



At the Council Chamber, Whitehall

THE 8th DAY OF DECEMBER 2021

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE
PRIVY COUNCIL

The Privy Council has approved the amendments to the By-Laws of The Royal Aeronautical Society as set out in the Schedule to this Order.

Richard Tilbrook

SCHEDULE ONE

AMENDMENTS TO THE BY-LAWS OF THE ROYAL AERONAUTICAL SOCIETY

1. In By-Law 2.3 **delete** “in maintaining all processes for registration”.
2. **Delete** By-Law 2.4 and **substitute**:

“Registration with other Registration Authorities

2.4 The Society encourages all members of the Society to seek such relevant professional recognition accordingly.”.
3. **Delete** By-Law 4.3 and **substitute**:

“4.3 The Board of Trustees may decide to apply concessionary fees or waive a member's annual subscriptions, or part thereof, provided that sufficient cause has been presented.”.
4. In By-Law 4.4 **delete** “membership” and **substitute** “membership(s)”.
5. **Delete** By-Laws 5.1 to 5.1.2 and **substitute**:

“5.1 All members shall at all times so order their conduct as to comply with Codes of Conduct contained in the Regulations.”.
6. In By-Law 5.4.2 **delete** “him” and **substitute** “the said member”.
7. In By-Law 5.4.3 **delete** “his” and **substitute** “the said member’s”.

8. **Delete** By-Law 6.1.
9. **Renumber** By-Laws 6.2 to 6.10 as 6.1 to 6.9.
10. In By-Law 6.2 as renumbered:
 - (i) **delete** “Chairman” and **substitute** “Chair”;
 - (ii) **delete** “he” and **substitute** “they”;
 - (iii) **delete** “his” and **substitute** “such”.
11. In By-Laws 6.6 and 6.7 as renumbered **delete** “Chairman” and **substitute** “Chair” wherever it occurs.
12. In By-Law 6.7 as renumbered **delete** “his” and **substitute** “such Chair’s” wherever it occurs.
13. In By-Law 6.8 as renumbered **delete** “he” and **substitute** “the Trustee”.
14. In By-Law 6.8.2 as renumbered **delete** “his” and **substitute** “the said Trustee’s”.
15. In By-Law 6.8.3 as renumbered **delete** “Chairman” and **substitute** “Chair”.
16. In By-Laws 7.5 to 26.2 **delete** “Chairman” and **substitute** “Chair” wherever it occurs.
17. In By-Law 7.12 **delete** “he” and **substitute** “the said Trustee”.
18. In By-Law 7.14.1:
 - (i) **delete** “his” and **substitute** “any”;
 - (ii) after “interest” **insert** “in the matter”;
 - (iii) after “begins” **delete** “in the matter”.
19. **Delete** By-Law 7.15 and **substitute**:

“Powers and responsibilities of the Board of Trustees

7.15 The Board of Trustees shall be responsible for the advancement of the Society’s Objects, for its administration, and for the management of its finances and property. The Board of Trustees shall manage the business of the Society and may exercise all the powers of the Society unless it is subject to any restrictions imposed by the Society’s Charter or these By-Laws.”.
20. In By-Law 8.1:

