



The
Royal Society
OF VICTORIA
Promoting science since 1854

The Royal Society of Victoria

Incorporated

ABN 62 145 872 663

BY-LAWS

Adopted by Council, 18 October 2021

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Membership By-Laws

1. Membership

The Society shall consist of:

- (a) Ordinary Members
- (c) Fellows
- (d) Life Members (superseded)
- (e) Student Members
- (f) Organisational Members

2. Ordinary Membership

A person who applies and is recommended for Membership under Rule 5 by the Membership Committee as a sub-committee of Council and approved by Council.

3. Student Membership

A person who is attending full-time any tertiary or secondary educational institution recognised by the Council may apply to be a Student Member. A Student Member shall, except as otherwise provided in these By-Laws, have the same privileges and obligations as Ordinary Members except for the right of voting, of eligibility for office, or of proposing new Members or associates.

A Student Member shall, on completing his or her tertiary education, notify the Honorary Secretary and transfer to Ordinary Membership.

4. Fellows

- (1) The Council may, by the vote of an absolute majority of the Council, resolve to invite a person to be a Fellow of the Society on the following grounds;
 - (a) Currency in tenure, authority and influence within research, industry or community networks;
 - (b) Recognised leadership within a domain of expertise relevant to the Royal Society of Victoria's role and mission;
 - (c) Capacity to directly mentor, or broker mentorship, for younger RSV members based on participation in active professional enterprises and networks;
 - (d) Demonstrated ability to translate scientific work/knowledge into tools and techniques for purposeful use by the broader society.
- (2) Nominations for Fellowship will be assessed by a panel comprised of current Fellows, with an equal number of women and men. Non-binary gender identities may occupy the place of either a woman or a man on the panel.
- (3) The appointment of a Fellow has effect from the time when the nominee has fulfilled any conditions precedent to the Fellowship and has accepted the invitation referred to in By-Law 4 (1).
- (4) Once appointed, a Fellow will adopt the rights, privileges and obligations of a Full Member of the Society; if the Fellow is already a Member of the Society, their Membership category will be upgraded to "Fellow." Subject to the conduct requirements that govern all Members as

described in the Society's Rules, Fellowship is a lifetime appointment; no annual membership subscription fees are payable so long as the Fellow sustains their obligations as a Member.

- (5) In return for the Society's recognition of standing and amplification of influence, a Fellow will be obligated to provide the Society, its members and public programs with access to the Fellow's disciplinary insights and active networks, calling on the Fellow to represent the Society as spokesperson on matters of subject-matter expertise on a case-by-case basis. On retirement from active duties within their represented sector, a Fellow may likewise retire from active duty with the Society by adopting the status of 'Emeritus Fellow.'
- (6) Fellows must be appointed:
 - (a) in equal proportions to one of four sectors, these being; Academia, Government, Industry and Community.
 - (b) in multiples of two, in equal numbers of women and men. Non-binary gender identities may occupy the place of either a woman or a man.
 - (c) to a disciplinary or thematic domain of expertise with relevance to the Society's role, mission and current scope of inquiry.

5. Organisational Membership

- (a) A corporate body may become a Member of the Society and shall be known as an Organisational Member.
- (b) An Organisational Member shall appoint a person as its representative for the purposes of the Society and may appoint a second person to act as its representative for the purpose of the Society as a proxy where the first-mentioned person is absent or unavailable. The Organisational Member may remove any person so appointed and may appoint another person in their place.
- (c) Subject to these By-Laws, an Organisational Member shall have the same privileges and obligations as an Ordinary Member except that it shall not have the right of eligibility for office, Membership of the Council nor proposing new Members.
- (d) The representative of an Organisational Member appointed under (b) of this By-Law shall be entitled to exercise its right of voting at General Meetings of the Society and may sign on its behalf, a request for a Special General Meeting (Rule 13 (5)), be counted in a quorum (Rule 16), may join in a demand for a poll (Rule 20) and may appoint a proxy on behalf of the Corporate Member (Rule 22).
- (e) For the purpose of Rule 10(1), any refusal or neglect to comply with the Rules and By-Laws of the Society by a person appointed under (b) of these By-Laws or conduct of any such person, which in the opinion of the Council, is unbecoming of a Member or prejudicial to the interests of the Society, shall be deemed to be refusal, neglect or conduct of the Organisational Member which appointed that person.

