



# THE LEARNED SOCIETY OF WALES CYMDEITHAS DDYSGEDIG CYMRU

CELEBRATING SCHOLARSHIP AND SERVING THE NATION  
DATHLU YSGOLHEICTOD A GWASANAETHU'R GENEDL

## Regulations

(As approved by the Council on 01 July 2015)

### 1. The Council

#### Powers and Duties

- 1.1 The Powers and Duties of the Council shall be as defined in the Articles of Association.

#### Composition of the Council

- 1.2 The Council shall ordinarily comprise between eighteen and twenty-one Members, depending on whether or not (a) the President is already a Council Member at the time of his or her election and (b) the Council has, in accordance with the provisions of Regulation 1.15, exercised its power to co-opt additional Members.
- 1.3 So as to ensure a representative balance of expertise amongst the Members on the Council:
- 1.3.1 no more than two-thirds of the Council shall ordinarily be from the broad category of Arts, Humanities and Social Sciences; and
- 1.3.2 no more than two-thirds of the Council shall ordinarily be from the broad category of Science, Technology and Medicine.

#### The Inaugural Council

- 1.4 The first term of office of the members of the Inaugural Council shall:
- 1.4.1 be deemed to have commenced on the date of their appointment (being 18 May 2010);
- 1.4.2 shall not exceed four years from the date of their appointment;
- 1.4.3 be staggered so as to ensure that there is subsequently an even rotation of Council membership.
- 1.5 The mechanism for ensuring the staggering of terms of office shall be determined by the Council not later than twelve months after the Inaugural Council meeting.

### Terms of office of Council Members

- 1.6 Except as provided for in Regulation 1.4, the term of office for Council Members shall ordinarily be three Society Years (as defined in accordance with Regulation 8.1), which term shall be renewable. The term of office for the new Council Members shall commence at the close of the Annual General Meeting at which their election was announced.

### Nomination and election of Council Members

- 1.7 The Council shall be elected by the Fellows of the Society from amongst their number and the candidates for membership of the Council shall be nominated by the Fellows of the Society, in accordance with this Regulation 1.7 and Regulations 1.8 and 1.9 and consistent with the provisions of Regulation 1.3.
- 1.8 The nomination papers for candidates for membership of the Council shall be issued to all Fellows by post, not less than twelve weeks before the Annual General Meeting at which the election result is to be announced. In addition to the nomination papers, Fellows shall be sent:
- 1.8.1 in relation to each current Council Member whose term of office is due to end: whether s/he is offering himself or herself for re-election and, if so, the number of Council meetings during his/her current term of office which s/he was entitled to attend and the number of such meetings which s/he actually attended;
- 1.8.2 details of the information about the nominees that must be submitted with the nomination.
- Fellows shall then make their nominations not less than six weeks before the election result is to be announced.
- 1.9 Each Fellow standing for election to the Council:
- 1.9.1 shall be nominated by the written support of no fewer than three other Fellows;
- 1.9.2 shall provide a signed letter indicating his or her willingness to stand, together with a written statement (of no more than 150 words) in support of her/his candidature.
- 1.10 The election shall be by a postal ballot of all Fellows. Ballot papers shall be sent to Fellows not less than four weeks before the Annual General Meeting at which the election result is to be announced. Scrutineers for this election shall be provided for in accordance with Regulation 1.12. Ballot papers must be returned within twenty-one days from the date of posting to Fellows.
- 1.11 In addition to the ballot papers, the Secretary shall provide the Fellows with the following information:

- 1.11.1 the number and nature of the vacancies to be filled by the election (bearing in mind the provisions set out in Regulation 1.3);
  - 1.11.2 the list of candidates being presented for consideration, together with the information about the nominee submitted with the nomination further to the provisions of 1.8.2;
  - 1.11.3 in relation to each current Council Member whose term of office is due to end: whether s/he is offering himself or herself for re-election and, if so, the number of Council meetings during his/her current term of office which s/he was entitled to attend and the number of such meetings which s/he actually attended.
- 1.12 Two Fellows, who shall not be members of Council, shall be nominated by the President to serve as Scrutineers for the election. The Scrutineers only shall examine and count the votes, in the presence of the Secretary, to whom they shall hand their report. The result of the election shall be announced at the Annual General Meeting. Thereafter, the Secretary shall write to all the Fellows to inform them of the election result.

