
OPERATING RULES

of

ACADEMY OF SOCIAL SCIENCES

(approved by the Members of the Academy on 27 June 2007 and adopted (as amended) by the Council of the Academy on 27 June 2007 and further amended by the Council on 8 October 2007, 12 March 2008 and 16 September 2008)

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Section 1: Introduction

- 1.1 The Academy was incorporated as a company limited by guarantee on 24 September 1999 as company number 3847936.
- 1.2 The objects of the Academy (as set out in its Memorandum of Association) were amended by a Special Resolution dated 17 August 2001 as follows:

“The Object of the Academy is to promote social sciences in the United Kingdom for the public benefit.”
- 1.3 The Academy was registered with the Charity Commission on 24 September 2001 as registered charity number 1088537.
- 1.4 At a General Meeting of the Academy held on 27 June 2007 new Articles of Association of the Academy were adopted by the Members.
- 1.5 These Operating Rules are made under and in accordance with powers contained in the Articles of Association of the Academy. Nothing in these Operating Rules shall override anything set out in the Memorandum and Articles of Association and to the extent that there is any conflict, the Memorandum and Articles of Association shall take precedence.
- 1.6 The definitions and rules of interpretation set out in Appendix 1 shall apply to the interpretation of these Operating Rules.

Section 2: Members

The Members

- 2.1 The Members of the Academy shall be:-
 - 2.1.1 the Academicians; and
 - 2.1.2 the Learned Societies.
- 2.2 The Members shall have the rights and privileges set out in the Operating Rules and shall be the members of the Academy for the purposes of company law.

Academicians

- 2.3 Academicians shall be individual, eminent social scientists who meet the qualification criteria (if any) specified by the Council from time to time and are admitted to membership as Academicians by the Council.
- 2.4 The maximum number of Academicians shall be 750 or such other number as the Council shall determine.
- 2.5 Each Academician shall pay such annual subscription at such rate or rates (if any) as shall be prescribed by the Council from time to time.
- 2.6 The Council may in exceptional circumstances waive any such annual subscriptions for Academicians, in accordance with any policy adopted by the Council.
- 2.7 An Academician shall cease to be a Member in the following circumstances:-
 - 2.7.1 if s/he resigns from membership by giving notice in writing to the Academy (such resignation to be effective from receipt of the notice);
 - 2.7.2 if his/her subscription (if any) remains unpaid six months after it is due and the Council resolves to end his/her membership; or

2.7.3 if the Council removes the Academician pursuant to **Rule 2.16**.

2.8 An Academician shall be entitled to use the title “AcSS” after his/her name for so long as s/he remains an Academician.

Learned Societies

2.9 The Learned Societies on the date of the adoption of the Operating Rules shall be those learned societies in the Social Sciences whose names are set out in **Appendix 2**.

2.10 Any other learned society in the social sciences which meets the criteria for membership (as set out **Rule 2.11**) may be admitted as a Learned Society by a decision of the Council on the recommendation of the College of Learned Societies.

2.11 The criteria for membership of the Academy by a learned society shall be as follows (unless otherwise resolved by Council):-

2.11.1 the membership of the learned society must be open to all people or organisations which meet their admission criteria;

2.11.2 it promotes the social sciences; and

2.11.3 it has purposes which are compatible with the purposes of the Academy.

2.12 There shall be no maximum number of learned societies able to be members of the Academy.

2.13 A Learned Society shall pay such annual subscription at such rate or rates (if any) as shall be prescribed by the Council from time to time.

2.14 Each Learned Society may:

2.14.1 nominate (by such method as the Learned Society shall select) one or two Authorised Representatives and shall provide to the Academy the following details for each Authorised Representative, namely:

- (a) full name;
- (b) residential address; and
- (c) email and fax numbers (if any).

2.14.2 withdraw the nomination of one or all of its Authorised Representatives (and may make a replacement nomination/s) by notification to the Secretary; and

2.14.3 appoint any member of the Learned Society or its staff as an Authorised Representative.

2.15 A Learned Society shall cease to be a Member in the following circumstances:-

2.15.1 if the Learned Society resigns its membership by giving notice in writing to the Academy, such resignation to be effective from receipt of the notice;

2.15.2 if the Learned Society's subscription (if any) remains unpaid six months after it is due and the Council resolves to end that Learned Society's membership; or

2.15.3 if the Council removes the Learned Society pursuant to **Rule 2.16**.