6. Rights and Privileges of Membership:

Unless otherwise stated in these By-Laws, all Members shall be entitled to:

- a) Attend all Ordinary meetings and lectures of the Society
- b) Attend special lectures and symposia organized by or in association with the Society at a reduced or waived cost.
- c) Receive an electronic copy of the Society's *Proceedings*.
- d) Special parking access to the Society's property at 8 La Trobe Street, Melbourne, at their own risk and subject to availability, on the terms and with the conditions determined from time to time by Council.

7. **Obligations of Membership:**

- (a) All classes of Membership undertake to accept and conform to the Rules and the various By-Laws of the Royal Society of Victoria that are in force at the time and must sign the Obligation Form.
- (b) Members undertake not to act in ways prejudicial to the Royal Society of Victoria and its purposes, nor to act in ways likely to bring the Royal Society of Victoria into disrepute.
- (c) Determination of these matters shall be by the Council of the Royal Society and in accordance with the Rules of the Society.

8. **Membership Dues**

Membership dues for all classes of Membership shall be determined by Council from time to time.

9. **Application**

An application for Membership shall be made either via the online membership portal or on the form in Appendix 1 with a brief statement of the applicant's interest in science.



The
Royal Society
OF VICTORIA
Promoting science since 1854

APPLICATION for Membership of the Royal Society of Victoria

Please consider my application for membership of the Society.

Personal Details

Family name:

Given names (in full):

Title (circle one) Prof Dr Mr Mrs Ms Miss Other

Date of Birth:/...../.....

Email address (**required**).....@.....

Address

State Postcode..... Country (if not Australia).....

Telephone: (.....) Mobile:

Place of employment or study:

Current occupation:

Membership Type (circle one):

Ordinary: \$120pa *(Organisational Members are asked to use a separate, dedicated form to complete an application)*

Student: \$40pa *(The Student Rate is restricted to currently enrolled, full-time students at a Victorian institution.)*

Your Interests:

The Society's members form an active network of people with an interest in science, scientific developments and the social impact of the sciences at global and local levels. Please use the next few lines to tell us why you are interested in joining the Royal Society of Victoria.

.....
.....

We are committed to engaging Victoria's diverse community with our activities. If you have fluency in any languages other than English, please specify here:

I am interested in (tick all that apply):

- Attending lectures & symposia on science-related subjects
- Access to professional networking, mentoring & career development in the sciences
- Mentoring/supporting younger members in their science career
- Excursions & field trips concerned with science in Victoria
- Volunteering my scientific and/or technical expertise to assist the community
- Contributing to RSV publications through writing, editing or sourcing content
- Membership of RSV Council, committees, programs and key initiatives

Personal Statement:

In the event of my admission as a Member, I agree to abide by the current Rules and By-Laws of the Society and will endeavour to promote the interests and welfare of the Society.

I include payment of my annual membership fee. In the event your membership application is declined, all fees will be refunded in full.

Signature of Applicant: Date:/...../ 20

Membership Fee:

I am paying by (select one):

Credit Card Please note we do not accept Diners or American Express

VISA Mastercard

Please charge \$50.00 AUD to my credit card.

Card No. [] [] [] [] Expiry Date: []

Name on Card [] Signature of Card Holder []

Cheque or Money Order

I enclose my cheque or money order of **\$50.00 AUD** made out to **The Royal Society of Victoria**.

Electronic Funds Transfer (EFT)

I have transferred the relevant membership fee to the Royal Society of Victoria as follows:

BSB: 083-019 **Account No:** 51-515-2484 **Account Name:** The Royal Society of Victoria

Reference: Your Surname

OFFICE USE ONLY			
Elected:/...../ 20		
Membership category:	Subscription received:/...../ 20
Nomination advertised:/...../ 20	Database:/...../ 20



Meeting By-Laws

Procedures at Ordinary Meetings

The procedures for the conduct of General Meetings are specified in the Rules of Association. These By-laws specify the order of business at Ordinary Meetings (Rule 11).

Presiding at Ordinary Meetings will follow the procedures for General Meetings (Rule 17).

The business of an Ordinary Meeting will be transacted in the following order, unless it be especially decided otherwise by the Chair;

- Welcome from the Chair.
- Ballot for the election of new members (if previously requested in accordance with the Rules).
- Introduction of new members and invitation to new members to sign of the register.
- Vacancies in Officers to be filled (if required).
- Communications from Council to the membership.
- Introduction of the Ordinary Meeting Speaker and presentation of their address.
- Vote of thanks to Speaker.