#### Cessation of membership of the Council

- 1.13 A Council Member shall cease to be a Council Member in the event of the occurrence of any of the circumstances outlined in Article 19.5.

#### Appointment of additional Council Members

- 1.14 Council shall have the authority to co-opt up to two additional Fellows to serve on the Council, if it deems this to be necessary. These co-opted Council Members shall be subject to the same terms and conditions as other Council Members, as defined in Regulations 1.6 and 1.13.
- 1.15 The Council may, at its discretion, appoint an individual Fellow to fill a casual vacancy in the office of Council Member. Any Council Member thus appointed shall hold office for the remainder of the tenure of the Council Member that s/he is replacing. In the event that the Council Member thus appointed shall subsequently seek re-election, this first tenure shall count as a full term of office in respect of the provisions of Regulation 1.6.

## **2. The President and Chair of Council**

### Duties

- 2.1 The President shall ordinarily preside at meetings of the Council and at the Annual General Meeting.

### The Inaugural President

- 2.2 The first term of office of the Inaugural President shall:
  - 2.2.1 be deemed to have commenced on the date of his appointment (being 18 May 2010);
  - 2.2.2 not exceed four years from the date of his appointment.

### Nomination and election of the President

- 2.3 The President shall be elected by the Fellows of the Society from amongst their number.
- 2.4 The Council shall invite and shall take into account suggestions by Fellows for the election of a President to succeed a President whose term of office has expired under Regulation 2.7.
- 2.5 The election shall be by a postal ballot of all Fellows. The ballot papers shall be issued to all Fellows not less than ten weeks before the Annual General Meeting at which the result is to be announced. Scrutineers shall be nominated as provided for in Regulation 2.6. Ballot papers must be returned within twenty-eight days from the date of posting to Fellows.
- 2.6 Two Fellows, who shall not be members of Council, shall be nominated by the General Secretary to serve as Scrutineers for the election. The Scrutineers only shall examine and count the votes, in the presence of the Secretary, to whom they shall hand their report. The Secretary shall then report the result of the election to the General Secretary. Subsequently, the successful Candidate shall be informed in writing that s/he has been elected as President and Chair of Council of the Society. The Secretary shall also write to all the Fellows to inform them of the election result and shall arrange for the result to be announced publicly. The result of the election shall also be announced during the next Annual General Meeting.

### Term of office of the President

- 2.7 Following the first term of office of the Inaugural President, the President shall serve a term of office of up to three Society Years (as defined in accordance with Regulation 8.1). The term of office for the President shall commence at the close of the Annual General Meeting at which his or her election was announced.
- 2.8 Upon completion of his/her first term of office, the President may seek re-election for a second term of up to three Society Years, which term shall be renewable.

### Replacement or removal of the President

- 2.9 If during his or her term of office a President dies or resigns, the Council shall convene to instigate proceedings to elect a replacement within not less than six months, in accordance with the provisions of Regulations 2.5 to 2.8, inclusive. Until the new President has been elected, the Council shall appoint one of the Vice-Presidents to serve as an acting President.
- 2.10 If a President, in the considered opinion of the Council, proves himself or herself to be unsuitable or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, s/he may be removed from office.
- 2.11 If, after due deliberation, a majority of the Council consider that the removal of the President from office is in the best interests of the Society, the General Secretary shall convene an Extraordinary General Meeting of the Society to decide upon this matter.
- 2.12 At the Extraordinary General Meeting, the General Secretary shall explain to the Fellows present why, in the opinion of the Council, the President should be removed from office. The President, if s/he disagrees with this intention, shall be given a period of time of not more than thirty minutes in which to explain to the Fellows present why s/he should not be removed from office.
- 2.13 The Fellows present at the Extraordinary General Meeting shall then proceed to vote by secret ballot to determine whether or not the President should be removed from office. On its appearing that two-thirds of the Fellows present have voted for the removal of the President, the Chair of the meeting shall pronounce him or her removed from office with these words:  
“I do, by the authority and in the name of The Learned Society of Wales, declare [the President’s name] to be no longer the President thereof.”
- 2.14 The Extraordinary General Meeting shall then proceed to elect one of the Vice-Presidents to the post of President, on a simple majority basis.
- 2.15 The newly-elected President shall then serve the remainder of the former President’s term of office. Subsequently, the new President may then seek re-election in the usual manner, in accordance with Regulations 2.3 to 2.6 and 284.