- (i) **delete** “November meeting” and **substitute** “last meeting in the calendar year”;
 - (ii) after “subsequent Annual General Meeting” **insert** “, save in circumstances resolved by the Trustees to be extraordinary.”.
21. In By-Law 9.1:
- (i) **delete** “the November Meeting of the Council” and **substitute** “their last meeting in the calendar year”;
 - (ii) after “subsequent Annual General Meeting” **insert** “, save in circumstances resolved by the Trustees to be extraordinary.”.
22. **Delete** By-Law 9.5 and **substitute**:
- “9.5 The President shall take the chair at all Council meetings of the Society. The President Elect shall take the chair at any Council meetings at which the President is not present. The meeting of the Council may be adjourned to reconvene at a later date.”.
23. In By-Law 10.2.6 **delete** “Chairmen” and **substitute** “Coordination”.
24. In By-Law 10.6 **delete** “his” and **substitute** “such President’s”.
25. In By-Laws 11.4.1 to 11.4.5 **delete** “he” and **substitute** “the said member” wherever it occurs.
26. In By-Laws 11.4.5 to 11.4.6 **delete** “his” and **substitute** “the said member’s” wherever it occurs.
27. In By-Law 11.4.7 after “removal of the” **insert** “said”.
28. In By-Law 11.5 **delete** “he has replaced” and **substitute** “who has been replaced”.
29. In By-Law 11.8 **delete** “his” and **substitute** “the”.
30. In By-Laws 14.2 and 14.5 **delete** “Chairmen” and **substitute** “Chairs” wherever it occurs.
31. In By-Law 14.7 **delete** “his” and **substitute** “the Chair’s”.
32. In By-Law 14.9 **delete** “terms and conditions and membership details of Boards and Committees then in operation”.
33. In By-Law 18.2 **delete** “his” and **substitute** “the Chief Executive’s”.
34. **Delete** By-Laws 19 to 19.19 and **substitute**:

“19. Meetings of the Society

Types of Meeting

19.1 The General Meetings of the Society are as follows:

19.1.1 Annual General Meetings and

19.1.2 Special General Meetings

Annual General Meetings

19.2 The Annual General Meeting of the Society shall be held in May each year, on a date and at a time determined by the Board of Trustees. Proper minutes must be kept. The business of the Annual General Meeting is to receive and consider the minutes of the previous Annual General Meeting; to receive and consider the Report of the Board of Trustees and the Audited Accounts of the Society on the state of the Society; to appoint the Auditors for the ensuing year; to receive the names of those on the Board of Trustees and those newly-elected to the Council.

Special General Meetings

19.3 Any General Meeting other than Annual General Meetings shall be a Special General Meeting.

19.4 The Board of Trustees may at any time call a Special General Meeting in accordance with Articles 14 and 18 of the Charter or to consider any business relative to the direction and management of the Society.

19.5 The Board of Trustees must convene a Special General Meeting on receipt of a requisition in writing of 250 Members, Companions or Fellows. Such a requisition must state the matters to be brought before the Special General Meeting and the resolutions to be moved at it. A requisition must be deposited with the Chief Executive, and may consist of several documents of like form, each signed by one or more requisitionists. If the Board of Trustees does not proceed to call a meeting within 30 days of the deposit of the requisition the requisitionists may themselves convene the meeting in any manner in which meetings may be convened by the Board of Trustees. Any meeting convened by the requisitionists must take place within three months of the date on which the requisition was deposited.

Notice of General Meetings

19.6 The Board of Trustees shall determine whether a General Meeting is to be held as a physical and/or an electronic General Meeting. Subject to 19.2, the Board of Trustees may call General Meetings whenever and at such times and places, including on electronic platforms, as it shall determine.

- 19.7 Notice of Annual General Meeting shall be given to members of the Society whereas notice of any other General Meeting shall be given to the Voters of the Society.
- 19.8 At least 21 days' clear notice shall be given for General Meetings specifying whether the meeting will be physical and/or electronic. Such notice shall also specify the time, date and place and/or electronic platform(s) of the General Meeting, the nature of the business to be transacted and in the case of a Special General Meeting the resolutions to be considered. The Society may give such notice in hard copy form, in electronic form, by means of a website or partly by one such means and partly by another (as appropriate).
- 19.9 The accidental omission to give notice of a meeting to, or the failure due to circumstances beyond the Society's control to give notice of a meeting to, or the nonreceipt of notice of a meeting by, any one or more members or Voters entitled to receive such notice shall not invalidate the proceedings at that meeting.