Conduct of Members at Ordinary and General Meetings

The procedures refer to the conduct of Members at Ordinary, Annual General and Special General Meetings of the Society that are not specified in the Rules of Association.

1. Members will ensure that they do not act in a manner to bring the Society into disrepute or act in ways prejudicial to the interests of the Society or the conduct of the business of the Society.
2. Members will conform to all Occupational Health and Safety responsibilities towards staff.
3. Members will adhere to the Equal Opportunities and Antidiscrimination Policy of the Royal Society of Victoria (Adopted November 2009).
4. Members will act in an appropriate manner to each other and to the Officers of the Society with the respect and decorum that is appropriate.
5. Members will treat each other civilly and with due respect in meetings.
6. Rulings of the Chair, subject to the motions of members, will be deemed final.
7. Members who contravene any one of (1) to (6) above may be warned by the Chair. They may be subject to a second warning if their offence against the By-Laws continues after which time a Member who continues offending against the By-Laws may be subject to removal from the meeting.



RSV Officers, Councillors & Special Positions – By-Laws

Duties and Responsibilities

President

The President is the Chair of the Council, the Executive and all General Meetings. The President is the spokesperson for and representative of the Royal Society of Victoria and its Council. The President is ex officio a member of all committees of the Council.

Vice-President

The Vice-President is a member of the Executive and acts in place of the President in the President's absence at official events of or for the Royal Society of Victoria.

Immediate Past-President

The Immediate Past-President is an ex-officio member of the Council and will be invited (but not obliged) to attend all Council meetings.

Honorary Secretary

The Hon Secretary is a member of the Executive and is responsible for oversight and presentation of the administration and records of the Royal Society of Victoria as required in meeting the requirements of an incorporated Society and the Rules. This includes the oversight of the preparation and distribution of agendas, minutes, correspondence and reports of the Society, Council and Executive.

Honorary Treasurer

The Hon Treasurer is a member of the Executive, incorporating the Society's Finance and Audit Committee. The Hon Treasurer is responsible for oversight and presentation of the finances of the Royal Society of Victoria in meeting the requirements and audit process of an Incorporated Association.

Ordinary Councillors

The Ordinary Councillors of the Society:

1. Ordinary Councillors are expected to Chair or sit on at least 2 sub-committees of Council, unless varied by the Council.
2. Councillors are expected where possible to attend the Ordinary and General Meetings of the Society.
3. Councillors shall be resident in Victoria and have the capacity to attend meetings in person if practicable.

See Appendix 2 – "Duties of Office Holders" from the Associations Incorporation Reform Act 2012

Committees of Council

1. The number and function of Committees of Council shall be determined from time to time by Council.
2. The President is ex officio member of all Committees of Council.

3. Each Committee will appoint a Chair at its first meeting if the Chair is not already assigned to an Officer or a Special Position or otherwise appointed by Council.
4. The current Committees are:
 - Executive Committee (including Finance and Audit) (Chaired by the President or their nominee)
 - Editorial Committee (Chaired by the Editor-in-Chief of the *Proceedings* or their nominee)
 - Future Focus Committee (Chaired by the President or their nominee)
5. Each Committee Meeting will record notes or formal minutes of their meetings, to be circulated to the Committee Members and Council.
6. Members of the Committee shall include those Councillors appointed to the Committee plus other members of the Society approved by Council to be co-opted to the Committee on the basis of their expertise, networks and interest.

Special Positions Appointed by Council

A range of volunteer roles may be appointed to Members of the Royal Society of Victoria by Council from time to time, which includes:

Editor-in-Chief (Proceedings)

The Editor-in-Chief, with the assistance of a Managing Editor, is responsible for the publication of the *Proceedings of the Royal Society of Victoria* in electronic or print format as required. The Editor-in-Chief's duties include the oversight of referring submitted and solicited papers for refereeing, oversight of the balance of content, promoting the profile of the Proceedings and organising the journal's production in electronic or print format as required.

The Editor-in-Chief will convene an editorial committee to share the workload and help determine strategic directions for the journal in consultation with Council.