Removal of a Member

2.16 The Council may terminate the membership of a Member in accordance with this **Rule 2.16**, if in its opinion the continued membership of that Academician or Learned Society would be contrary to the best interests of the Academy. A resolution of the Council pursuant to this **Rule 2.16** to terminate the membership of a Member shall be valid only if:

2.16.1 notice of the intention to propose such resolution shall have been sent to:-

- (a) the Member whose membership it is proposed to terminate; and
- (b) to all Council Members;

not less than 21 days before the date of the meeting of the Council at which the matter is to be considered;

2.16.2 the notice of the meeting of the Council at which the matter is to be considered shall:

- (a) state the general nature of the grounds on which the resolution is to be proposed; and
- (b) inform the Member in question that s/he (or, in the case of a Learned Society, its Authorised Representatives) may either (i) be heard in person (with or without a legal representative present) by the Council at the meeting; or (ii) submit written representations to Council not less than seven days prior to the date of the meeting of the Council; and

2.16.3 after having heard the Member (or its Authorised Representatives, as appropriate) whose membership it is proposed to terminate or having considered his/her or its written representations, the resolution is passed by at least three-quarters of the Council Members present and voting at the meeting at which not less than one-half of the total number of the Council Members are present.

Register of Members

2.17 The Academy shall keep a Register of all Members.

Section 3: Affiliates

Affiliates

- 3.1 Affiliates are those persons or organisations affiliated to the Academy having the privileges prescribed in this Section but who are not Members and do not have the right to attend and vote at General Meetings.
- 3.2 There are two categories of Affiliates, namely:-
 - 3.2.1 Individual Affiliates; and
 - 3.2.2 Corporate Affiliates.

Individual Affiliates

- 3.3 An Individual Affiliate shall be any individual who has a connection to or an interest in the social sciences who:
 - 3.3.1 completes an application form;
 - 3.3.2 pays such subscription (if any) as shall be specified by Council; and
 - 3.3.3 is registered as an Affiliate by the Academy.
- 3.4 An Individual Affiliate shall be entitled to receive such publications and to receive notice of and attend such events of the Academy as may be specified by the Council from time to time.

Corporate Affiliates

- 3.5 A Corporate Affiliate shall be any organisation or university department or faculty with a connection to or an interest in social sciences which:
 - 3.5.1 completes an application form;
 - 3.5.2 pays such subscription (if any) as shall be specified by Council;

3.5.3 is registered as an Affiliate by the Academy.

3.6 A Corporate Affiliate shall be entitled to receive such publications and to receive notice of and send one or more representatives to attend such events of the Academy as may be specified by the Council from time to time.

Removal of an Affiliate

3.7 An Affiliate who has not paid the annual subscription within 30 days of being sent an invoice shall cease to be an Affiliate. An Affiliate may be restored to the Register of Affiliates on payment of any outstanding subscription.

3.8 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 accounting year of the Academy as it shall in its absolute discretion think fit.

Records

3.9 The Academy shall keep a Register of all Affiliates.

Section 4: The College of Academicians

Composition

- 4.1 The College of Academicians shall comprise the Academicians of the Academy from time to time.

Chair and Deputy Chair

- 4.2 A Chair and a Deputy Chair of the College (who must be Academicians) shall be elected in accordance with the procedures set out in **Section 11** by the members of the College.
- 4.3 The term of office of each of the Chair and the Deputy Chair shall in the ordinary course commence at the conclusion of the Annual General Meeting of the Academy next following his/her election as Chair or Deputy Chair of the College and will end at the conclusion of the fourth Annual General Meeting of the Academy following his/her appointment.
- 4.4 Prior to the annual meeting of the College in the final year of the term of office of the Chair and of the Deputy Chair, the Chair shall initiate the election procedures set out in **Section 11** for the election of the Chair's or the Deputy Chair's successors as the case shall require. The results of those elections shall be announced at the next following Annual General Meeting of the Academy.
- 4.5 If the post of Chair of College becomes vacant at any time, the Council shall determine how and when the College shall hold an election to appoint a new Chair and in the interim, the Deputy Chair of the College shall become the acting Chair of the College and shall (if s/he was not previously a Council Member) become an ex-officio Council Member until such time as the new Chair of College is elected.

Management of the College

- 4.6 The Chair and Deputy Chair of the College shall manage the affairs of the College in accordance with the terms of reference prescribed by the Council from time to time.

Meetings of the College

- 4.7 The College of Academicians shall hold an annual meeting (on a date determined by the Council in accordance with the timetable specified in **Section 6** and in consultation with the Chair of the College) for the purpose of conducting such business as Council may determine, including (if relevant in that year):-
- 4.7.1 providing candidates for election to be the Chair of the College, the Deputy Chair of the College and Council Members with an opportunity to present themselves and their candidacy to the College;
 - 4.7.2 discussing and debating the promotion of the social sciences and the reaction of the social sciences to current and future issues; and
 - 4.7.3 promoting the interests of the College within the Academy.
- 4.8 The annual meeting and any other meeting of the College shall be called by the Chair of the College on not less than 14 days' notice given to the Academicians (in accordance with **Articles 68 to 70**) and the notice of the meeting shall specify the time and place of the meeting and the nature of the business to be transacted.
- 4.9 The provisions of **Articles 14 to 35** (except **Articles 29 and 34**) shall apply to meetings of the College of Academicians as if the same were repeated here save that:
- 4.9.1 the quorum for such meetings shall be five; and
 - 4.9.2 references to "the Chair of the Council" shall be read as references to the Chair of the College.