## **3. The Vice-Presidents, the Treasurer and the General Secretary**

### Duties

- 3.1 There shall be two Vice-Presidents, whose duties 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 determine. One of these Vice-Presidents shall ordinarily be from the broad category of Arts, Humanities and Social Sciences; the other Vice-President shall ordinarily be from the broad category of Science, Technology and Medicine.

- 3.2 The Treasurer shall be responsible to the Council for the proper care and oversight of the Society's financial affairs.
- 3.3 The General Secretary shall be responsible to the Council for the general conduct of the Society's business, excepting that which relates to finance. S/he shall present to the Annual General Meeting such reports as may be required to inform Fellows of the business of the Council. S/he may attend all meetings of the Society and the Council.

#### Appointment

- 3.4 The two Vice-Presidents, the Treasurer and the General Secretary shall each be elected by the members of the Council from amongst their number. The results of this election shall be announced at the next Annual General Meeting of the Society.

#### The Inaugural Vice-Presidents, Treasurer and General Secretary

- 3.5 The first term of office of the Inaugural Vice-Presidents, Treasurer and General Secretary shall:
  - 3.5.1 be deemed to have commenced on the date of their appointment (being 2 July 2010);
  - 3.5.2 not exceed four years from the date of their appointment.

#### Terms of office

- 3.6 Following the first term of office of these Officers, the Vice-Presidents, Treasurer and General Secretary shall each serve a term of office of up to three Society Years (as defined in accordance with Regulation 8.1). The term of office for the Vice-Presidents, the Treasurer and the General Secretary shall commence at the close of the Annual General Meeting at which their election was announced.
- 3.7 Upon completion of their first term of office, the Vice-Presidents, the Treasurer and the General Secretary may each seek reappointment for a second term of up to three Society Years, which term shall be renewable.

#### Replacement or removal

- 3.8 If during his or her term of office a Vice-President, Treasurer or General Secretary dies, resigns or otherwise in the considered opinion of the Council becomes incapacitated and/or unable to fulfil his or her duties, the Council shall choose a replacement, in accordance with Regulation 3.4.

- 3.9 If a Vice-President, Treasurer or General Secretary, in the considered opinion of the Council, proves himself or herself to be unsuitable or incapable of fulfilling the duties of the post, or otherwise do anything to the damage, detriment or dishonour of the Society, s/he may be removed from office. The Council shall not remove a Vice-President, Treasurer or General Secretary from office until s/he shall have been given a reasonable opportunity of being heard by the Council.
- 3.10 If, after due deliberation, a majority of the Members of Council consider that this course of action is in the best interests of the Society, the President shall declare the said Vice-President, Treasurer or General Secretary to be removed from Office. The Council shall then choose a replacement, in accordance with the provisions of Regulation 3.4.

#### **4. Fellows**

##### Privileges and duties of Fellows

- 4.1 Fellows are the members of The Learned Society of Wales, as defined by Article 11. A person shall cease to be a Fellow in the event of any of the circumstances outlined in Articles 11.4 to 11.6 inclusive.
- 4.2 The privileges of being a Fellow of the Society shall be defined as follows:
- 4.2.1 Fellows shall be entitled to refer to themselves as Fellows of The Learned Society of Wales and shall, further to this, be entitled to use the letters FLSW after their names.
- 4.2.2 Fellows shall be entitled to vote in elections for the Presidency and the Council of the Society, as well as in elections for admitting further Fellows into the Society.
- 4.2.3 Fellows shall be entitled to attend the Annual General Meeting of the Society, in addition to any *other* General Meetings that may be held.
- 4.2.4 Fellows shall be entitled to vote in the Annual General Meeting of the Society, in addition to in any *other* General Meetings that may be held.
- 4.2.5 Fellows shall be entitled to attend any lectures, conferences or symposia that the Society may organise. The Society shall reserve the right to charge a fee for attendance at these, if appropriate.
- 4.3 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.

#### Number of Fellows of the Society

- 4.4 Upon the foundation of the Society, the Founding Fellows shall comprise the total membership of the Society. In each year following the legal incorporation of the Society, further Fellows may be elected in accordance with the procedures set out below.