Collections Manager

The Collections Manager is responsible for oversight, maintenance and promotion of the heritage scientific collection of Royal Society of Victoria Library. Such duties also include maintaining the catalogue of the library and liaison with external libraries as required.

Honorary Archivist

The Hon Archivist is responsible for oversight and maintenance of the historical records, objects and artefacts of the Royal Society of Victoria and the preparation of reports based on these archives as required.

Procedures for Conducting Council Meetings

Attendance by Officers, Special Positions and Councillors

1. Attendance is expected (in person or by electronic means) at 60% of Council Meetings called and 75% of Committee Meetings
2. Apologies will be sent when attendance is not possible.
3. Leave is to be sought from Council if more than 2 consecutive Council Meetings are to be missed.

4. Failure to attend 3 consecutive Council Meetings without the “leave of Council” shall be raised by the Hon. Secretary at the next Council meeting for discussion of whether a Councillor is fulfilling their duties.

Conduct of Officers, Special Positions and Councillors at Council and Committee Meetings

1. Decisions at meetings will be decided by “simple” majority only
2. The Chair of meetings shall have a casting vote in addition to their regular vote if necessary.
3. All motions require a “Mover” and “Seconder” unless moved by the Chair
4. Councillors will ensure that they do not bring the Society into disrepute or act in ways prejudicial to the interests of the Society.
5. Matters discussed at Council and in sub-committees of Council shall remain confidential until such matters are decided and the decisions recorded in minutes, etc.
6. Matters of concern to Councillors may be raised at Council and every effort to resolve them will be made primarily in the Council context.
7. Officers, Special Positions and Councillors will conform to all Occupational Health and Safety responsibilities as employers towards staff.
8. Officers, Special Positions and Councillors will strive to ensure the Society remains an Equal Opportunity Employer and adheres to the Equal Opportunities and Antidiscrimination Policy of the Royal Society of Victoria (Adopted November 2009).
9. Councillors will act in an appropriate manner to each other and to the members and with the respect and decorum that is appropriate. Councillors will treat each other civilly and with due respect in meetings
10. Matters discussed at Council and in sub-committees of Council shall remain confidential until decided and recorded in the records of the Society

Appendix 2: “Duties of Office Holders” - Associations Incorporation Reform Act 2012

As detailed under *The Associations Incorporation Reform Act 2012*, “office holders” refers to “Officers, Special Positions and Councillors” of the Royal Society of Victoria, and “committee” refers to the Society’s Council.

Division 3—Duties of office holders

82 Definition

In this Division—

office holder, of an incorporated association,

means any of the following—

- (a) a member of the committee;
- (b) the secretary;
- (c) a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;
- (d) a person who has the capacity to significantly affect the association's financial standing;
- (e) a person in accordance with whose instructions or wishes the committee of the association are accustomed to act (but excluding a person who gives advice to the association in the proper

performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the committee or with the association).

83 Improper use of information or position

(1) An office holder or former office holder of an incorporated association must not make improper use of information acquired by virtue of holding that office—

- (a) to gain an advantage for himself or herself or any other person; or
- (b) to cause detriment to the association.

Note

Under section 146, subsection (1) is declared to be an applied Corporations legislation matter in relation to the provisions of Part 9.4B (Civil consequences of contravening civil penalty provisions) of the Corporations Act. The effect of that application is that subsection (1) is a civil penalty provision and a person who contravenes this provision may be ordered to pay a pecuniary penalty of up to \$20 000.

(2) An office holder of an incorporated association must not make improper use of that office—

- (a) to gain an advantage for himself or herself or any other person; or
- (b) to cause detriment to the association.

Note

Under section 146, subsection (2) is declared to be an applied Corporations legislation matter in relation to the provisions of Part 9.4B (Civil consequences of contravening civil penalty provisions) of the Corporations Act. The effect of that application is that subsection (2) is a civil penalty provision and a person who contravenes this provision may be ordered to pay a pecuniary penalty of up to \$20 000.

(3) An office holder or former office holder of an incorporated association must not knowingly or recklessly make improper use of information in the manner described in subsection (1).

Penalty: 60 penalty units.

(4) An office holder of an incorporated association must not knowingly or recklessly make improper use of that office in the manner described in subsection (2).

Penalty: 60 penalty units.

(5) If a person is found guilty of an offence against subsection (3) or (4), the court, in addition to imposing any penalty, may order the person to pay a sum specified by the court to the incorporated association as compensation.