Section 5: The College of Learned Societies

Composition

- 5.1 The College of Learned Societies shall comprise the Learned Societies admitted to membership of the Academy.

Societies' Authorised Representatives

- 5.2 Each Learned Society shall participate in the business of the College by its Authorised Representatives.

Chair and Deputy Chair

- 5.3 A Chair and a Deputy Chair of the College shall be elected by the members of the College in accordance with the procedures set out in **Section 11**. The Chair and Deputy Chair must both be full members of a Learned Society.
- 5.4 The term of office of each of the Chair and of the Deputy Chair shall in the ordinary course commence at the conclusion of the Annual General Meeting of the Academy next following his/her election as Chair or Deputy Chair of the College and will end at the conclusion of the fourth Annual General Meeting of the Academy following his/her appointment.
- 5.5 Prior to the annual meeting of the College in the final year of the terms of office of the Chair and of the Deputy Chair, the Chair shall initiate the election procedures set out in **Section 11** for the election of the Chair's or the Deputy Chair's successors as the case shall require. The results of those elections shall be announced at the next following Annual General Meeting of the Academy.
- 5.6 If the post of Chair of the College becomes vacant at any time, the Council shall determine how and when the College shall hold an election to appoint a new Chair and in the interim, the Deputy Chair of the College shall become the acting Chair of the College and shall (if s/he was not previously a Council Member) become an ex-officio Council Member until such time as the new Chair of College is elected.

Management of the College

- 5.7 The Chair and Deputy Chair of the College shall manage the affairs of the College in accordance with the terms of reference prescribed by the Council from time to time.

Meetings of the College

- 5.8 The College of Learned Societies shall hold an annual meeting (on a date determined by the Council in accordance with the timetable specified in **Section 6** and in consultation with the Chair of the College) for the purposes of conducting such business as the Council may determine, including (if relevant in that year):
- 5.8.1 providing candidates for election to be the Chair of the College, the Deputy Chair of the College and Council Members with an opportunity to present themselves and their candidacy to the College;
 - 5.8.2 discussing and debating the promotion of the social sciences and the reaction of the social sciences to current and future issues; and
 - 5.8.3 promoting the interests of the College within the Academy.
- 5.9 The annual meeting and any other meeting of the College shall be called by the Chair of the College on not less than 14 days notice given to each of the Authorised Representatives of Learned Societies (in accordance with **Articles 68 to 70**) and the notice of the meeting shall specify the time and place of the meeting and the nature of the business to be transacted.
- 5.10 Authorised Representatives of Learned Societies shall be entitled to attend and speak at meetings of the College.
- 5.11 The provisions of **Articles 14 to 18** in relation to the procedures to be followed at General Meetings shall apply to meetings of the College save that:

- 5.11.1 five Authorised Representatives each from a different Learned Society shall constitute a quorum; and
- 5.11.2 references in the Articles to “the Chair of the Council” shall be read as references to the Chair of the College.
- 5.12 A resolution put to a meeting of the College shall be decided on a show of hands, but a poll may be demanded by an Authorised Representative and if so demanded it shall be a poll in which each Learned Society shall have the number of votes determined by the Council in accordance with **Rule 5.16**.
- 5.13 A poll shall be taken as the chair of the meeting directs and in accordance with the Operating Rules and the chair may appoint scrutineers and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.14 Votes given shall be valid notwithstanding the previous determination of the authority of the person voting unless notice of the determination was received by the Academy at the Office before the commencement of the meeting or adjourned meeting at which the poll is taken.
- 5.15 When voting at meetings of the College or of the Academy, the Authorised Representatives of a Learned Society shall cast all votes available to that Learned Society as a block.
- 5.16 Each Learned Society shall have one vote on each Resolution put to a meeting of the College. Council shall have power to determine the total number of votes that may be cast at meetings of the College or the Academy and, if Council exercises that power, the total number of votes shall be equally divided between all of the Learned Societies.

Section 6: The Academy Year

- 6.1 To ensure that all Members (and, in the case of Learned Societies, their members) are able to participate as intended in the Academy, the Council shall determine, in advance, an annual timetable for meetings of the Colleges and of the Academy and for the election of post holders.
- 6.2 Unless otherwise determined by the Council the annual timetable shall be as follows:

Date	Action
April	The Council to notify members of the dates fixed for the annual meetings of the Colleges and the Annual General Meeting of the Academy; and the process of the Colleges electing their Chair, Deputy Chair and individuals to serve as Council Members (as appropriate) begins with call for nominations.
May or June	Annual meetings of the Colleges at which those standing for election will have the opportunity to present themselves.
June	The Annual General Meeting of the Academy is held and the results of the Elections are announced; the results are placed on the Academy's website and each of the candidates is notified as to whether he has been elected to any Office and, if so, which.

