

# The Federation of Astronomical Societies



## Constitution of the Federation of Astronomical Societies

Version 1.0

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# Document History

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## **1 Names and Terms**

- 1.1 The Federation shall be named: THE FEDERATION OF ASTRONOMICAL SOCIETIES
- 1.2 The recognised abbreviation for the Federation's name, here and elsewhere, shall be: **FAS**
- 1.3 All references to the 'Council' are to the Council of the FAS described in section 5 below.
- 1.4 All abbreviations AGM and EGM respectively refer to 'Annual General Meeting' and 'Extra-Ordinary General Meeting'.
- 1.5 All meetings described in this constitution shall be taken to include both in-person and online meetings. Online meetings shall have the same status as in-person meetings.
- 1.6 Referenced external documents (*e.g. Child Protection Guidelines*<sup>1</sup>) do not form a part of this constitution and may be amended independently from this constitution.

## **2 Objectives**

- 2.1 The objectives of the FAS are to promote the interests of amateur astronomical societies, with particular regard to:
  - (a) The formation and organisation of amateur astronomical societies,
  - (b) Working with astronomical organisations, both amateur and professional, to further the interest in astronomy,
  - (c) Promotion of activities and events to encourage interest in amateur astronomy and
  - (d) Working with international, government, local, educational and other authorities on behalf of amateur astronomy.

## **3 Ethical Policy**

- 3.1 The FAS will conduct itself with full support for a code of conduct, equal opportunity for all member societies and their members and requirements of diversity and inclusion for all.
- 3.2 All member societies will be expected, as a condition of their membership, to adhere to similar principles of respect for others, equality of opportunity and lack of prejudice.
- 3.3 These principles are set out in external FAS documents<sup>2,3,4</sup> which may be updated from time to time separately from this constitution.

## **4 Membership**

- 4.1 Membership shall be open to all astronomical societies fulfilling the following criteria:
  - (a) The society is run by a committee, council, trustees or otherwise clearly recognisable group of named office holders and members.
  - (b) Either:
    - i) The committee, *etc*, are elected by an election meeting, convened at least annually, and run on a democratic basis or
    - ii) There is some other process, acceptable to the FAS, whereby the individual members of the FAS society are fully involved in decision making in their society.
  - (c) The society committee, *etc*, must hold regular management meetings, produce minutes of those meetings as a true record of discussions and actions and distribute those minutes to all of their members by, for example, email or website page (possibly only accessible to its members).
  - (d) The society arranges regular meetings for its members.
- 4.2 Societies applying for membership must use the guidance provided on the FAS website to demonstrate compliance with the above criteria to the satisfaction of the Council.
- 4.3 Applications for membership shall be submitted in writing to the FAS Secretary for approval by the Council.

- 4.4 If, for any reason, the application for membership is refused:
- (a) The refusal letter or email from the FAS will include the reason(s) for the refusal.
  - (b) The society may appeal the refusal by writing to the FAS Secretary and responding to the reasons given for refusal.
  - (c) After addressing the reasons for refusal given in 4.4(a) or successfully appealing under 4.4(b) the society may, without prejudice, re-apply for FAS membership.
- 4.5 Membership may be terminated for several reasons:
- (a) *Force majeure*: The society *cannot* continue due to reasons beyond its control. *E.g.* membership numbers fall too low or there are no volunteers willing or able to run the society.
  - (b) A deliberate action to resign: The society *could*, in principle, continue as FAS members but wishes to resign. *E.g.* financial reasons.
  - (c) Non-payment of membership fees: If, after 3 months of reasonable attempts by the FAS Membership Secretary to contact the secretary of the society at the address held in the FAS's membership records, there has been no response and membership fees remain outstanding then that society's membership may be terminated and the society's secretary will be notified at that address.
  - (d) A deliberate breach of the terms of FAS membership: This will potentially trigger disciplinary measures described in 4.8 below.
- 4.6 Societies that terminate their membership (or have their membership terminated) will not receive a refund of their membership fee.
- 4.7 If the membership is being terminated for reasons given in 4.5(a) or 4.5(b) above then a letter or email should be sent to the FAS Membership Secretary requesting termination of the membership and specifying the effective date of that termination (at or before the expiry of their current membership).
- 4.8 If a society breaches the terms of their membership for reasons including but not limited to:
- (a) contravening or acting outside the spirit of this constitution,
  - (b) disrupting FAS meetings or harassing other member societies,
  - (c) breaching a condition of FAS membership,
  - (d) hampering the FAS's pursuit of its Objectives as set out in section 2 above,
  - (e) bringing the study of astronomy or its promotion into disrepute or
  - (f) bringing the FAS into disrepute with its members, the public, other organisations or official bodies,
- their continued FAS membership may be subject to a review by the Council.
- If the Council decides that such a review is appropriate then the society will be given an opportunity to explain the reasons for the breach to the Council.
- Following the review, the Council may advise the society how it might correct the breach or may terminate the society's FAS membership. The society's secretary will be informed of the decision at the contact address held in the FAS's membership records. In the former case, a second review of the society's FAS membership may be conducted.
- 4.9 If the Council's decision is to terminate a society's FAS membership the society may appeal against the termination by explaining to the Council the reasons why they think the termination is undeserved. The Council may then rescind the termination (with the option of a further review) or may uphold the termination of membership.
- 4.10 A society whose membership has been terminated may seek to re-apply for membership of the FAS but must assert and show that the cause of the previous breach of the terms of membership has been remedied.