(6) This section—

- (a) has effect in addition to, and not in derogation of, any rule of law relating to the duty or liability of a person because of their office or employment in relation to an incorporated association; and
- (b) does not prevent the commencement of civil proceedings for a contravention of a duty or in respect of a liability referred to in paragraph (a).

Note

Under section 1317M of the Corporations Act which is applied by section 146, civil proceedings under Part 9.4B (Civil consequences of contravening civil penalty provisions) of the Corporations Act may not be instituted against a person in respect of conduct for which the person has been convicted of an offence.

84 Duty of care and diligence

(1) An office holder of an incorporated association must exercise his or her powers and discharge his or her duties with the degree of care and diligence that a reasonable person would if that person—

- (a) were an office holder of the association in the circumstances applying at the time of the exercise of the power or the discharge of the duty; and
- (b) occupied the office held by, and had the same responsibilities within the association as, the office holder.

Note

Under section 146, subsection (1) is declared to be an applied Corporations legislation matter in relation to the provisions of Part 9.4B (Civil consequences of contravening civil penalty provisions) of the Corporations Act. The effect of that application is that subsection (1) is a civil penalty provision and a person who contravenes this provision may be ordered to pay a pecuniary penalty of up to \$20 000.

(2) An office holder of an incorporated association who makes a business judgment is taken to meet the requirements of subsection (1), and his or her equivalent duties at common law and in equity, in respect of the business judgment if the office holder—

- (a) makes the judgment in good faith for a proper purpose; and
- (b) does not have a material personal interest in the subject matter of the judgment; and
- (c) informs himself or herself about the subject matter of the judgment to the extent that he or she reasonably believes to be appropriate; and
- (d) rationally believes that the judgment is in the best interests of the association.

(3) For the purposes of subsection (2)—

- (a) a **business judgment** means any decision to take or not take action in respect of a matter relevant to the operations of the incorporated association;
- (b) an office holder's belief that a business judgment is in the best interests of the incorporated association is a rational belief unless the belief is one that no reasonable person in the position of the office holder would hold.

(4) This section—

- (a) has effect in addition to, and not in derogation of, any rule of law relating to the duty or liability of a person because of their office or employment in relation to an incorporated association; and
- (b) does not prevent the commencement of civil proceedings for a contravention of a duty or in respect of a liability referred to in paragraph (a).

(5) Subsection (4) does not apply to subsections (2) and (3) to the extent to which they operate on the duties at common law and in equity that are equivalent to the requirements under subsection (1).

85 Duty of good faith and proper purpose

(1) An office holder of an incorporated association must exercise his or her powers and discharge his or her duties—

- (a) in good faith in the best interests of the association; and
- (b) for a proper purpose.

Note

Under section 146, subsection (1) is declared to be an applied Corporations legislation matter in relation to the provisions of Part 9.4B (Civil consequences of contravening civil penalty provisions) of the Corporations Act. The effect of that application is that subsection (1) is a civil penalty provision and a person who contravenes this provision may be ordered to pay a pecuniary penalty of up to \$20 000.

(2) This section—

- (a) has effect in addition to, and not in derogation of, any rule of law relating to the duty or liability of a person because of their office or employment in relation to an incorporated association; and
- (b) does not prevent the commencement of civil proceedings for a contravention of a duty or in respect of a liability referred to in paragraph (a).

86 Reliance on information or advice

(1) This section applies if the reasonableness of an office holder's reliance on information or advice given to the office holder arises in a proceeding brought to determine whether the office holder has performed a duty under this Act or an equivalent common law duty.

(2) Unless the contrary is proved, the office holder's reliance on the information or advice is taken to be reasonable if—

(a) the information or advice was given or prepared by—

(i) an employee of the incorporated association whom the office holder reasonably believed to be reliable and competent in relation to the matters concerned; or

(ii) a professional advisor or expert in relation to the matters that the office holder reasonably believed to be within that person's professional or expert competence; or

(iii) another office holder in relation to matters within the other office holder's authority; or

(iv) a sub-committee of the incorporated association of which the office holder was not a member in relation to matters within the sub-committee's authority; and

(b) the reliance was made—

(i) in good faith; and

(ii) after making an independent assessment of the information and advice, having regard to the office holder's knowledge of the incorporated association and the complexity and structure of the incorporated association.