#### Nomination and election of Fellows

- 4.5 Other than in exceptional circumstances as may be defined by the Council, the nomination and election of Fellows shall be in accordance with procedures as defined in Regulations 4.6 to 4.15.
- 4.6 The number of Fellows to be elected in any one Society Year shall be as may be determined by the Council. The Council shall have discretion to decide not to determine a figure for the number of Fellows to be elected in a given Society Year.
- 4.7 In order to be nominated for consideration for election as a Fellow, each Candidate for admission to the Society shall be proposed by a Fellow (the Lead Proposer) and supported by a further Fellow (the Seconding Proposer). Each nomination form shall be in the format specified by Council and shall contain the information required for consideration of the nomination. Should a Candidate not be elected, his/her nomination form shall remain valid for further consideration for a further five Society Years following that in which the nomination was made. Following this, a period of three Society Years shall elapse before a Candidate shall again be eligible for nomination.
- 4.8 The Fellow who signs the nomination form as Lead Proposer shall be responsible for securing the consent of the Candidate to the submission of the nomination. The Lead Proposer shall undertake to provide, and if necessary update, the information required for consideration of the nomination.
- 4.9 The closing date for nominations shall be not later than twenty-six weeks before the date of the Annual General Meeting.
- 4.10 An alphabetical list of all Candidates whose nomination forms are valid (in that they fulfil the stipulations set out in Regulation 4.7) at the closing date shall be prepared in such format and containing such information as may be specified by the Council.
- 4.11 The Council shall establish such scrutiny committees as it may consider to be appropriate to consider valid nominations received by the closing date. The nominations shall be apportioned between the scrutiny committees whose members shall be provided with relevant details from the alphabetical list and copies of the relevant nomination forms. Each scrutiny committee shall determine those Candidates which it regards as having the strongest claims for election and draw up a list of recommended Candidates. Each scrutiny committee shall pass its list of recommended Candidates to the Vice-Presidents who shall in turn draw up their list of recommended Candidates which they shall submit to the Council for its



consideration not later than eight weeks before the date of the Annual General Meeting.

- 4.12 The Council shall consider the recommendations of the Vice-Presidents and shall draw up a final approved list of Candidates for election.
- 4.13 The number of Candidates included on the final approved list shall not exceed that determined in accordance with Regulation 4.6 and shall be issued to the Fellows not later than six weeks before the Annual General Meeting.
- 4.14 The election of Fellows shall be conducted by postal ballot. Only Candidates recommended by the Council shall be eligible for election.
- 4.15 At the earliest opportunity following the closing date for nominations (in accordance with Regulation 4.9), two Fellows, who shall not be members of Council, shall be nominated by the President for appointment as Scrutineers for the election. The Scrutineers only shall examine and count the votes, in the presence of the Secretary, to whom they shall hand their report. The Secretary shall then report the result of the election to the President. Subsequently, each successful Candidate shall be informed in writing that s/he has been elected as a Fellow of the Society. The Secretary shall also write to all the Fellows to inform them of the election result and shall arrange for the result to be announced publicly. Fellowship shall take effect from the date on which the public announcement is made.

#### Procedure for admitting new Fellows into the Society

- 4.16 Each new Fellow, after his or her election and upon the announcement thereof, shall be deemed to be admitted to the privileges of Fellowship as defined in Regulation 4.2. Each new Fellow shall be invited to attend such meeting as may be determined by the President, in order to be welcomed and formally admitted to Fellowship of the Society. 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 Regulation 3.1, who shall address him or her in these words:

‘In the name and by the authority of The Learned Society of Wales, 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 Learned Society of Wales, I undertake to do all within my power to uphold the purposes and good name of the Society’. In exceptional circumstances, the President may authorise other arrangements for the formal admission of a new Fellow.

- 4.17 Each Fellow shall pay an admission fee and a subscription for the first full Society Year following his / her 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.

## **5. Honorary Fellows**

### Definition and privileges of Honorary Fellows

- 5.1 Honorary Fellows shall be defined as a category of Fellow whose excellence and achievement mean that their election as Honorary Fellows is deemed to be of benefit to the reputation and activities of the Society.
- 5.2 The role and responsibilities of an Honorary Fellow relative to those of Fellows shall be as defined in Article 12.1.
- 5.3 The privileges of being an Honorary Fellow of the Society shall be defined as follows:
- 5.3.1 Honorary Fellows shall be entitled to refer to themselves as Honorary Fellows of The Learned Society of Wales and shall, further to this, be entitled to use the letters HonFLSW after their names.
- 5.3.2 Honorary Fellows shall be entitled to attend the Annual General Meeting of the Society, in addition to any other General Meetings that may be held, but shall not be entitled to vote during such meetings.
- 5.3.3 Honorary Fellows shall be entitled to attend any lectures, conferences or symposia that the Society may organise. The Society shall reserve the right to charge a fee for attendance at these, if appropriate.

