



CONSTITUTION

Revised and ratified by the
Annual General Meeting of Members, 30 November 2018

GENERAL

1. Name The name of the society is the 'Royal Asiatic Society China' – commonly abbreviated to 'RAS China.' It serves Mainland China, and reconvenes the activities of the previous body known as North China Branch of the Royal Asiatic Society that was founded in Shanghai in 1857. RAS China is established as a branch of the Royal Asiatic Society of Great Britain and Ireland but has a completely separate governing body. RAS China is located in Shanghai.

2. Objectives The objectives of RAS China shall be the cultural education of the general public, the furtherance of scholarship and the fostering of international understanding, through the development and dissemination of knowledge of Asia (particularly Mainland China), including without limitation the increase of knowledge, understanding and appreciation of any matters of historic, anthropological, archaeological, artistic, architectural, aesthetic, scientific or other related interest. In furtherance of these objectives, but not beyond or otherwise, RAS China shall have power to arrange lectures, meetings, discussions, visits and field trips whether inside or outside China, to issue a Journal and any other publication as appropriate, to maintain a library collection and to do such other things as may be conducive to the attainment of the said objectives.

3. Chapters RAS China may have sub-groups or 'Chapters' active throughout Mainland China. Each Chapter shall be referred to as 'RAS China – [City].' Each chapter has the authority to, but not an obligation, to appoint a representative who communicates with RAS China in as much as is beneficial to either the local Chapter or RAS China. Such Chapters have the authority to disengage from RAS China at any time and for any reason. When so doing, the Chapter name shall no longer include RAS China.

Each Chapter shall abide by the objectives and general rules set forth in this Constitution. Each Chapter has the power to recruit its own Members, elect its own Officers and Councilors and adopt its own logo. In addition each Chapter has the authority to adopt, and from time to time change as necessary, its own rules and Standard Operating Procedures (SOP) governing, but not limited to, such matters as delegated by this Constitution to individual chapters.



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4. Constitution RAS China reserves the right to enact and approve the RAS China Constitution. Chapters have the right to submit amendments to the Constitution to the Council of RAS China, which will review these, and determine whether to bring them to the Annual General Meeting of RAS China Annual General Meeting for approval. The decision of the RAS China Council is final.

5. Members A person or institution interested in promoting the aims of RAS China and willing to abide by its rules may apply to be an ordinary Member (Member) of RAS China, one of its Chapters, or both. The relevant Council (see Articles 11 and 12 below) shall in its reasonable discretion have the right to refuse an application for Membership. The decision of Council is final. Within a reasonable period of time a Councilor of the relevant Council shall notify the prospective Member with regard to his/her application.

Members shall have 1) the rights and privileges conferred by this Constitution, 2) a copy of the Constitution, 3) one vote at the General Membership or Extraordinary Membership Meetings of RAS China or their resident Chapter, and 4) the right to attend discussions and other activities of RAS China and its Chapters. Members have the obligation to be of good character, to promote the general goals of RAS China and the specific goals of their resident Chapter, and to pay subscriptions according to their type of Membership. Membership may be terminated by Council on a case-by-case basis if a Member fails to fulfill such obligations. The decision of the relevant Council is final.

6. Monies No dividend, division or bonus in money or in-kind shall be made unto or between Members of RAS China or its Chapters. Subject only to Article 18f below, the property and funds of RAS China and of each of its Chapters shall be applied solely towards the promotion of the objectives of RAS China.

7. Rules and Standard Operating Procedures The Council of RAS China and the Council of each Chapter have the authority to determine, and from time-to-time amend/change, rules and standard operating procedures that govern specific aspects of each individual organization's operation. This document specifies areas in which each organization is authorized to exercise such authority.

MEMBERS

8. Members shall consist of various categories of ordinary Members, "Members," and be accepted for membership as determined, and from time to time changed, by each Council. The annual term of membership for all Members and the subscription rate for each category of membership shall be as from time to time determined by each Council. Each Council shall have the power to reduce, remit or postpone



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the payment of the subscription payable by any Member whose circumstances render such a course necessary or desirable. The Council's decision is final.

9. Honorary Members, including Honorary Officers, and Institutional Members are special categories of membership. Each Council has the authority to appoint such Members/officers according to procedures determined, and from time to time changed, by each Council. In general such Honorary Members/officers neither pay membership fees nor have a vote either on Council or at the Annual General Membership or Extraordinary General Membership meetings. However such Honorary Members/officers shall be entitled to such rights and benefits as determined, and from time to time changed, by each Council. Each Council has the authority to review and change the status of persons designated under all previous Constitutions as Honorary Officers or Honorary Members.