87 Indemnity of office holders

An incorporated association must indemnify each of its office holders against any liability incurred in good faith by the office holder in the course of performing his or her duties as an office holder.



Financial By-Laws

The RSV Council's Executive Committee will act as a Finance and Audit Committee, with relevant agenda items to be chaired by the Honorary Treasurer.

- 1) The Executive Committee will develop Financial Regulations which provide the detail of the financial operation of the Royal Society guided by the following principles and including the following functions:

Principles:

- No person can sign off on their own expenditure.
- All reimbursements must be accompanied by receipts containing sufficient information to identify that the expenditure was made on behalf of the RSV.
- RSV funds are not made available to individual staff members or Councillors for any personal expenditure, except where this is specified in writing by the Council.
- The resources of the RSV are not available to any members of Council or Staff, except on Royal Society business.

Functions:

- Ensure that Obligations under the *Associations Incorporation Reform Act of 2012* are complied with.
- Definition of the content and frequency and supervision of regular financial reports to Council.
- Definition and performance of an Internal Audit processes.
- Definition and management of an External Audit process.
- Oversight of Accounts Receivable and Payable, authorising delegations to senior RSV managers as appropriate and authorising transactions above delegated amounts.
- Oversight of RSV Insurance Policies.
- Establishment and maintenance of an Asset register.
- Definition of and oversight of procedures to manage contracts.
- Definition and oversight of a process to manage project financial arrangements.
- Authorising purchase and configuration of financial management software with the capacity to accurately record the financial transactions of the Society and provide the necessary reports.
- Oversight of the RSV bank accounts and investments including managing signatories.
- Specification and regular review of a Delegation Schedule.
- Development and oversight of rules for the retention of Financial Documents.
- Establishment of a Risk Management Framework and the Management of Risk.
- Rules for use of the RSV property, including buildings.

Management of the Funds of the Royal Society of Victoria (Inc.)

The RSV Council's objective is to develop a sustainable financial future for the RSV and give members and current and future donors confidence that existing funds and future donations will be wisely managed.

Accordingly, the RSV Council has recently adopted a Financial Management Plan (FMP), which specifies how RSV funds, including investments, cash, bequests and donations, will be managed.

In conjunction with the FMP, Council also approved an Investment Mandate, which contains the instructions to the Society's Investment Adviser (currently Equity Trustees Limited) for the management of the **Royal Society of Victoria Science Foundation**, a managed fund that includes investments and cash in the custody of the Investment Adviser.

Both the plan and the mandate were developed by the Finance and Audit function of the Executive Committee.

In summary, the Financial Management Plan specifies:

1. That the funds of the Society are to be used to provide for the day-to-day operation of the Society:

- as specified in the annual operational and project budgets approved by Council;
- in accordance with the Financial By-Laws and the Financial Procedures of the Society and in accordance with the Associations Incorporation Reform Act 2012;
- consistent with the Financial Management Plan and the Investment Mandate;
- in order to meet its obligations under the Royal Society of Victoria Land Act (1915), namely to promote science and technology and keep the RSV's heritage building in good order.

2. Establishment of the **Royal Society of Victoria Science Foundation**, which is:

- managed by our Investment Adviser in accordance with the Investment Mandate;
- specified as a perpetual fund that will grow over time, which means that capital is retained and only a portion of income generated is used for RSV operations;
- managed to allow the value of each significant bequest or donation to be tracked and reported at the end of each financial year.

Members wanting further information may consult the Chief Executive Officer at the Society.



Equal Opportunity and Antidiscrimination Policy

1. Principles

1. The Royal Society of Victoria is committed to the principle of equal opportunity in education, employment and welfare for staff, members and participants with the Royal Society of Victoria, and will continue to develop equal opportunity practices and programs compatible with its overall goals and responsibilities. This commitment is consistent with the principles of justice, equity and the pursuit of excellence which should apply in a Royal Society of Victoria, and conforms to the spirit and intent of equal opportunity and anti-discrimination legislation. The policy is designed to support the principle that staff are selected or promoted according to merit.
2. The Royal Society of Victoria accepts that it has a responsibility to create a scientific, educational and employment environment free of discrimination. It will ensure that its structures and practices are free from direct or indirect discrimination based on gender, marital status, pregnancy, parenthood, sexual preference, social and economic circumstances, race, disability and religious and political beliefs and activities. Notwithstanding the above there are special circumstances (e.g. certain disadvantaged groups) where the Royal Society of Victoria will adopt policies which may discriminate between classes or groups of individuals.
3. The Royal Society of Victoria recognises that it has a responsibility to develop programs in education and employment which redress, where appropriate, the effects of any past discriminatory practices within the community, and that it has a responsibility to take positive steps to overcome inequality of opportunity.