Section 7: Voting at General Meetings of the Academy

- 7.1 At a General Meeting of the Academy only Members listed in the Register of Members (or their Authorised Representatives, in the case of the Learned Societies) on the Relevant Date shall be entitled to attend and vote.
- 7.2 Each Academician on the Register of Members at the Relevant Date shall have one vote.
- 7.3 The Learned Societies between them shall share the number of votes at a General Meeting which is equal to the total number of Academicians on the Register of Members on the Relevant Date.
- 7.4 The votes available to the Learned Societies at General Meetings determined by the Council in accordance with Rule 7.3 shall be divided equally between all Learned Societies.
- 7.5 Where the total number of votes available for the Learned Societies is not exactly divisible by the total number of Learned Societies, the Council shall have the ability to round up and round down the number of votes of each Learned Society.
- 7.6 Authorised Representatives of Learned Societies shall be entitled to attend General Meetings and vote at such meetings and when voting at General Meetings shall cast all votes available to the Learned Society as a block.
- 7.7 The Forms of Proxy and Appointment of an Authorised Representative of a Learned Society set out respectively in Appendices 3 and 4 are (without prejudice to any other form which may from time to time be approved or accepted for use by Council) approved for use in connection with meetings of the Academy and the Colleges (as appropriate).

Section 8: The Council

Composition and Term of Office

- 8.1 The Council shall consist of those persons set out in **Article 48**.
- 8.2 Save in the case of the Chair, the maximum number of successive terms of office (as prescribed below) which any Council Member may serve is two.
- 8.3 A Council Member may stand down for a year and may then be re-elected to serve a further term or terms of office.

Election of members of Council by the Colleges

- 8.4 The Colleges shall each elect by ballot (in accordance with **Section 11**) from amongst their members (or, in the case of the College of Learned Societies, from amongst the full members of its Learned Societies) a Chair, who shall be an ex-officio member of the Council, and up to eight other persons to serve as Council Members. The Deputy Chair of a College shall not be an ex-officio member of Council, but shall not be precluded from being a member of Council if elected to be a member of Council.
- 8.5 The term of office of each Council Member elected by the Colleges will (subject to **Rules 8.17** and **8.19**):-
 - 8.5.1 commence at the close of the first Annual General Meeting following his or her election; and
 - 8.5.2 cease, subject to **Article 50**, at the close of the fourth Annual General Meeting following his or her election.
- 8.6 At an Annual General Meeting of the Academy following the election of Council Members by the Colleges, the Chair of each College shall notify the Council of the names of the Council Members duly elected by his/her College.
- 8.7 Those Council Members elected by the College of Academicians in office at the date of adoption of these Operating Rules shall be deemed to have been

appointed until the close of the Annual General Meeting in the year set against their names in Appendix 6A.

- 8.8 Those Council Members appointed by the College of Learned Societies in office at the date of adoption of these Operating Rules shall be deemed to have been appointed until the close of the Annual General Meeting in the year set against their names in Appendix 6B.

Co-opted members of the Council to fill a Vacancy (Article 49)

- 8.9 Pursuant to **Article 49** the Council may co-opt a person to fill any vacancy on the Council. In selecting candidates for co-option the Council shall consider only individuals who are either Academicians or full members of one of the Learned Societies.
- 8.10 Any member co-opted by Council to fill a vacancy shall stand down at the close of the first Annual General Meeting following his/her co-option but may then be elected or co-opted to Council in accordance with the Operating Rules. His period of co-option pursuant to **Article 49** shall be disregarded when calculating his maximum period of office pursuant to **Rule 8.2**.

Co-opted members of the Council (Article 48.3)

- 8.11 Pursuant to **Article 48.3** the Council may co-opt up to three additional Council Members. Any person whom Council considers would bring relevant experience and attributes to the Council is eligible to be so elected (including, for the avoidance of doubt, whether or not s/he is an Academician or full member or employee of any Learned Society).
- 8.12 Any person co-opted by the Council pursuant to **Article 48.3** shall be appointed for a term which will:-
- 8.12.1 commence at the close of the meeting of Council at which he/she is appointed; and
- 8.12.2 cease, subject to **Article 50**, at the close of the Annual General Meeting held in the third calendar year following his/her appointment.

- 8.13 Any person co-opted for one term of office may be co-opted for a further term of office.

Chair of the Academy

- 8.14 Subject to **Rule 8.18**, the Chair shall be elected by the Council Members from amongst their number either:-

8.14.1 at the Council Meeting held prior to the Annual General Meeting at which the current Chair will retire from office; or,

8.14.2 if there is no Chair, at the next following Council Meeting;

for a term of office fixed in accordance with **Rule 8.15**.