### Nomination and election of Honorary Fellows

- 5.4 Other than in exceptional circumstances as may be defined by the Council, the nomination and election of Honorary Fellows shall be in accordance with procedures as defined in Regulations 5.5 to 5.14.
- 5.5 Other than in exceptional circumstances as may be defined by the Council, not more than two Honorary Fellows may be elected to the Society in any one Society Year.
- 5.6 In order to be nominated for consideration for election as an Honorary Fellow, each Candidate for admission to the Society shall be proposed by a Fellow (the Lead Proposer) and supported by a further two Fellows (the Seconding Proposers). Each nomination form shall be in the format specified by Council and shall contain the information required for consideration of the nomination. Should a Candidate not be elected, his/her nomination form shall remain valid for further consideration for

a further five Society Years following that in which the nomination was made. Following this, a period of three Society Years shall elapse before a Candidate shall again be eligible for nomination.

- 5.7 The Fellow who signs the nomination form as Lead Proposer shall undertake the responsibility of securing the consent of the Candidate to the submission of the nomination. The Lead Proposer shall undertake to provide, and if necessary update, the information required for consideration of the nomination.
- 5.8 The closing date for nominations shall be not later than twenty-six weeks before the date of the Annual General Meeting.
- 5.9 An alphabetical list of all Candidates whose nomination forms are valid (in that they fulfil the stipulations set out in Regulation 5.6) at the closing date shall be prepared in such format and containing such information as may be specified by the Council.
- 5.10 The Council shall establish a scrutiny committee to consider valid nominations received by the closing date. The scrutiny committee shall consider the list prepared in accordance with Regulation 5.9, together with the nomination form for each Candidate. The scrutiny committee shall determine those Candidates which it regards as having the strongest claims for election and draw up a list of recommended Candidates. The scrutiny committee shall pass its list of recommended Candidates to the Council for its consideration not later than eight weeks before the date of the Annual General Meeting.
- 5.11 The Council shall consider the recommendations of its scrutiny committee and shall draw up a final approved list of Candidates for election.
- 5.12 The number of Candidates included on the final approved list shall not exceed that determined annually by Regulation 5.5 and shall be issued to the Fellows not later than six weeks before the Annual General Meeting.
- 5.13 The election of Honorary Fellows shall be conducted by postal ballot. Only Candidates recommended by the Council shall be eligible for election.
- 5.14 At the earliest opportunity following the closing date for nominations (in accordance with Regulation 5.8), two Fellows, who shall not be members of Council, shall be nominated by the President for appointment as Scrutineers for the election. The Scrutineers only shall examine and count the votes, in the presence of the Secretary, to whom they shall hand their report. The Secretary shall then report the result of the election to the President. Subsequently, each Candidate shall be informed in writing as to whether s/he has been successful or unsuccessful in obtaining election as an Honorary Fellow of the Society. The Secretary shall also write to all the Fellows to inform them of the election result and shall arrange for the result to be announced publicly. Honorary Fellowship shall take effect from the date on which the public announcement is made.

### Procedure for admitting new Honorary Fellows into the Society

- 5.15 Each new Honorary Fellow, after his or her election and upon the announcement thereof, shall be deemed to be admitted to the privileges of Fellowship as defined in Regulation 5.3. Each new Honorary Fellow shall be invited to attend such meeting as may be determined by the President, in order to be welcomed and formally admitted to Honorary Fellowship of the Society. At such Meeting the new Honorary Fellow shall be introduced to the President or, in his or her absence, a Vice-President as provided for in Regulation 3.1, who shall address him or her in these words: 'In the name and by the authority of The Learned Society of Wales, I admit you an Honorary Fellow thereof'.

Thereafter he or she shall sign the Roll of Fellows, thereby affirming that 'As an elected Honorary Fellow of the Learned Society of Wales, I undertake to do all within my power to uphold the purposes and good name of the Society'. In exceptional circumstances, the President may authorise other arrangements for the formal admission of a new Honorary Fellow.

## **6. Affiliates**

### Definition of Affiliates

- 6.1 The Council shall have the power to make provision for persons and/or organisations who are not Fellows to be made Affiliates of the Society, in accordance with Article 12.3.1.
- 6.2 Affiliates shall be those persons or organisations affiliated to the Society having the privileges prescribed in this Regulation 6 but not being Members and not having the right to attend General Meetings or have a vote in the elections of Fellows, Presidents or the Council of the Society.
- 6.3 There shall be two categories of Affiliates: Individual Affiliates and Corporate Affiliates.