2. Policy Guidelines - General

In its responsibility for all members of the Royal Society of Victoria community, the Royal Society of Victoria aims to-

- a. Ensure that there is no discrimination against any group of members or staff in access to Royal Society of Victoria facilities.
- b. Establish and maintain mechanisms within the Royal Society of Victoria to deal with complaints concerning discrimination and sexual harassment.
- c. Educate the Royal Society of Victoria community on the general goals and philosophy of equal opportunity together with the rationale for policies and practices which are adopted.
- d. Provide the Royal Society of Victoria community with information about the Royal Society of Victoria's condemnation of sexual harassment provide advice and support for those who have been harassed and training for Sexual Harassment Advisers.
- e. Continue to work towards the provision of child care to meet the needs of its members.
- f. Ensure that all Royal Society of Victoria policies, procedures and official documentation and publications accord with equal opportunity principles and are amended as necessary to accord with these principles.
- g. Eliminate sexist and other discriminatory language from all Royal Society of Victoria publications and discourage the use of such language in published and unpublished material and in the speech of its staff and students.

3. Policy Guidelines - Education

In its responsibility for education the Royal Society of Victoria aims to-

- a. Continue, develop and extend programs for the admission of disadvantaged groups.
- b. Take positive steps to provide support for members of disadvantaged groups once they are admitted to the Royal Society of Victoria.
- c. Encourage the increased participation of women in all aspects of Royal Society of Victoria life, including the decision making structures.
- d. Provide an environment where all disciplines are accessible to both women and men.
- e. Maintain and develop programs to accommodate disadvantaged or disabled participants, adjusting where necessary the learning environment or procedures.
- f. Ensure that Royal Society of Victoria maintains an awareness and acceptance of the principles of equal opportunity in order to encourage members of the Royal Society of Victoria to eliminate inequality of opportunity in society.
- g. Encourage the sciences to acknowledge the possibility that gender and ethnicity enter into the construction of knowledge, and to take account of this in the processes of research and curriculum planning.
- h. Ensure the promulgation of Royal Society of Victoria guidelines for writing and preparing material which avoids discriminatory language.

4. Policy Guidelines - Employment

In employment, the Royal Society of Victoria aims to-

- a. Implement the Royal Society of Victoria's equal employment policy.
- b. Provide improved opportunities for more women to participate in Royal Society of Victoria committees.
- c. Cover in all training programs for staff with management responsibility, principles of equal opportunity and means towards its achievement.
- d. Encourage disadvantaged individuals to participate in training and staff development programs in order to broaden skills and equip them adequately for positions of responsibility.
- e. Maintain and develop programs to accommodate disadvantaged or disabled staff adjusting where necessary the work environment or procedures.

5. Procedures

- a. Responsibility for implementing the policy on equal opportunity will rest with the management of The Royal Society of Victoria.
- b. The Royal Society of Victoria will maintain an Equal Opportunity Standing Committee, in the first instance to be the Executive of the Royal Society, as a Council Committee, charged with responsibility for monitoring progress in implementing the Policy, for providing advice to the Council.
- c. The Royal Society of Victoria will maintain two Equal Opportunity Officers, responsible to the Equal Opportunity Standing Committee, whose duties include facilitation of the implementation of the Royal Society of Victoria's policy and support of the Equal Opportunity Standing Committee in its role of monitoring the implementation of the policy and compliance with relevant legislation.
- d. In establishing procedures aimed at implementing the equal opportunity policy, there will be wide consultation with staff and members.
- e. The equal opportunity policy statement will be circulated to all staff and to the membership.
- f. The Royal Society of Victoria will review its equal opportunity policy at least every three years or when necessary.