AFFILIATED MEMBER PRIVILEGES

10. RAS China invites any Member in good standing of any other Royal Asiatic Society globally to temporarily access our research facilities and attend events at Member rates.

COUNCILS

11. Officers The Officers of RAS China and its Chapters shall be appointed following nomination and approval by Council, and ratified by a majority of ordinary Members attending the particular organization's Annual General Meeting (AGM) or voting by proxy. Officers appointed by Council may serve on an interim basis until the next AGM.

RAS China and each Chapter shall have some or all of the following officers. Each Officer is a voting member of Council. One person may hold two offices concurrently but shall not be entitled to an additional vote at meetings of Council:

- a. President: Official representative of the Council and RAS China;
- b. Vice-President: Second official representative of the Council and RAS China;
- c. Membership: Oversees membership strategy, particularly goals for membership size, regularly reports to Council (and annually to the AGM) our membership situation and strategies;
- d. Treasurer: Lead responsibility for the financial health, and for promoting financial strategies to further strengthen, RAS China. Reports financial position (including income statement) and strategies to the Council monthly and to the AGM;



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- e. IT: leads our tech environment, with a primary goal of empowering content providers and the membership officer;
- f. Secretary: responsible for RAS China documents, for organizing the monthly Council meetings and for all documents required for the AGM.

From summer of 2017, RAS China has maintained its library and functional headquarters at The House of Roosevelt (THOR), Bund #27, Shanghai. Given the importance of our relationship with THOR, The RAS China Council has created the officer role of THOR Liaison as of September 2018, with full Council membership.

12. Councilors The Council of RAS China and of each Chapter shall be elected from among Members and have the power to adopt, and from time to time change, its rules regarding such matters as 1) number of Councilors, 2) co-opting of Members to serve as additional Councilors between Annual General Meetings, 3) past President's role as Councilor, etc. Councilors include all Officers of the Club (as indicated in Article 11 above) and all content leaders as indicated in 12a and 12b below: Journal editor, librarian(s) and conveners.

12 – a: RAS China recognises that, in support of our objectives (stated in item 2 of the Constitution), our content leaders represent the essence of our Society. These content leaders include the Journal Editor, our Librarian(s) and our Conveners, of focus groups and such.

12 – b: Each of these content leaders is approved by Council, subject to ratification by the general membership at the AGM, for a term of one year, and eligible to stand for reappointment, indefinitely, subject to article 14 below. Content leaders become voting members of Council once Council has approved their service in the role. (Exception: we welcome PRC nationals to serve as Conveners, but because PRC nationals cannot be members of RAS China, due to our understanding of government preference, PRC nationals who become Conveners do not gain a vote on Council.) RAS China welcomes innovation in content, and therefore proposals for new focus groups and conveners, subject to these Articles.

13. Ex Officio Members Each Chapter, if it so wishes, may designate one Officer or Councilor to serve Ex Officio on the Council of RAS China. Such an Ex Officio Councilor shall not have a vote. The immediate past president of a Chapter Council may, if he/she so wishes, serve one additional year Ex Officio on the Council of RAS China.



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14. Term of Office, Term Limitations Each Council shall have the authority to determine, and from time to time change, its rules regarding term of office and term limitations.

15. Reelection of Officers and Councilors Each Council shall have the authority to determine, and from time to time change, its rule regarding reelection of Officers and Councilors.

16. Remuneration and Reimbursement No Councilor or Officer, apart from those employed under Article 18f, shall be remunerated for their office or services. Councilors acting for the benefit of RAS China shall be eligible for reasonable compensation for administrative expenses as determined by the Council on which they serve.

17. Powers The business and affairs of RAS China and its individual Chapters shall be vested in its Councils, which may exercise all such powers as are not by these rules required to be exercised in a Annual General Meeting or otherwise proscribed.

Except where mandated by this Constitution, or by a resolution passed at an Annual General Meeting or an Extraordinary General Meeting of RAS China, The Council of RAS China and the Council of each Chapter shall be responsible for, and shall manage its organization's business including 1) local membership administration and collection of fees; 2) designation of Council 'portfolios' and sitting Councilors to fill; 3) local programs of events; 4) appointment of committees; 5) management of publications and 6) local library and/or media collections. Without prejudice to the General Powers conferred upon each Council, and subject to the provisions of this Constitution on the delegation of authority, it is expressly declared that each Council shall have the following powers:

- a) To administer the property, assets and trusts of the individual organization (RAS China or Chapter) and to employ such person or persons as may be necessary for the purpose;
- b) To accept or decline donations whether in money or in kind on behalf of RAS China/their Chapter;
- c) To dispense money by way of scholarships, grants or other categories of charitable disbursement in fulfilment of the objectives of RAS China and to make rules and regulations to regulate such disbursements;
- d) To make, enforce, amend and repeal such regulations as may be necessary for the conduct of ordinary business;
- e) To appoint a substitute to act during the temporary absence of any officer.