- 8.15 The Chair shall (unless otherwise so resolved) hold office from the close of the Annual General Meeting following his election until the close of the third Annual General Meeting thereafter.

- 8.16 The Chair may serve for one term of office only.

- 8.17 The term of office of a Council Member elected as the Chair shall be extended so that it accords with his/her term of office as Chair (in accordance with **Rule 8.15**) and the Chair shall not separately be required to be re-elected as a Council Member during that period.

- 8.18 No Council Member may stand for election as Chair if, on the date on which s/he would take up office as Chair, s/he would otherwise have completed his/her maximum period of office as a Council Member.

- 8.19 A Chair who at the end of his/her term as Chair has served for a period being less than the period between seven successive Annual General Meetings (the "Maximum Period") may be re-elected as a Council Member but only for the balance of the Maximum Period.

- 8.20 In the event that the Chair ceases to hold such office (for whatever reason) before the expiry of his period of office the Council shall at the next following Council Meeting elect one of its number to hold office for the period from the date of that meeting until the close of the Annual General Meeting at which the Chair would otherwise have retired.

- 8.21 A Chair appointed in accordance with **Rule 8.20** may stand and be re-elected as Chair in accordance with **Rule 8.14** notwithstanding **Rule 8.16**.

Section 9: Officers of the Academy

Chair

- 9.1 The provisions of **Rules 8.14 to 8.21** shall apply in relation to the Chair of the Academy.

Deputy Chairs, Honorary Treasurer, Honorary Secretary and other Honorary officers

- 9.2 Article 59 prescribes that the Council shall appoint from amongst their number one or more Deputy Chair[s], one or more Honorary Treasurers, one Honorary Secretary and such other honorary officers with such titles or descriptions as the Council thinks fit.
- 9.3 Subject to **Rule 9.6** an Honorary Officer shall be elected by Council for an term of office not exceeding 3 years.
- 9.4 An Honorary Officer must stand for re-election at the end of his/her term of office as a Council Member in accordance with **Section 8**. If re-elected, s/he may however continue to serve the remainder of his/her term of office as an Honorary Officer.
- 9.5 There shall be no maximum number of terms of office that an Honorary Officer may serve, other than the restrictions which apply to a Council Member generally set out in **Rules 8.2 and 8.3**. A Council Member may only be appointed for a second term of office as Honorary Officer for such term as is equal to the remainder of his/her term of office as Council Member.
- 9.6 The term of office of an Honorary Officer shall terminate when s/he ceases to be member a Council Member whatever the reason.
- 9.7 When fixing the term of office of an Honorary Officer, Council shall ensure (so far as it is able to do so) that the terms of office of the Honorary Officers are not co-terminous.

Section 10: Committees

- 10.1 **Article 53** provides that the Council may delegate any of its powers or the implementation of any of its resolutions to any committee in accordance with the Operating Rules and the terms of **Article 53**.
- 10.2 On the date of adoption of these Operating Rules the Council has the following Committees:-
- 10.2.1 Executive Committee;
 - 10.2.2 Nominations Committee;
 - 10.2.3 Audit and Risk Assessment Committee;
 - 10.2.4 Events Committee; and
 - 10.2.5 the Board of 21st Century Society.

Standard Terms of Reference

- 10.3 The terms of reference set out in **Rules 10.4 to 10.23** shall apply to each Committee subject to any variations prescribed by Council for any individual Committee save that the terms of reference of the Audit and Risk Assessment Committee are set out in **Appendix 5**.

Role, Responsibility and Delegated Authority

- 10.4 The role, responsibilities and specific delegated authorities of the Committee shall be set out in writing and approved by the Council.
- 10.5 The Committee is authorised by the Council to investigate any activity within its terms of reference and it is authorised to seek any information it requires from any employee or Council Member or any consultant or other provider of services to the Academy.

Membership

- 10.6 The members of the Committee shall be appointed by the Council from time to time.
- 10.7 The membership of the Committee shall include at least one Council Member.
- 10.8 Members of the Committee may include individuals who are not Council Members but all such individuals shall be social scientists unless the Council resolves otherwise.
- 10.9 All members of the Committee shall be entitled to one vote on the business of the committee.
- 10.10 The term of office of a member of the Committee shall be specified by the Council at the time of his/her appointment or in the case of a Council Member shall be co-terminous with his/her appointment as a Council Member.
- 10.11 A committee member's term of office automatically terminates if s/he receives written notice of his/her removal as a Council Member from the Council.

Committee Chair

- 10.12 The chair of the Committee shall be appointed by the Council.
- 10.13 The chair of the Committee shall be a Council Member.

Meetings

- 10.14 The Committee shall meet as often as the chair shall require and in any event at least twice in each year.
- 10.15 Any member of the Committee may request a meeting if s/he considers that one is necessary or expedient.
- 10.16 The quorum for meetings of the Committee shall be two members of the Committee of whom at least one must also be a Council Member.