## 5 The FAS Council

- 5.1 All Officers shall be eighteen years or older at the time of their election or appointment.
- 5.2 The FAS shall be governed by a Council consisting of Executive & Non-Executive Officers:

Executive Officers	Non-Executive Officers
President	Membership & PLI Secretary
Vice President	Web Site Organiser
Secretary	Newsletter Editor
Treasurer	Dark Skies Adviser
	Meetings & Publicity Organiser
	Diversity & Inclusion Officer
	International Liaison

- 5.3 Additional Non-Executive Officers may be proposed by the Council for election at the AGM.
- 5.4 The responsibilities of Council officers are described in an external document, *FAS Council Officer Responsibilities*<sup>5</sup>.
- 5.5 The FAS shall ensure that insurance is put in place to protect individuals serving on the Council from losses caused by Council decisions.
- 5.6 The FAS shall meet all reasonable expenses incurred by Council members in performance of their FAS duties. In the event of a dispute the matter shall be decided at the following Council meeting.
- 5.7 If, for *any* reason, a Council member leaves Council they must return or transfer to the FAS all funds and assets or documents (both physical and digital) in their possession in an intact and usable condition.
- 5.8 Election of Officers
- The officers of the Council shall be elected at the AGM.
  - All individual members of fully paid up member societies shall be entitled to nominate new candidates for any of the posts.
  - All new, prospective candidates will require both a proposer and a seconder to support their nomination.
  - Existing Council members standing as candidates for re-election do not require proposers or seconds as they are already deemed to be of good character.
  - Officers of the Council shall be entitled to nominate candidates to fill any or all the posts.
  - Nominations may be received up to midnight two weeks before the day of the AGM. *E.g.* if the AGM is scheduled to be on 25<sup>th</sup> October then nominations must be received by midnight on 10<sup>th</sup> October.
  - At its discretion, the Council may allow a late nomination for a post if *not* accepting that nomination would otherwise leave that post vacant.
  - No more than two paid-up members of the same society shall serve as Executive Officers of the Council at the same time.
  - Before voting starts, any member may raise an objection to the suitability of a candidate standing for election to a Council post. The challenged candidate may have up to five minutes to respond to the objection. Voting will commence after the objection and response have been heard.
  - Election shall be confirmed by a show of hands or other method so that the votes cast are either visible to all in the meeting or are counted in such a way as to produce an unfalsifiable electronic record.
  - Each member society should appoint a single person to cast a vote in the ballot for each post on behalf of their society.
  - A simple majority vote shall decide those elected.
  - If there is a tie for *any* post the issue shall be decided by giving the tied candidates up to five minutes each to represent themselves to the meeting (including answering questions from those present) after which the ballot will be re-run.

- (n) If there is still a tie after (m) above and the incumbent of the post is one of the candidates then they will continue in that post.
- (o) If the incumbent is *not* a candidate for re-election in the contested post then the vote will be deferred to an electronic vote by at least 10% of paid-up FAS member societies held within 7 days of the end of the AGM.
- (p) The elected Officers shall take their posts from immediately after the AGM up until the election at the next AGM.