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- f) To enlist the voluntary, or remunerated services, of either a Member or non-member to fill a role central to fulfilling the organization's objectives. Non-Council members holding such positions may attend Council meetings, but shall not have a vote.

18. Council Meetings Each Council shall have the authority to determine, and from time-to-time change, its rules governing Council meetings: 1) quorum required to conduct business, 2) the number and frequency of ordinary council meetings, 3) the time frame within which such meetings are held, 4) in the absence of the President, the procedure for determining who will chair the meeting, etc.

- a) All Council meetings shall have an agenda, minutes of the previous meeting to be kept on record, the opportunity for discussion of each point, and a vote or general agreement on matters arising.
- b) All matters shall be determined by a majority vote by a show of hands or, if requested by any Councilor present at the meeting, a secret written ballot. In case of a tie, the Chair shall have a second or tie-breaking vote. A quorum is required for the approval of any resolution.

19. Special Meetings The President or, in his/her absence, a Vice President or Secretary, or in the absence of all of the preceding any three Councilors acting concurrently may summon a Special Meeting of the RAS China Council by an electronic or telephone notice to all and every one of the remaining Councilors.

GENERAL MEMBERSHIP MEETINGS

20. Annual General Meeting (AGM) An Annual General Meeting of the Members of RAS China and each Chapter shall be held in November of each year for the following purposes:

- a) To receive the reports of the President of RAS China and the Chapter on activities during the preceding year;
- b) To receive the Treasurer's report including balance sheet, statement of accounts, statement of receipts and expenditures of RAS China or the Chapter to date as determined from time to time by each Council;
- c) To be shown for approval RAS China or the Chapter's budgeted Income & Expenditure for the coming year;
- d) To shown for approval any business of RAS China or the Chapter requiring vote of the Membership.
- e) To elect Officers and Councilors of RAS China or the Chapter;



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- f) To appoint an Auditor(s) if deemed necessary by the Council of an individual (RAS China or Chapter);
- g) To participate in a social function or receive a learned communication if so desired; and
- h) For any other purpose that a Council shall have determined appropriate or necessary.

21. Convening Annual General Meeting (AGM) There shall be no limit to the number of Members who can stand for election as Councilor or for election to any one office. Each Council shall have the authority to determine, and from time-to-time change, its rules governing procedure for convening its AGM covering such matters as 1) timing of call for nominations of Officers and Councilors, 2) timing of notice of AGM to Members, 4) meeting agenda, 3) notifying Members of slate of Officers and Councilors standing for election, quorum required for acting on resolutions, etc.

22. Extraordinary General Meeting (EGM) An Extraordinary General Meeting shall have all the powers of an Annual General Meeting. An EGM may be called for at any time by a Council or by a written notice addressed to the Secretary specifying the purpose of the meeting and signed by a minimum number of Members whose then-current subscriptions have been duly paid and who are otherwise in good standing. Each Council shall have the authority to set, and from time-to-time change, the minimum number of required signatures as appropriate for the particular organization. The order of business shall be conducted as for the AGM of RAS China or the Chapter.

23. Convening Extraordinary General Meeting (EGM) Each Council shall have the authority to determine, and from time to time change, its rules governing procedure for convening an EGM covering such matters as 1) timing of notice of EGM to Members, 2) quorum for acting on proposed resolution(s), etc.

An EGM may be conducted electronically with full and proper announcement to Members, followed by circulation of all relevant comments and discussion and an electronic vote on proposed resolution(s) monitored by two Members appointed by Council. There shall be a three-week minimum for completion of such a procedure.

24. Presiding Officer At all AGM and EGM, whether physical or electronic, the President, or in his/her absence a Vice President, shall preside. In the absence of both the President and Vice President, the Members present at the meeting may elect their own chair through a majority show of hands, or, in the case of an electronic meeting, Council shall appoint one of its Councilors to preside.

25. Approval of Resolutions



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At all Annual and Extraordinary General Meetings, resolutions shall be put to the vote and decided on a show of hands, a secret ballot by a majority of Members present or tabulation of electronic votes by two Members appointed by Council. Every Member shall have one vote; and in cases of a tie, the Chair shall have a second or tie-breaking vote. Each Council shall have the authority to determine, and from time to time change its rule regarding minimum number of affirmative votes required to pass a resolution.