- 10.17 All reasonable efforts shall be made to give notice of meetings of the Committee to all members and invitees and to arrange such meetings so that all members and invitees are able to attend.
- 10.18 Attendance by external advisors (who shall be not be entitled to vote) shall be at the discretion of the chair of the Committee.
- 10.19 Members of the Committee may participate in or hold a meeting of the committee by means of conference telephone or other similar communications equipment so that all persons participating in the meeting can hear or speak to each other. Participation by such means shall be deemed to constitute presence in person and business so transacted shall be effective for all purposes as that of a meeting of the Committee duly convened and held with such persons physically present.
- 10.20 A resolution in writing, signed by all the members of a Committee shall be as valid and effective as if it had been passed at a meeting of the Committee.

Accountability

- 10.21 Any delegation of power to the Committee made by the Council shall be revocable at any time.
- 10.22 Deliberations of the Committee shall be reported regularly to the Council and any resolution passed or decision taken shall be reported to the Council as soon as possible.
- 10.23 In accordance with **Article 53.4** the Committee shall ensure that minutes of every meeting recording the resolutions and deliberations at each meeting are kept and are made available to the Council as required.

Section 11: Elections by the Colleges

- 11.1 Unless otherwise resolved by the Council, the following procedures shall apply to elections conducted by the Colleges in respect of their Chair, Deputy Chair and Council Members.

Call for nominations

- 11.2 Not less than one month before the date fixed for the annual meeting of a College the College shall send a notice to each member of the College entitled to vote thereat setting out:-

11.2.1 the number and nature of the vacancies to be filled by the election;

11.2.2 the required qualifications for candidates (if any);

11.2.3 in relation to the current post holders: whether they are offering themselves for re-election and, if so, the number of meetings in the current year which s/he was entitled to attend and the number of such meetings which s/he actually attended;

11.2.4 the date (not being less than seven days after the date on which such letters are sent out) by which nominations of other candidates for election must be received by the Secretary of the Academy or such other person as may be nominated for the purpose by Council; and

11.2.5 materials or information about the nominee (if any) which must be submitted with the nomination.

Election Mechanisms

- 11.3 Unless otherwise determined by the Council, elections shall be conducted by ballot in accordance with **Rules 11.4 to 11.9**.

Elections by Ballot

- 11.4 The Council may authorise the nominations and balloting of members of the Colleges or of the Academy by post, email or via a website provided that the

Council shall first have satisfied itself that any such means used will be secure, reliable and fit for purpose.

- 11.5 As soon as practicable after the close of nominations pursuant to **Rule 11.2** the College concerned shall send to each of its members entitled to vote a ballot paper setting out the names of all the persons who are candidates for the election/s with directions for voting and specifying a date (not being less than seven days after the date on which such ballot papers are sent out) by which a ballot paper must be received by the Secretary if the votes cast are to be counted (the “Prescribed Date”).
- 11.6 Unless the ballot paper is disqualified (for failing to comply with the voting instructions) the votes cast on the ballot papers received by the Prescribed Date shall be counted by the Academy (and overseen by the Chair of the Academy).
- 11.7 The candidates elected shall be those equal in number to the number of vacancies to be filled who receive the highest number of votes on the ballot papers duly completed and received by the Academy by the Prescribed Date.
- 11.8 In the event of an equal number of votes being cast for any two or more candidates for any one vacancy, the Chair of the College concerned (or, if there is no such Chair of the College, the Chair of the Council) shall have a second or casting vote. **(As amended by Resolution of the Council on 8 October 2007).**
- 11.9 A declaration by the Chair of the Academy of the results of any vote shall be final. The Chair of the Academy may consider any question as to the propriety of such elections prior to making such declaration but his/her decision on such matters shall be final and binding.

APPENDIX 1

INTERPRETATION

1. Definitions

In these Operating Rules the following words and expressions shall have the meanings set out below:

“Academy”	Academy of Social Sciences;
“Academicsians”	the eminent social scientists admitted to membership of the Academy in accordance with Rule 2.3 ;
“Affiliate”	Individual Affiliates and Corporate Affiliates affiliated to the Academy in accordance with Section 3 ;
“Annual General Meeting”	the annual general meeting of the Academy held in accordance with Article 8 ;
“Articles”	the Articles of Association of the Academy;
“Authorised Representative”	an individual nominated by a Learned Society to represent it in the business of the College of Learned Societies and the Academy (including attending and speaking at meetings) in accordance with Rule 2.14 ;
“Council”	the governing body of the Academy whose members are its directors for company law purposes and its charity trustees under charity law;
“Council Member”	a member of the Council;
“Colleges”	the Colleges of the Academy as set out in Article 36 , namely the College of Academicsians and the College of Learned Societies;