## 5.9 Powers of the FAS Council

- (a) The Council shall have the power to transact all business relating to the management and direction of the FAS and in particular to:
  - i) decide the general policy for FAS publications,
  - ii) administrate within the FAS on any point not covered in this constitution,
  - iii) appoint committees for special purposes,
  - iv) fill any vacancies among Officers of the Council during the year (such appointments will have full voting rights on Council and will only be valid until the next AGM),
  - v) increase its numbers by co-opting members proposed at a Council meeting for a specific related function as deemed necessary in the interest of the FAS. Such co-opted members shall have no power to vote at any Council meeting,
  - vi) take disciplinary action against member societies as described in section 4.8 above and
  - vii) take disciplinary action against Council members as described in section 5.10 below.
- (b) Decisions by Council are binding on member societies.
- (c) Disciplinary action and any action resolved by the Council will be final.

5.10 If a Council member misses three or more consecutive Council meetings without good reason then Council may, at its discretion, remove that Council member from Council and appoint a suitable person to fill the post under the terms of 5.9(a)(iv) above.

5.11 If *any* Council member acts in a manner including but not limited to:

- (a) Contravening or acting outside the spirit of this constitution,
- (b) Hampering the FAS's pursuit of its Objectives as set out in section 2 above,
- (c) Disrupting FAS Council meetings and/or failing to respect the authority of the Chair,
- (d) Bullying or intimidatory actions towards other Council members,
- (e) Failing to act in accordance with, or acting in opposition to, Council decisions or
- (f) Bringing the FAS into disrepute with its members, the public, other organisations or official bodies,

the Council may decide to hold a disciplinary review of that Council member's conduct.

If the Council decides that such a review *is* appropriate then the Council review meeting *must* be called with no less than 7 days' and no more than 14 days' notice. At that review meeting, the Council member under review will be given an opportunity to explain the reasons for their conduct to the Council but, during Council deliberation and voting, that Council member *must* leave the meeting.

Normally the review meeting will be chaired by the President but, if the President is the one being reviewed, the meeting must be chaired by another Council member in the order given in the table in section 5.2.

As a result of the review meeting, the Council may decide to either agree remediation with the Council member or, *in extremis*, expel the Council member from the Council.

The decision of the Council is final.

## **6 FAS Regional Group Formation**

- 6.1 Subject to the Councils approval, an FAS Regional Group may be formed by a number of member societies of the FAS according to geographical location and social contact.
- 6.2 The participating member societies shall decide how their Regional Group shall be governed.
- 6.3 The Regional Group shall appoint an FAS Regional Group Representative who may request non-voting attendance at FAS Council meetings.

## **7 Finances, Funds and Assets**

- 7.1 The FAS's accounting year shall commence at the beginning of June and end at the end of May.
- 7.2 The funds of the FAS shall be managed by the Treasurer who shall produce the audited accounts at the AGM.
- 7.3 The FAS Auditor shall be nominated by Council for approval at an AGM for auditing the following year's accounts.
- 7.4 The Treasurer will normally produce a statement of the FAS's Accounts at each Council meeting or for the attention of any Officer on the Council if so requested.
- 7.5 If the Treasurer is unable to attend any Council Meeting, an up-to-date statement of the FAS's Current and Deposit Accounts will be provided to the President and Secretary with further copies for Council members at that meeting.
- 7.6 The funds and assets of the FAS, howsoever derived, shall be used solely to promote the Objectives of the FAS as set out in the constitution.
- 7.7 No member of the FAS shall enter into any contract on behalf of the FAS without the prior consent of the Council.
- 7.8 Each member society shall pay to the FAS an annual subscription which shall fall due on the 1<sup>st</sup> April.
- 7.9 The first annual subscription shall become due upon acceptance by the Council of an astronomical society as a member of the FAS and shall be paid within eight weeks of receipt by the society of written notice of acceptance.
- 7.10 A society admitted in the last three months of the FAS's subscription year (*i.e.* between 1<sup>st</sup> January and 31<sup>st</sup> March *inclusive* in any year) shall pay the first annual subscription of only 50% of the full subscription otherwise due.
- 7.11 The Council may, at its discretion, reduce to 50% the first annual subscription of societies that, at the time of their application for membership, have been in existence for less than two years or have a membership of fifteen or less.
- 7.12 Where the applicant is the astronomical section of a larger body, the membership shall be that of the astronomical section alone and not of the complete body.
- 7.13 A society failing to pay the first annual subscription shall cease to be in the FAS.
- 7.14 A member society failing to pay its annual subscription by the end of 3 months after the due date shall be suspended from membership of the FAS until such time as the arrears and the current annual subscription are paid.