Proceedings of General Meetings

- 19.10 The Chair of the Board of Trustees shall preside at all General Meetings of the Society, when present; in the absence of the Chair of Trustees, the President shall preside as the Chair of the meeting. If neither the Chair of Trustees nor the President is present at such meeting the President-Elect shall take chair. If neither the Chair of Trustees, President or President-Elect is present or not willing to act, after waiting 15 minutes from the time that a meeting is due to start, the Board of Trustees present will choose one of themselves to act as Chair of the meeting. If there is only one Trustee present, they will be Chair of the meeting, if they agree. In the absence of the Chair of Trustees, the President, the President-Elect or a Trustee willing to take the Chair, the meeting shall be adjourned. If at the reconvened meeting the Chair of Trustees, the President, the President-Elect or a Trustee not willing to act as Chair of the reconvened meeting, the Chief Executive shall take the Chair with the first item on the agenda of the reconvened meeting shall be to choose one person from amongst the Voters present to chair the meeting.
- 19.11 The Board of Trustees shall determine the means by which a General Meeting (including a postponed or re-convened General Meeting) is to be convened, which may include direction that such meeting either be entirely electronic (virtual) with no member necessarily in physical attendance at the meeting or such other format or mixture of formats as the Board of Trustees considers practical. The Voters and Voters' Proxies present shall be counted in the quorum for, and entitled to vote at, the General Meeting in question. Where a General Meeting is convened wholly or partly using electronic (virtual) means of attendance, subject to there being a quorum at its outset, that meeting shall be duly constituted and its proceedings valid if the Chair of the General Meeting is satisfied that the facilities provided by the Society for electronic (virtual) attendance are reasonably adequate. Provided that the Chair of the General Meeting is so satisfied, under no circumstances shall the inability of one or more

members or Proxies to access, or continue to access, the facilities for participation in the electronic meeting affect the validity of the meeting or any business conducted at the meeting.

- 19.12 If it appears to the Chair of the General Meeting that the electronic platform(s), facilities or security at the electronic General Meeting have become inadequate for the purposes referred to in BL 19.11, then the Chair may, without the consent of the meeting, adjourn the General Meeting to be re-convened. All business conducted at that General Meeting up to the time of the adjournment shall be valid and the provisions 19.19-19.22 shall apply to that adjournment.
- 19.13 The right of a Voter to participate in the business of any General Meeting shall include the right to speak, vote on a poll and be represented by a Proxy, regardless of how that Voter attends said General Meeting.
- 19.14 Nothing in these By-Laws prevents a General Meeting from being held both physically and electronically (wholly or partly).

Postponement of and change to a General Meeting

- 19.15 If the Board of Trustees considers that it is impracticable to hold a General Meeting:

19.15.1 on the date or at the time stated in the notice calling the meeting;

19.15.2 in the case of a physical General Meeting, at the place stated in the notice calling the meeting; or

19.15.3 in the case of an electronic General Meeting, on the electronic platform(s) stated in the notice calling the meeting,

it may change the place of, electronic platform(s) for and/or postpone the meeting. In the event of such change, an announcement of the date, time, place and/or, if applicable, electronic platform(s) of the postponed meeting will, if practicable, be provided using the Society's communication platforms or such other reasonable means as the Board of Trustees may decide having regard to all By-Laws and Regulations. Notice of the business of the postponed meeting does not need to be given again. The Board of Trustees will take reasonable steps to ensure that any Voter trying to attend the meeting at the original time and place or on the original electronic platform is informed of the new arrangements. The Board of Trustees may also further move and/or postpone a postponed General Meeting under the provisions of this By-Law.

Quorum

- 19.16 The quorum for an Annual General Meeting is 25 Voters present and for a Special General Meeting is 50 Voters present. If no quorum is present by 30 minutes after the determined time the meeting shall stand adjourned to be re-convened at a time and place and/or on electronic platform(s) determined by the Chair of the meeting, when the Voters then present, whatever their number shall constitute a quorum. The date determined by the Chair of Trustees for the re-convened meeting must be at least seven days after the date of the originally appointed but must not be more than fifteen days after that date.
- 19.17 If a quorum is not present for a Special General Meeting convened as the result of a requisition the business and resolutions proposed to be dealt with shall be deemed to have fallen for lack of support.

