**Norman Lockyer Observatory Society**

Members’

Rule Book

November 2014

www.normanlockyer.com

This rule book is issued by the Board of Directors of the Norman Lockyer Observatory Society (NLOS) to explain the aims and objectives of the Society, its legal basis, the procedures for its proper governance, rules for the operation of interest groups within the Society, and the responsibilities and conduct of members.

The legal basis of the Society is set out in the Memorandum and the Articles of Association. The Rule Book provides a summary of the legal basis and outlines the procedure for the proper governance of the Society. It also provides a set of rules for members and interest groups to assist in effective operation of the Observatory in a manner consistent with the legal basis and ethos of the Society.

In any interpretation of these Rules or in the event of dispute, the provisions of the Act and of the Memorandum and Articles of Association take precedence.

Notwithstanding the legal background, it is important that members appreciate that the Society is an association of people brought together through common and overlapping interests. The smooth running of the Society for the benefit of all members requires that members are mindful of their responsibilities to the Society and respectful of the needs and interests of other members.

LEGAL BASIS

1. The Society is incorporated in England & Wales under the Companies Act 1985 as a Private Company Limited by Guarantee, Registered No. 3048646 and as a Registered Charity, No. 1048807.
2. By a Lease DN19124, dated 2nd October 1995, the Society has leased the site and buildings of the Norman Lockyer Observatory, Salcombe Hill, Sidmouth, from East Devon District Council for the term of thirty years from 1st October 1995. A supplemental lease, DN361472, granted in 2006 commensurate with the building of the Donald Barber Lecture Theatre, provides for a ten year extension until 30th September 2035. The Society has entered into an agreement with East Devon District Council to provide for a joint Management Committee of the Society and the Council to assist and advise in the running and management of the Observatory.
3. The aims and objectives of the Society and its legal basis are set out in the Memorandum and the Articles of Association, both of which may be viewed on the official website of the Society.

 AIMS AND OBJECTIVES

1. As defined in Clause 3 of its Memorandum of Association, the Society is established to:

*". . . promote, develop and encourage public education in, awareness and study of science, engineering and technology, science education and research and the recreational study of science; especially sciences related to astronomy and all forms of communication,*

*…..advance the education of the public in the achievements of Sir Joseph Norman Lockyer (1836 - 1920), his son, Dr William James Stewart Lockyer (1868 - 1936) and their contemporaries and associates in the advancement and development of astronomy, astrophysics and allied sciences, and in archaeology, meteorology, scientific and literary journalism, and in the development of international understanding and co-operation in science, and all means of communication between peoples, and to encourage the study of and research in these topics . . . "*

 MANAGEMENT STRUCTURE

1. The responsibility for the management of the Society, its contracts, financial administration and fulfilment of its statutory obligations rests with the **BOARD OF DIRECTORS**. The election and retirement of directors is governed by Paragraphs 49 to 56 of the Society's Articles of Association. Among other things, these provide for the directors to be elected by the members at the Annual General Meeting of the Society and for one third of the Directors to retire annually by rotation.
2. The procedures for calling and for the conduct of general and extraordinary meetings, the nomination and election of Directors, and for voting on resolutions are summarized in Annex A.
3. Directors are appointed for a term of three years after which they may offer themselves for reappointment.
4. The Board may exercise all the powers of the Society. Only the Directors may enter into contracts or receive or disburse monies in the Society's name. Contractual and financial instruments obligating the Society shall be signed by any two directors or, if required by law, by the Chairman and Company Secretary.
5. Directors have a duty to act in the interests of the Society as a whole rather than to represent the interests of any group of members.
6. A Director shall not vote at a Board meeting, or any committee of Directors, on any matter in which he has an interest or duty which may conflict with the interests of the Society.
7. The Board may at its discretion appoint **MANAGERS** to act in organizational or supervisory capacities including the care and maintenance of the Society's technical equipment and archives, the organization of educational courses, the supervision of security and safety measures and for other purposes as may be necessary from time to time.
8. The Board may also appoint **HONORARY ADVISERS**, being persons of recognized achievement in professional, business or academic capacities relevant to the objects of the Society and who are willing to assist in furthering the Society's interests. The Board, similarly, may confer upon such Advisers, and in rare cases upon other deserving persons, the status of **HONORARY ASSOCIATE OF THE NORMAN LOCKYER OBSERVATORY**, permitting participation in the Society's activities and use of the Observatory's facilities. Advisers and Associates shall not have any executive responsibility, duties or voting rights but they may, if they so wish and by the appropriate application, become full members of the Society acquiring thereby the rights and responsibilities of ordinary members. An appointment as Honorary Adviser shall cease if and while the appointee holds elected or other office in the Society, and that of Honorary Associate shall cease if the appointee becomes a full member of the Society.