Declaring and Managing Interests

1. Requirements

In the interests of sound and transparent governance, the RSV Council has determined a mandatory requirement for all Councillors and the Society's CEO to complete a **Declaration of Interests** form upon commencement to their role and anytime there is a change in personal interests. While the domain of direct, indirect, pecuniary and non-pecuniary interests canvasses a vast field, the scope of this policy pertains specifically to **directorships on boards, employment by a public or private company, or other substantial sources of income from employment, business undertakings or investments.**

2. Situations Where Conflicts of Interest Arise

- The direct involvement of a member of the Council in any application under consideration for support from the Royal Society of Victoria (RSV), or in the monitoring and review of any project already supported by the RSV.
- Involvement by a Council member in the senior management or Boards of any organisation involved in any developing partnership, funding or collaborative agreement or any established project, or in the case of matters relating to existing projects such as monitoring and review and any relevant matters of RSV policy or public positions.
- Any other personal or financial interest by a Council member in any current project or program under consideration or management by the RSV.

3. Conflict of Interest Guidelines

It is recognised that there are degrees of *Conflict of Interest* and the following guidelines indicate an appropriate response, noting the precise extent of action taken will need to be determined in the context of the situation. Where there is any doubt about a *Conflict of Interest*, or the extent of action to be taken with regard to a *Conflict of Interest*, the matter should be resolved by the Council, or where that is not convenient, by the Chair under delegation from the Council.

4. Categories

- A.** Those cases where, while it is appropriate and proper to notify the apparent Conflict, the association is of such a minor nature that it could not be reasonably construed as affecting the member's ability to give the application full, unbiased and expert consideration.
- B.** Those cases where there is a clear association with the application which should be specifically made known to the Council, but where it is not so direct that it should deprive the Council of the member's expertise and knowledge during the consideration of the application.

- C. Those cases where there is a clear personal involvement with a proposal, a member is a key participant or proponent or is similarly very closely involved with, and responsible for, the success of the proposal.

5. Advice

Council members will advise the Chair of the Council in writing (“Conflict of Interest Declaration Form,” provided in this document) of any potential *Conflict of Interest* in relation to the RSV’s activities at any time such conflict arises, or at any subsequent times as required by the Council. If a member becomes aware of a *Conflict of Interest* during discussions in a meeting, they will declare it verbally in the meeting to the Chair followed by a written declaration as soon as possible thereafter. All declarations of *Conflict of Interest* shall be recorded in the minutes of the meeting and tabled at any subsequent meetings.

6. Action

Unless the Council determines otherwise:

- a) Members with Category A conflicts should participate fully in the Council’s deliberations and recommendations.
- b) Members with Category B conflicts should participate fully in all Council deliberations relating to the selection of the application but shall not take part in any Council decision on whether or not to recommend the activity for RSV support (although he/she may be present when these decisions are taken unless the Chair otherwise determines.)
- c) Members with Category C conflicts should not participate in any discussion on that application and should leave the meeting, where possible, during such discussion of the activity and should not take part in the decision making in relation to the activity.

7. Notes on Conflicts of Interest

It is not improper *per se* for a person to have a conflict of interest.

However, if they are involved in any aspect of a procurement or grants process, they must declare any actual or potential conflict of interest in the written declaration.

Effective management strategies must be implemented to resolve the situation and may include:

- The person being removed from involvement in the procurement or grants process or any aspect of the process that they have a conflict with;
- the person removing the interest;
- restricting the involvement of the person to certain parts of the procurement or grants process, for example, in providing technical or professional expertise but not being involved further in the decision-making process;
- engaging or recruiting an independent person to oversee the process; and
- monitoring the impact of the conflict of interest as the process develops.

Council of the Royal Society of Victoria

DECLARATION OF INTERESTS FORM

I,, declare that I have the following interests and potential conflict/s of interest in matters presently before the Council of the Royal Society of Victoria:

Potential Category of Conflict (A, B or C)	Organisation or project/program involved	Role with organisation or project/program presenting a potential conflict of interest

Signed:

Dated:

Conflict Categories

- A. Those cases where, while it is appropriate and proper to notify the apparent Conflict, the association is of such a minor nature that it could not be reasonably construed as affecting the member’s ability to give the activity full, unbiased and expert consideration.
- B. Those cases where there is a clear association with the activity which should be specifically made known to the Council, but where it is not so direct that it should deprive the Council of the member’s expertise and knowledge during the consideration of the activity.
- C. Those cases where there is a clear personal involvement with a proposal, a member is a key participant or proponent or is similarly very closely involved with, and responsible for, the success of the proposal.