Adjournments

- 19.18 The Chair for any General Meeting may adjourn the meeting, whether or not a quorum is present, if they consider that:
- 19.18.1 it is no longer practical or safe to conduct the meeting;
 - 19.18.2 an adjournment is necessary for any other reason, so that the business of the meeting can be properly carried out.
- The Chair of the General Meeting does not need the consent of the meeting to adjourn for any of these reasons and may do so to such time, date and place and/or electronic platform(s) which they decide.
- 19.19 The Chair of the General Meeting may also adjourn when meeting has a quorum present if this is agreed by the meeting. This may be to a time, date and place and/or electronic platform(s) proposed by the Chair of the meeting
- 19.20 No business shall be transacted at any General Meeting re-convened from an adjournment, other than the business left unfinished at the adjourned meeting.
- 19.21 It shall not be necessary to give notice of a General Meeting re-convened following an adjournment, or of the business to be transacted at that re-convened meeting except that when a meeting is adjourned for thirty days or more, notice of the re-convened meeting shall be given including notice of the business to be transacted.

Voting

- 19.22 At any General Meeting of the Society a resolution put to the vote of the meeting shall be decided on a show of hands for each Voter, unless a poll is (before or on the declaration of the result of the show of hands) directed by the Chair of the meeting or demanded by 20 Voters present or their Proxy at the meeting. A show of hands at a General Meeting shall include a show of hands of those Voters physically present at the General Meeting and/or the equivalent

indication given by means of the electronic facility or facilities by which Voters may attend that meeting electronically (virtually). Unless a poll be as directed or demanded, a declaration by the Chair that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes relating to General Meetings of the Society shall be conclusive evidence of the fact without proof of number or proportion of the votes recorded in favour of or against any the resolution.

- 19.23 If a poll is demanded pursuant to these By-Laws, both the original resolution and any amendments made to it at the meeting are to be voted on. The Chair of the meeting may decide when, where and how it will be taken to ensure an overall consistent result. The result will be treated as the decision of the meeting at which the poll was demanded, even if the poll is taken after the meeting. It is not necessary to give notice for a poll which is not taken immediately.
- 19.24 A demand for a poll on a particular matter will not stop a meeting from continuing to deal with other business.
- 19.25 In the case of an equality of votes on a show of hands on a poll the Chair of the General Meeting in question shall be entitled to a second and casting vote.
- 19.26 The Board of Trustees shall make Regulations for the scrutiny and recording of the form and contents of the voting paper and its electronic equivalent, the arrangements for the dispatch or dissemination and the return thereof and the counting of votes and for the custody of the voting papers and their electronic equivalent and all other matters relating to the conduct of the polls. No such Regulation shall be inconsistent with the Charter or with these By-laws.
- 19.27 A Proxy must be an eligible voting member 'Voter' of the Society.
- 19.28 Votes may be given at any General Meeting by the person present or (where duly authorised and duly authorised in the Regulations) by Proxy unless otherwise provided.
- 19.29 The Board of Trustees may direct the requirements for voting by proxy, including the form of authority required and the time by which such authority is to be received by the Society. Such requirements shall be set forth in Regulations.
- 19.30 If the requirements for voting by proxy are not complied with in full, the Voter intending to act as proxy shall be entitled to only one vote cast upon their own behalf.

Conduct of Meetings

- 19.31 Where these By-Laws make no specific provision otherwise the Board of Trustees may prescribe the method of conducting the business of any General

Meeting. Among the matters that may be covered by the Board of Trustees in doing so is the effective consideration of alterations, amendments or additions to any resolution to be moved at the meeting.”.