 MEMBERS

1. The Society provides resources by which members can develop their studies and pursuits in astronomy, communications and related sciences and help in fulfilling the Society's charitable purposes, namely, the encouragement of public interest and education in these and other matters as set out in the Memorandum of Association.
2. The Classes and Conditions of Membership are as follows.
3. **FULL ADULT MEMBERS AND GUARANTORS**. Full membership may be given to those who are able to enter into the contractual undertaking necessary to be a guarantor of the Society and on payment of the appropriate annual subscription. Full members, being members of the Society, may vote in elections of the directors, and all or any constituent committee(s) to which they are admitted to membership and on all elective matters relating to the Society's articles.
4. **JOINT MEMBERSHIP** is available to two partners, both of whom must be guarantors, at a reduced subscription. Both partners have full voting rights.
5. **STUDENTS** of the Norman Lockyer Observatory Society. Studentship may be given to all bona fide students, minors and others who may not enter into contractual undertakings, but who seek to take advantage of the facilities offered by the Society, on payment of the appropriate annual subscription. Students may not vote in the election of directors, or on matters relating to the Society's articles. The Society welcomes children over the age of eight years but requires any child under the age of sixteen to be under the care and supervision of a parent or guardian while on the site.
6. **HON. MEMBER, HON. LIFE MEMBER, HON. PRESIDENT, HON VICE PRESIDENT**. Persons, whether members or not, whom the Society wishes to honour in recognition of their services to the Society or to science may be elected at a general meeting to any of these classes of membership. These members will have right to vote in elections of directors or on all matters concerning the Society's affairs, including its articles of association, as full members provided that they have made declarations as guarantors.
7. The liability of Full Adult Members is limited to their undertaking to pay a sum not exceeding £10 in the event that the Society has to be wound up. The form of guarantee is set out in the application for membership. Additionally, members shall pay an annual membership subscription for use of the Society's facilities. The subscription may be varied on proposal of the Board of Directors with approval of members at a General Meeting of the Society. Annual subscriptions cover the Society's financial year, 1st April to 31st March. Subscriptions are due to be paid within one month of the start of each year or, in default of such payment, within two months of a notice issued by the Membership Secretary, after which membership shall be deemed to have lapsed if the dues remain unpaid.
8. Members also undertake to assist the Board in meeting the Society's obligations to operate the Norman Lockyer Observatory for the public benefit in accordance with the agreements entered into with East Devon District Council and/or other authorities. This means that members, where possible and as far as reasonable in their circumstances, are expected to participate in the staffing rota for public openings, group visits and special events.
9. The members' meeting room, library facilities and lecture room are provided subject to reservation. The room may be required from time to time for Interest Group or Society meetings, for teaching purposes or to give access to the Radio Room by visitor groups and when the Observatory is open to the public.
10. Members individually may at any time through their Interest Group representatives (see below), or in writing through the Secretary of the Society, raise matters for consideration by the Board. In regard to matters of importance that cannot be settled through these channels, members, in procedures set out in Annex A to these Rules, may requisition a resolution to be put before the AGM or an extraordinary general meeting of the Society to consider a resolution put before it.

 GENERAL RULES

The following general rules apply in all areas of the Observatory.

1. The conduct of members and students on the Society's premises shall at all times be consistent with the character of the Observatory as a centre for science and technology continuing in the tradition established by Sir Norman Lockyer and his associates.
2. Interest Groups (see below) and individual members should be respectful of the needs and interests of other Groups and members, and should cooperate to avoid conflicts of interest.
3. All members are expected to be attentive to the needs and interests of members of the public and other groups visiting the Observatory.
4. The interiors of all buildings, domes and outbuildings at the Observatory are designated NO SMOKING areas.
5. All members have a duty to challenge behaviour that is inconsistent with the rules and character of the Society.
6. In the interests of the membership as a whole, the Board has a duty to discipline members who wilfully disregard the rules of the Society or who otherwise bring the Society into disrepute. For minor transgressions, the Board may give a verbal or written warning. In more serious cases, or for repeated instances, a member may be suspended by a simple majority decision of the Board. The suspension may be for a defined period or be indefinite, and may include conditions that have to be met before reinstatement. A member may be expelled from the Society by resolution of the members, through a simple majority, at an extraordinary general meeting of the Society. The member so proposed to be expelled is entitled to make a statement at a meeting of the Society before the resolution is voted upon. The decision of the members is binding and no reasons for the expulsion need be given.