### Individual Affiliates

- 6.4 An Individual Affiliate shall be any individual who has a connection to or an interest in Wales who:
- 6.4.1 completes an application form;
  - 6.4.2 is deemed to be a suitable Affiliate in the opinion of the Council;
  - 6.4.3 pays such annual subscription as may be specified by Council;
  - 6.4.4 is registered as an Affiliate by the Society.
- 6.5 An Individual Affiliate shall be entitled to receive such publications and to receive notice of and attend such events of the Society as may be specified by the Council from time to time.

### Corporate Affiliates

- 6.6 A Corporate Affiliate shall be any university or organisation with a connection to or an interest in Wales which:
- 6.6.1 completes an application form;
  - 6.6.2 is deemed to be a suitable Affiliate in the opinion of the Council;
  - 6.6.3 pays such annual subscription as may be specified by Council;
  - 6.6.4 is registered as an Affiliate by the Society.
- 6.7 A Corporate Affiliate shall be entitled to receive such publications and to receive notice of and send representatives, whose number shall be specified by the Council, to attend such events of the Society as may be specified by the Council from time to time.

### Termination of Affiliate status

- 6.8 An Affiliate who has not paid the annual subscription within sixty days of being sent an invoice shall be reported by the Treasurer to the Council, and, if the Council sees fit, shall be declared no longer an Affiliate. An Affiliate may be restored to the Register of Affiliates on payment of any outstanding subscription.
- 6.9 The Council shall have power by resolution to terminate the affiliate status of an Affiliate in such circumstances, at such time and in such manner as the Council shall in its absolute discretion think fit. In any such case, the Council shall have power to reimburse all or such part of the subscription paid by the Affiliate concerned for the current Society Year as it shall in its absolute discretion think fit.

### Register of Affiliates

- 6.10 The Society shall keep a Register of all Affiliates.

## **7. Proceedings of the Council**

### Ordinary meetings of the Council

- 7.1 Ordinary meetings of the Council shall ordinarily be held at least three times a year, at such times and places as the Council may determine.
- 7.2 Preliminary notice of each ordinary meeting shall be sent by the Secretary to all members of the Council at least four weeks before the date of such meeting. A further notice setting out the business to be transacted at the meeting shall be despatched by the Secretary to all members of the Council not later than the sixth working day before the meeting.

### Special meetings of the Council

- 7.3 A special meeting of the Council may be convened by the President on receipt of a written notice signed by at least six Members of the Council and stating the purpose for which the meeting is proposed

- 7.4 A special meeting held at the request of Members shall be convened so as to be held within four weeks of the receipt of written notice by the Secretary. Preliminary notice of a special meeting shall be sent to all Members not less than two weeks before the meeting.
- 7.5 At any special meeting the business shall be restricted to that of which notice has been given and such business as is declared by the President to arise directly out of that business.

Quorum and adjournment of meetings of Council

- 7.6 The quorum for a meeting of Council shall be one-third (or the nearest higher whole number) of the total number of Council Members at that time. In the absence of a quorum no business shall be transacted other than the adjournment of the meeting.
- 7.7 The manner of summoning an adjourned meeting, and the period of notice to be given, shall be at the discretion of the President.

Bringing additional business before Council

- 7.8 Any Member wishing to bring forward business at a meeting of the Council shall give written notice to the Secretary not less than ten working days before the date of the meeting. Papers other than those circulated to Council Members by the Secretary shall not be considered by the Council, save with the permission of the President.

Conduct of business at meetings of Council

- 7.9 The business of ordinary meetings shall include:
- 7.9.1 When necessary, appointment of a Chair, in accordance with Article 21.1.
  - 7.9.2 Confirmation of the minutes of the preceding meeting
  - 7.9.3 Matters arising out of the minutes
  - 7.9.4 Matters for consideration and/or decision
  - 7.9.5 Matters of report
  - 7.9.6 When necessary, any other business. If Members wish to raise any other business, they shall give prior notice before the start of the meeting. Whether this matter shall be discussed in the meeting shall be at the discretion of the Chair of the meeting.
- 7.10 The Council, or the Chair of the meeting at his or her discretion, may resolve to vary the order in which business is taken.
- 7.11 Matters of report shall not ordinarily be discussed by Council but any Member may request discussion of an item which has been included under "Matters of report". Any such request shall be addressed, in writing, to the Secretary, to arrive at noon on the last working day previous to the meeting.
- 7.12 The Council shall have the power to make such Regulations as it deems necessary for the further governance and administration of its meetings as appropriate.