EVENTS

26. Events shall occur throughout the year at such times and at such intervals as a determined, and from time to time changed, by each Council as appropriate for the particular organization. Members and the general public shall be entitled to attend events. Each Council may in its discretion determine, and from time to time change, its rules regarding attendance fees.

PUBLICATIONS

27. The publications of RAS China are at the core of its objectives and are one of its distinguishing features. The proceedings or transactions of RAS China and its Chapters including papers, illustrations, notices of books and any other notes communicated to it and approved for publication may be published. All written material shall appear in English except as deemed essential for the dissemination of crucial information.

28. Management The Council of RAS China shall be responsible for management of RAS China publications including the RAS China Journal (Journal). Chapters have the authority to independently produce their own publications. The Council of RAS China and each Chapter Council has the authority to adopt and from time to time change its own rules regarding publishing and republishing.

29. RAS China Journal The Council of RAS China shall appoint the Journal Editor from among Councils. The Editor shall decide which papers to accept for publication in the Journal and may determine the date they shall appear in print. The Journal, in part or whole, may be reproduced on the website of RAS China and on the website (if any) of each Chapter, subject to conditions determined by the RAS China Council.

Every Member of RAS China shall be entitled to one copy of the Journal, either free or at cost, as determined, and from time to time changed, by the RAS China Council.



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The Journal shall be made available to Chapters for distribution to Chapter Members. A fee may apply as determined, and from time to time changed, by the Council of RAS China or a Chapter's Council.

30. Other Publications All other publications of RAS China shall be made available to its Members and to its Chapters for distribution to Chapter Members. Fees may apply as determined, and from time to time changed, by the Council of RAS China or by the Council of a Chapter.

31. In furtherance of the objectives of RAS China, its Council may present copies of the Journal and other publications to such schools, universities, educational institutions in or outside China and to such learned societies and distinguished persons, as such Council shall at its discretion determine. Any copies remaining may at the discretion of the Council of RAS China be sold at such prices as may from time to time it may determine.

ACCOUNTS

32. Fiscal Year The Council of RAS China and each of its Chapters shall have the power to determine, and from time to time change, its fiscal year.

33. Accounts RAS China and its Chapters shall each maintain separate and independent financial accounts. The Treasurer of each organization shall be responsible for maintaining the the particular organization's financial accounts.

34. Stocks, Securities and Checks Unless otherwise determined by the Council of RAS China, all checks and all forms dealing with disbursements and the purchase or sale of securities, stocks or shares (if any) registered in the name of RAS China or of a Chapter shall be signed on behalf of either RAS China or a Chapter, as appropriate, by any two of the following persons – President, Vice President, Secretary or Treasurer or by one of them together with such persons as may be authorised by the RAS Council or Chapter Council, as the case may be. All endorsements shall be made by any one of the aforementioned persons. Major ready cash disbursements for the on-going business of RAS China or one of its Chapters shall be approved in advance by Council of the appropriate organization.

AMENDMENTS TO CONSITUTION

35. No amendment shall be made which would alter the objectives of RAS China as stated herein, or have the effect of causing RAS China to cease operation.



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36. Amendments to this Constitution shall be proposed in writing to the RAS China Council by Members in good standing or by Chapter Councils. RAS China Council shall determine whether or not to bring such amendments to the next Annual General Meeting or to an Extraordinary General Meeting of RAS China. All Members shall receive electronic notice of the proposed amendment(s). After due discussion during an AGM or EGM (either physical or electronic), such amendment(s) may be approved by a three-quarter majority of Members entitled to vote. 'Entitled to vote' is defined as all members in good standing who either a) vote at the AGM or EGM, or b) cast either an absentee or proxy ballot.

37. Any amendment approved by such a meeting shall come into force on the date resolved by the meeting. All Members shall receive electronic notice of action on the proposed amendment(s).

DISSOLUTION

38. RAS China or any of its Chapters may be wound up on the resolution of the corresponding Council and confirmed by a resolution passed by a majority of not less than three-fourths of the Members present and voting thereon at an Annual or Extraordinary General Meeting, of which due notice specifying the intention to propose the resolution has been given. Such resolution shall give instructions for the disposal of any assets held by or in the name of RAS China or the relevant Chapter, provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed to or among the Members but shall be given or transferred to such other recognised charitable institution or institutions having objectives similar to those of RAS China and if and insofar as effect cannot be given to this provision then to such other charitable purpose as the Members may resolve.

INTERPRETATION

39. This Constitution shall be governed and construed in accordance with the laws of the People's Republic of China, and the PRC's courts shall have exclusive jurisdiction over any matter concerning the Society or its rules.