- “Committee” any committee appointed by the Council in accordance with **Article 53** and **Section 10**;
- “Corporate Affiliate” an organisation, university department or faculty which applies to be an Affiliate and is registered as such in accordance with **Rule 3.5**;
- “General Meeting” a meeting of the members of the Academy;
- “Honorary Officer” a Council Member appointed as an honorary officer in accordance with **Rule 9.2**
- “Individual Affiliate” an individual who applies to be an Affiliate and is registered as such in accordance with **Rule 3.3**;
- “learned society” a society which promotes social sciences;
- “Learned Societies” those learned societies admitted to the Academy in accordance with **Rules 2.9** and **2.10** and “Learned Society” shall mean any one of them;
- “Member” a member of the Academy having one or more votes at General Meetings as specified in **Rule 2.1**;
- “Office” the registered office of the Academy;
- “Operating Rules” these Operating Rules as varied from time to time and “Rule” shall mean any one of them;
- “Relevant Date” the date which is 14 days prior to the date of the relevant meeting;
- “Secretary” the company secretary of the Academy or such other person as is appointed to perform the duties of the company secretary of the Academy;

2. Other rules of interpretation

In these Operating Rules:

words importing the singular number only shall include the plural number and vice versa;

words importing the one gender shall include all genders;

words importing persons shall include corporations.

APPENDIX 2

**THE LEARNED SOCIETIES OF THE ACADEMY
ON 27 JUNE 2007**

Association of Family Therapy
Association of Social Anthropologists
Association for Tourism in Higher Education
British Association of Applied Linguistics
British Association for American Studies
British Association International & Comparative Education
British Academy of Management
British Association for Slavonic & East European Studies
British Educational Research Association
British Psychological Society
British Sociological Association
British Society of Criminology
British Society of Gerontology
Economic History Society
Feminist & Women's Studies Association
Gender and Education Association
Housing Studies Association
Joint University Council
Media, Communications & Cultural Studies Association
Political Studies Association
Royal Geographical Society
Regional Studies Association
Royal Statistical Society
Royal Town Planning Institute
Social Policy Association
Social Research Association
Social Services Research Group
Societies for Studies in Organising Healthcare
Social Work Research Association
University Association for Contemporary European Studies
The UK Evaluation Society

APPENDIX 3

FORM OF PROXY

ACADEMY OF SOCIAL SCIENCES

I [Member's name and address] being a Member of the Academy hereby
appoint

[name and address of proxy holder] or failing him/her,

[name and address of substitute] as my/our proxy to vote on my/our behalf at
the [Annual/Extraordinary/Adjourned] General Meeting of the Academy to be
held on the day of and any adjournment thereof.

SIGNED

DATED this day of 20

APPENDIX 4

**FORM OF APPOINTMENT OF AN
AUTHORISED REPRESENTATIVE**

ACADEMY OF SOCIAL SCIENCES

We [name of organisation] being a member of the Academy hereby appoint
[name and address of representative] or failing him/her, [name and address of
substitute] to vote on our behalf at [either] [any General Meeting of the
Academy to be held in [20] [or]] [the [Annual/Extraordinary/Adjourned]
General Meeting of the Academy to be held on the
day of and any adjournment thereof].

SIGNED

OFFICE

DATED this day of 20.....

APPENDIX 5

NOMINATIONS COMMITTEE

TERMS OF REFERENCE

Committee's Role

1. The Nominations Committee is a Committee of Council.
2. The Committee's remit is to oversee the Nomination Process of individual Academicians to the Academy and to recommend to Council those who should be elected to be Academicians.

Membership and Chair

3. All members of the Committee should be Academicians.
4. The Chair of the Committee shall be a member of Council and be appointed by Council for a three year, non-renewable, period.
5. The Committee shall have a minimum of nine members, including the Chair, and a maximum of fifteen, the majority of whom will not be members of the Academy's Council.
6. A quorum will be six members, four of whom will not be members of the Council.
7. The membership of the Committee is at the discretion of the Council. Committee members will be sought from current Academicians chosen to represent a range of disciplines and a variety of fields of interest.
8. Committee members will normally be appointed for a three year term. Members may be reappointed for one further term.

Tasks and Responsibilities

9. The Committee's tasks and responsibilities include:
 - Upholding the honour of the Academy through the process by which Academicians are elected.
 - Overseeing the whole Nominations process on behalf of Council and making recommendations to Council about any changes that need to be made.
 - Ensuring that all the required evidence about individuals being nominated, including independent reviews of the Application for Nomination from at least two peers, is made available to the Committee prior to the decision being made;

- Considering this evidence in the light of the criteria for election agreed by Council;
- Deciding, on the basis of the evidence and in an impartial way, whether each Nomination should be accepted or rejected.
- Making recommendations to Council on the individuals to be elected, including in each case a brief statement of the significant contribution made to social science by that individual.

Meetings

10. The Nominations Committee will meet twice a year, in January and July. Recommendations will be made to the March and October Council meetings of the Academy with the names of successful Academicians being announced at the Academy's AGM in June and the President's lunch in November.