## **8. Annual General Meetings**

- 8.1 The Annual General Meeting of the Society shall be held each year on a date and time and at a place in Wales to be determined by the Council. Not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. The period of time from one Annual General Meeting of the Society to the next shall be defined as one Society Year.
- 8.2 The business of the Annual General Meeting shall be:
  - 8.2.1 when necessary, the appointment of a Chair, in accordance with Article 17.1.
  - 8.2.2 the announcement of the election of new Fellows and Honorary Fellows;
  - 8.2.3 the announcement of the election of Officers of the Society and Members of Council for the ensuing Society Years;
  - 8.2.4 the presentation and adoption of the Audited Statement of Accounts for the year ended the previous 31st day of July and associated reports;
  - 8.2.5 the appointment of Auditors to audit the Accounts for the year ending on the next 31st day of July and the fixing of their remuneration;
  - 8.2.6 the announcement of the date of the next Annual General Meeting;
  - 8.2.7 any other business which has been specified in the notice of the meeting including any matter properly raised in the opinion of the President by one or more individual Fellows and notified in writing to the Secretary not less than forty days prior to the date of the meeting;
  - 8.2.8 the announcement of the names of any Fellows who have died since the preceding Annual General Meeting.

- 8.3 Notice of the Annual General Meeting shall be despatched by the Secretary to the Fellows no later than five weeks before the date of the meeting. In accordance with the provisions of Article 15.2, with the exception of the following matters, all business transacted at the Annual General Meeting shall be deemed special (which shall require the approval of the Members by the passing of a Special Resolution):
- 8.3.1 consideration of the income and expenditure account, balance sheet, reports of the Council and the Auditors;
  - 8.3.2 elections;
  - 8.3.3 the announcement of the results of elections;
  - 8.3.4 the appointment of, and fixing the remuneration of, Auditors.
- These matters shall be decided by a simple majority. In the case of a tie, the President (or, in his or her absence, the Chair of the meeting) shall have a casting vote.
- 8.4 Only Fellows, relevant staff of the Society and the Auditors shall be permitted to be present during the Annual General Meeting, except by the approval of a two-thirds majority of the Fellows present and voting.
- 8.5 The quorum for the Annual General Meeting shall be the lesser of twenty or one third (or the next higher whole number) of the Members, who shall be present in person or by proxy.
- 8.6 Appropriate notice for Annual General Meetings shall be given to all Fellows and Auditors, in accordance with the provisions of Article 16.
- 8.7 All Fellows shall have the right when addressing the Annual General Meeting to speak either in Welsh or English. The Secretary shall arrange for simultaneous translation facilities to be provided during Annual General Meetings.

## **9. General Meetings of the Society**

- 9.1 A General Meeting of the Society may be called at any time by direction of the President, the Council, or, on a requisition to the Council, signed by not fewer than ten 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. The quorum for a General Meeting shall be the lesser of twenty or one third (or the next higher whole number) of the Members, who shall be present in person or by proxy.
- 9.2 Proceedings at General Meetings shall be carried out in accordance with Article 17.
- 9.3 Appropriate notice for General Meetings shall be given to all Fellows, in accordance with the provisions of Article 16.



- 9.4 Only Fellows and relevant staff of the Society shall be permitted to be present during a meeting arranged under Regulation 9.1, except by the approval of a two-thirds majority of the Fellows present and voting.
- 9.5 All business transacted at a General Meeting shall be deemed special (which shall require the approval of the Members by the passing of a Special Resolution).
- 9.6 All Fellows shall have the right when addressing a General Meeting to speak either in Welsh or English. The Secretary shall arrange for simultaneous translation facilities to be provided during General Meetings.

**10. Accounting arrangements and financial procedures**

- 10.1 The Society shall comply with its obligations as set out in Part 15 (Accounts and Reports) of the Companies Act 2006 as they shall apply to the Society.

**11. Audit requirements and procedures**

- 11.1 The Society shall comply with its obligations as set out in Part 16 (Audit) of the Companies Act 2006 as they shall apply to the Society.