by the Council, who shall give not less than seven days' notice when such meeting is summoned; no other business shall be transacted. At any Special Meeting of the Society, fifty Fellows shall constitute a quorum.
48. The Council may also arrange, from time to time, such symposia, conferences or other meetings as it thinks fit, for discussion of such topics as may be arranged, or for the admission of Ordinary, Corresponding and Honorary Fellows.
49. Only Fellows and relevant staff of the Society shall be permitted to be present during a meeting arranged under Laws 44 or 47, except by the approval of a two-thirds majority of the Fellows present and voting.

PUBLICATION OF PAPERS

50. The Society shall publish Transactions, Proceedings and such other publications as may be considered appropriate. The Council, whose decision is final, is advised on the acceptability, reading and publication of the papers by those Editorial Boards established by Council for such purposes. Acceptance of a paper for reading shall not necessarily imply acceptance for publication.
51. Any Fellow who is not in arrears with his or her annual subscriptions and any Corresponding or Honorary Fellow shall be entitled to purchase available copies of the Society's publications on such terms as the Council may from time to time determine.

ALTERATION OF LAWS

52. Any proposed alteration in the Laws shall be considered by the Council, due notice having been given to each member of Council. Such alteration, if approved by the Council, shall be proposed from the Chair at the next Ordinary Meeting of the Society, and in accordance with the Charter, shall be considered and voted upon at a Meeting, normally a Statutory Meeting or Special Meeting convened for the purpose, held at least one month after that at which the motion for alteration shall have been proposed.