35. In By-Law 22.1 and 22.2 *delete* “he” and *substitute* “the Trustee” wherever it occurs.
36. In By-Law 26.1.2 *delete* “both” and *substitute* “all”.
37. In By-Law 26.2:
 - (i) under heading and paragraph “Branches Regulations” *insert* new heading and paragraph:

“Chair The person appointed in accordance with the By-Laws and Regulations to preside over any General Meeting, Trustee meeting, Council meeting, Board meeting, Committee or any other meeting;”;
 - (ii) *delete* heading and paragraph “Postal” and *substitute*:

“Poll whereby Voters are given the opportunity to respond either by a show of hands or by electronic means;”;
 - (iii) under new heading and paragraph “Poll” *insert* new heading and paragraph:

“Present A person is present for the purposes of physical general meetings if they are present in person. A person is present for the purposes of electronic general meetings if they are present by electronic means (i.e. attending via the electronic platform(s) stated in the notice of meeting);”;
 - (iv) in heading and paragraph “Professional Conduct”:
 - (a) *delete* “him” and *substitute* “the member”;
 - (b) *delete* “his” and *substitute* “that member’s”.
 - (v) under heading and paragraph “Professional Conduct” *insert* new heading and paragraph:

“Proxy A proxy is a person who is appointed by a Voter to attend a meeting and vote as directed by said Voter. A proxy is appointed and has such authority as directed by the Board of Trustees outlined in the Regulations. A proxy must be a Voter who is entitled to vote at General Meetings;”.

SCHEDULE TWO

AMENDMENT TO THE ANNEXES TO THE BY-LAWS OF THE ROYAL AERONAUTICAL SOCIETY

Delete Annex I and *substitute*:

“ANNEX I – Membership Classes

Fellow

Applications for Fellowship must be proposed and supported by two Fellows of the Society or a similar professional Society approved by the Board of Trustees. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Every candidate for election into the class of Fellow must be a Member of the Society or possess the qualifications necessary for Membership.

Furthermore, in the opinion of the Board of Trustees, the candidate shall:

- (a) have made outstanding contributions in an aerospace or aerospace related profession; or
- (b) have attained a position of high responsibility in an aerospace or aerospace-related profession.

Companion

Persons who render valuable service to an aerospace or aerospace related profession but do not qualify for Fellow.

Applications for Companionship must be proposed and supported by two Fellows or Companions of the Society or of a similar professional institution approved by the Board of Trustees. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Members

Applications for Membership must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must either:

- (a) hold an academic or vocational qualification acceptable to the Board of Trustees or have sufficient experience in an aerospace or an aerospace related profession to demonstrate an equivalent level of learning at degree level; and
- (b) be employed with an appropriate level of responsibility and experience in an aerospace or aerospace related profession.

Associate Member

Applications for membership as an Associate Member must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must:

- (a) (i) hold an academic or vocational qualification acceptable to the Board of Trustees for admission to Member grade; or
- (ii) hold an alternative academic or vocational qualification acceptable to the Board of Trustees; or
- (iii) demonstrate sufficient experience and learning to be considered to have an equivalent level of knowledge as a qualified applicant; and
- (b) be employed with an appropriate level of responsibility and experience in an aerospace or aerospace related profession.

Associate

Applications for Associateship must be supported by two professional referees who know the applicant in a professional capacity. In exceptional circumstances this requirement may be relaxed at the discretion of the Board of Trustees.

Applicants must:

- (a) hold an academic or vocational qualification acceptable to the Board of Trustees; or
- (b) (i) be employed in an aerospace or aerospace related profession without recognised qualification acceptable to the Board of Trustees; and
- (ii) Be able to demonstrate a basic level of skill and development in your profession.

Affiliate

Applicants engaged in full-time study intending to follow a career in an aerospace or aerospace related profession and those persons who, while they may be ineligible for other grades of membership, are nevertheless associated with or interested in aerospace or aerospace related activities and wish to further the objects of the Society.

Honorary Companion and Honorary Fellow

Members may become Honorary Companions or Honorary Fellows at the discretion of the Council in accordance with the provisions of By-Law 3.4.”.