**INTEREST GROUPS**

1. Interest Groups for activities falling within the Society's objects and purposes may be established, subject to approval by the Board, upon application by members in sufficient number to ensure adequate performance of the proposed Group's aims and programme. Any such approval by the Directors may be subject to conditions in order to avoid interference between the activities of groups.
2. Membership of interest groups is limited to fully paid-up members of the Society.
3. Members are entitled to attend meetings of any or all of the Interest Groups. However, active participation and the use of equipment by members attending any Group are subject to each Group's own requirements for registration, training or qualification.
4. As of November 2014, the following Interest Groups are recognized and approved by the Board:
* The Astronomy Group, comprising the Observers, the Astrophotography Section, the Spectroscopy Section and the Astroscouts;
* The History of Science Group
* The Radio Astronomy Group
1. Each Group shall determine its own programme of activities and may elect a Chairman and Secretary together with such committee as it may decide. Groups and members may combine for particular projects.
2. Interest Groups shall operate in accordance with this Rule Book. Where there is a need for more detailed rules, for example in relation to training, use of facilities or maintenance of facilities, an Interest Group may promulgate its own set of rules. These shall be consistent with letter and spirit of the Rule Book and are subject to approval by the Board.
3. No additional subscription shall be imposed on members of Interest Groups unless specifically approved by the Directors. Any such approval will be subject to conditions which may include the maximum subscription that may be charged and the keeping of satisfactory accounts.
4. Proposals for the purchase of capital equipment may be made by interest groups to the Board of Directors and shall include a justification. Requests for minor expenses and consumables may be made to the Treasurer of the Society.
5. Use of the Observatory's facilities and other resources of the Society by Interest Groups are subject to co-ordination through the Chairman or Secretary of the Society, on behalf of the Board, and to such other regulations as may be issued by the Board from time to time.
6. In order to ensure compliance with planning and other regulations, no facilities or equipment may be erected on the site or attached to buildings without the consent of the Board.
7. No activity that has the potential to impact on the activities of other Groups or members shall be undertaken without the prior consent of the Board. The Board will require that there has been prior consultation with those likely to be affected
8. Each Group shall appoint a member to be responsible for measures coordinated by the Society's Safety Officer to ensure the security of the premises and to meet the requirements of the Health & Safety Act in regard to members and the public. All mains-operated electrical equipment shall be PAT tested before being used on the site.
9. Members bringing any personal items or equipment for use or storage on the site are responsible for ensuring that they are safe for use or storage. They should also be aware that any such items are brought onto site at the owner’s risk.
10. For the purposes of the Society's annual report, each Group shall submit to the Board an account of its activities and achievements to be presented at the AGM.

For and on behalf of the Board of the Norman Lockyer Observatory Society.

David Strange Richard Crisp

Chairman Company Secretary

 **November 2014**

**ANNEX A**

**GENERAL MEETINGS & PROCEDURES**

Note: The definitive legal provisions are contained in the Articles of Association and the Companies Acts 1985 / 9. Subject to the foregoing, the following is presented in good faith as a summary extract of procedures applicable to the Society. The attention of members is also drawn to the "Members and Management" footnote to this Annex.

**GENERAL MEETINGS**

1. General meetings of members for the transaction of Society business shall be of two kinds:
2. the annual general meeting (AGM)
3. extraordinary general meetings, being any general meeting other than the AGM.
4. Notices and promulgation of information to members on matters related to meetings, resolutions and the appointment of directors will be by email and by notice on the Society website. It is the responsibility of members to ensure that any change of email address is advised to the Secretary.
5. The quorum shall be five persons entitled to vote, each being a member or a proxy for a member.
6. The chairman of the directors shall preside, or in his absence another director and if no such director is available a chairman shall be chosen from among the members entitled to vote.
7. The chairman's determination of the outcome of a vote shall be final and conclusive and a record in the minutes of the meeting shall be evidence thereof.
8. Minutes shall be made of the proceedings of all general meetings and kept at the Society's office. Minutes shall be open to the inspection of any member.