Conflicts of Interest

11. If a member of the Nominations Committee has a close personal relationship with anyone being nominated, or is a colleague or work collaborator, this interest needs to be declared and the member should leave the room when that nomination is considered.

Authority

12. The recommendations of the Nominations Committee will be endorsed by the Council unless the appropriate procedures have not been followed. In putting forward the recommendations, the Chair will need to confirm that all procedures were correctly followed.

Appeals

13. Any candidate whose Nomination has been rejected can appeal to Council on the grounds that there has been a failure of procedure but not for any other reason.

Re-nominations

14. Unsuccessful candidates would be considered for subsequent election if they were re-nominated.

(24.3.2008; approved by Council 16-09-08)

ACADEMY OF SOCIAL SCIENCES

AUDIT AND RISK MANAGEMENT COMMITTEE

TERMS OF REFERENCE

Committee's Role

1. The Audit and Risk Management Committee is a Committee of Council. It reports to Council, but is independent of the Council.
2. Its remit is to provide oversight and advice to the Council on the effective functioning of the Academy in relation to:
 - financial processes
 - risk management, including lack of sufficient resources; employer/employee relationships; and risks to the Academy's reputation.

Membership and Chair

3. The Committee shall have a maximum of seven members, the majority of whom will not be members of the Academy's Council.
4. A quorum will be three members, two of whom will not be members of the Council.
5. The membership of the Committee is at the discretion of the Council. Committee members will be sought from the Academy's Membership and others with appropriate skills and expertise. It is expected that the interests of both the Colleges will be reflected in the composition of the Committee.
6. Committee members will normally be appointed for a three year period. Members may be reappointed for one further term. The Chair will be a member of the Council and will be appointed by the Council.

Meetings

7. The Audit and Risk Management Committee will meet at least twice each financial year.
8. The Executive Director is expected to attend all Committee meetings. There will be at least one meeting a year with the Academy's Chair and Honorary Officers. This meeting will normally be in the autumn on the same day as an Audit and Risk Management Committee meeting. There will be a meeting in the spring to review the Academy's accounts once they have been agreed by the Independent Examiner and before they go to Council.

9. Meetings of the Committee may be held as a telephone conference or similar mechanism so that all members participating in the meeting can hear or speak to each other. Business transacted in this way will have the same status as that of a meeting held with everyone physically present.

Authority

10. The Audit and Risk Management Committee is authorised by the Council to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee or Trustee of the Academy or any consultant, other provider of services, or independent professional adviser.

11. A resolution in writing, signed by all the members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee.

Responsibilities

12. Subject to any general or particular direction that may from time to time be given by the Council, the Audit and Risk Management Committee will:

- consider the Academy's arrangements for internal audit, including its accounting policies, and will ensure that all significant losses are properly investigated;
- consider the nature and scope of the annual independent examination and monitor the performance of the Independent Examiner
- examine any External Auditor's Management Letter prior to its submission to Council.
- review the response of the Council to any audit recommendations made by the Independent Examiner;
- as necessary, provide advice to the Academy's Annual General Meeting on the appointment of the Independent Examiner and the annual audit fee;
- establish and keep under review a formal and clear procedure for the identification and reduction of the risks faced by the Academy;
- implement and keep under review a detailed Risk Assessment of the Academy, through the Council and its Committee structure, to identify potential areas of risk and control the process by a system of direct reporting;
- establish and keep under review the Academy's mechanisms for Members, both individual and corporate, and employees to raise concerns, in confidence, about possible wrongdoings (financial or otherwise).

13. The Audit and Risk Management Committee will forward the minutes of its meetings to Council and identify any issues of concern that they raise. The Committee will also present an annual report to the Council.

(Revised 3.6.08; approved by Council 16-09-08)

APPENDIX 6

MEMBERS OF COUNCIL ON 27 JUNE 2007

Appendix 6A

Council Members appointed by the College of Academicians in office
at the date of adoption of these Articles (**Rule 8.7**)

<u>Name</u>	<u>Year of the AGM at which his/her term of office will expire</u>
Dr Bob Blackburn	2008
Professor Philip Davies	2009
Mr Michael Jacobs	2009
Dr Janet Lewis	2009
Professor Richard Munton	2008
Professor Elliot Stern	2008

Appendix 6B

Council Members appointed by the College of Learned Societies in office
at the date of adoption of these Articles (**Rule 8.8**)

<u>Name</u>	<u>Year of the AGM at which his/her term of office will expire</u>
Professor John Benyon	2009
Professor Martin Conway	2009
Professor Miriam David	2009
Professor Mike Danson	2009
Professor John Gardner	2008
Professor Nigel Gilbert	2009
Professor Henrietta Moore	2008
Ms Ceridwen Roberts	2008
Professor John Urry	2009