## **8 Meetings**

8.1 In normal circumstances the President shall Chair all meetings but, when absent or there is a conflict of interests, the Chair shall be taken by one of the Executive Officers in the order listed in the table at clause 5.2 above.

8.2 The Chair shall have no vote except in the case of a tie when the Chair shall have the casting vote.

### **8.3 Council Meetings**

(a) The Council shall normally meet alternate months with a minimum of four meetings in a calendar year.

(b) A quorum shall be four Council members, at least two of whom shall be Executive Officers of the FAS.

(c) If a Council member feels there is a potential conflict of interest over an agenda item they should raise the issue with the meeting Chair before discussion of that item commences.

(d) The Chair may require an attendee to recuse themselves from the meeting for the duration of discussion of a sensitive item or if there is potential for a conflict of interest.

### **8.4 General Meetings**

(a) The AGM of the FAS shall be convened by the Council and held each year, normally in the autumn.

(b) Any other General Meeting shall be an EGM:

i) An EGM may be convened by the Council.

ii) An EGM shall be convened by the Council at the written petition of 20% or more of the total paid up member societies to the FAS Secretary.

(c) Notice of any General Meeting and the agenda shall be sent to all member societies at least four weeks before the date of the meeting; the notice shall state the business to be considered and only such business shall be discussed at the meeting.

(d) The AGM shall receive the reports of the Council on the year's work and the audited accounts.

(e) The AGM shall settle the annual subscription for the coming year.

(f) A quorum at all General meetings shall be:

i) 10% paid-up member societies with voting rights are present at an AGM.

or

ii) 20% paid-up member societies with voting rights are present at an EGM.

### **8.5 Voting at General Meetings**

(a) Each paid-up member society shall have one vote.

(b) A motion shall be carried by a simple majority vote unless specifically stated otherwise within this constitution.

(c) Council shall make provisions to accept postal, electronic and/or proxy votes from member societies who are unable to appoint a delegate to attend a General Meeting.

(d) Where postal, electronic and/or proxy votes have been submitted by a member society that society shall be included in the count of societies present for the purpose of establishing a quorum.

(e) Proxy votes shall be exercised by a delegate appointed by the member society authorising the proxy. The authority shall only exist for the duration of the General Meeting for which the proxy is specifically arranged. A delegate may only act as the proxy for one member society during a General Meeting.

## **9 Alterations to the Constitution**

- 9.1 This constitution shall only be changed by a simple majority vote at an AGM or EGM.
- 9.2 Written notice of proposed changes shall be sent to all members societies at least four weeks before the date of such meeting giving such details and the reasons for the proposed changes.

## **10 Winding up the FAS**

- 10.1 Should the FAS be wound up for any reason the complete assets of the FAS shall be placed in the hands of trustees appointed by, and independent of, the FAS.
- 10.2 No refunds will be issued to member societies in respect of membership fees.
- 10.3 Any assets shall be wholly distributed (after costs) to the individual member societies that comprise the Federation at that time.

## **11 Jurisdiction**

- 11.1 English law applies to this Constitution.

## **12 Copyright**

- 12.1 All previous editions of the FAS Constitution are now replaced with this edition.
- 12.2 Copyright ©Federation of Astronomical Societies October 2022.

Approved at the General Meeting held on: 23rd October 2022

President's Signature: 

Printed: 23rd October 2022

# References

All documents marked as 'FAS Document' are available to members *via* Membermojo.

- <sup>1</sup> *Child Protection Guidelines*, FAS Document
- <sup>2</sup> *FAS Code of Conduct Policy*, FAS Document (TBD)
- <sup>3</sup> *FAS Equal Opportunity Policy*, FAS Document (TBD)
- <sup>4</sup> *FAS Diversity and Inclusion Policy*, FAS Document (TBD)
- <sup>5</sup> *FAS Council Officer Responsibilities*, FAS Document