**ANNUAL GENERAL MEETING**

1. An AGM shall be held in each calendar year and not more than 15 months shall elapse between the date of one annual general meeting and that of the next.
2. The AGM shall be for the purpose of (a) consideration of the accounts of the Society and any documents annexed to them; (b) receiving the reports of the directors and of the auditors; (c) the election of directors in the place of those retiring; (d) voting on any resolutions: (e) the appointment / re-appointment of auditors; and (e) authorising the directors to fix the remuneration of the auditors.
3. Directors are appointed for a term of three years after which they may offer themselves for reappointment
4. Not more than 35 or less than 30 days before the AGM, the Secretary shall give formal notice to all members of the date of the AGM and invite nominations for appointment as director. The notice shall give details of
5. The current list of directors;
6. Directors who are resigning or retiring by rotation and willing to be reappointed;
7. The number of directors to be appointed at the AGM.
8. The information that is required to accompany any nomination.
9. The procedure for submitting resolutions.
10. Nominations for director shall be submitted to the Secretary not less than 21 days before the date of the AGM and shall include the requisite information.
11. Members representing not less than one twentieth of the voting rights of the Society may requisition the directors to give notice of a resolution that may be properly moved and which is intended to be moved at the AGM and to circulate a statement of not more than 1000 words with respect to the matter referred to in the proposed resolution. The resolution shall be communicated to the Secretary not less than 21 days before the date of the AGM.
12. Not less than 14 days before the AGM, the Secretary shall give notice of the agenda, any resolutions, and a list of candidates for appointment or reappointment as Director, along with the supporting information provided for each candidate and proxy voting forms for those unable to attend the meeting.
13. A completed form of proxy shall be sent so as to be received by the Secretary not less than 48 hours before the time for holding the AGM.
14. Voting on the appointment of directors will be conducted by poll (that is by a poll of the whole membership and not just those attending the AGM).
15. Voting on ordinary resolutions at the AGM shall be by poll. The result shall be decided by a simple majority. For the purpose of counting votes by poll on the appointment of directors or on resolutions, the chairman shall appoint two scrutineers.
16. In the event of an equality of votes, the Chairman shall be entitled to a casting vote.

**EXTRAORDINARY GENERAL MEETINGS**

1. Members holding not less than ten percent of the voting rights of the Society may require the directors to convene an extraordinary general meeting for the purpose of voting on a special resolution. A special resolution being a resolution which, if passed, would require a change to the Articles of Association.
2. The directors shall proceed to convene such a meeting to be held not later than eight weeks after receipt of the requisition and at least 21 days notice shall be given.
3. To be passed, a special resolution requires a majority of 75% of the members of the Society.



 **ENDNOTE**

**DUTIES OF DIRECTORS**

As noted in the Rules, Directors have a duty to act in the interests of the Society as a whole rather than to represent the interests of any group of members. This can lead to misunderstandings where members may feel that having elected a person to be a Director, that person does not act in accordance with the member’s wishes or interests.

It should be appreciated that the directors are legally liable for the proper conduct of all aspects of the Society's affairs and administration in accordance with the Companies Acts 1985 /1989 and the Charities Acts 1992/1993. By contrast (see NLO Rule 17) the legal liability of individual members is limited to their undertaking to pay a sum not exceeding £10 in the event that the Society is wound up.

In "Company Law", 3rd Edition, Hodder & Stoughton, C. Thomas, LLB, Barrister-at-Law, states, page.121:

"The articles of the majority of companies delegate (the power of management) in words similar to Art. 70 (NLO Society, Art. 46 ) :

'the business of the company shall be managed by the directors who may exercise all such powers of the company'

The (members), having given these powers to the directors, cannot then override the directors' discretion".

Similarly, "Halsbury's Laws" (ed. the Lord Hailsham, formerly Lord High Chancellor) Vol. 7(1) Companies, paragraph 619, states:

". . . a numerical majority of the shareholders (members) insufficient to alter the articles cannot, in the absence of any provision in the articles reserving appropriate power, impose its will on the directors as regards matters so entrusted to them . . . the shareholders (members) are not enabled, by resolution passed at a general meeting without altering the articles, to give effective directions to the directors as to how the company's affairs are to be managed, nor are they able to overrule any decision reached by the directors in the conduct of company business . . . "

In order that the Society’s affairs can be managed effectively in the interests of the membership, members are encouraged to bring to the attention of Directors any concerns or suggestions they might have concerning the management and operation of the Society. For minor matters this can be done informally with individual directors or, for matters of importance or where a member feels that his / her comments have not been given adequate consideration, by correspondence with the Secretary who will then bring the matter to the attention of the full board.