

THE ROYAL SOCIETY OF VICTORIA INC.
AGENDA for the **ANNUAL GENERAL MEETING** to be held at the Society
at 6.30 pm on **THURSDAY, 23rd April, 2015**

MEMBERS (AND EMPLOYEES) ONLY ARE PERMITTED TO ATTEND

Acknowledgement of the Kulin nation.

Chairman: Dr William D Birch, President, to constitute the meeting and welcome Members.

1. **Apologies and Recognition of proxies received**
2. **Receipt of the minutes of the Annual General Meeting of 24th April 2014 and the Special General Meeting of 9th October 2014 (as circulated)**

Moved: L Selwood Seconded: M Carkeek

That in accordance with Rule 11 (4) (a) the Minutes of the Annual General Meeting of 29th March 2014 and the Special General Meeting of 9th October 2014 as presented by the Council be confirmed.

3. **Annual Report (including Officer, Council and Committee reports):**

- a **President's Report on Council and Committees**

The President to present his report on the Society activities for the 2014 year.

- b. **Financial Report for 2014**

The Chairman to speak to the 2014 Financial Report and present the Auditor's statement.

Moved: M Williams Seconded: P Ladiges

That the Annual Report (including the President's Report) of the Royal Society of Victoria for 2014 be received in accordance with Rule 11 (4)(b) and (c).

Moved: P Ladiges Seconded: M Williams

That the Financial Report and Auditor's statement of the Royal Society of Victoria for 2014 be received in accordance with Rules 11 (4)(b) & (d).

4. **Appointment of Honorary Auditor:**

Moved: M Williams Seconded: P Ladiges

That Mr Jonathan D Madgwick BBus ACA be invited to accept the position of Honorary Auditor of the Royal Society of Victoria for 2015.

5. **Council 2015:**

Dr Birch to confirm the names of the five Councillors recently elected for 2015/16 [and previously advised via Newsletter] and to move a vote of thanks to outgoing Councillors.

6. **CLOSE OF ANNUAL GENERAL MEETING:**

Next Annual General Meeting on a date to be announced in 2016 in accordance with the Rules

THE ROYAL SOCIETY OF VICTORIA INC.

MINUTES of the 2013 ANNUAL GENERAL MEETING held at the Society
at 6.30 pm on Thursday 24th April, 2014

CHAIRMAN: Dr William D Birch AM, President, constituted the meeting and welcomed Members.

Acknowledgement of the Kulin nation, the traditional custodians of the land on which the Society meets and paying of respect to their Elders, past and present.

1. Apologies and Recognition of Proxies received

Present in person were 39 Members of the Society (see Member's Roll) and 66 Proxies were received (see allocation below).

Apologies were received from Michael Ackland, David Churchill, Tim Entwisle, Timothy Gregory, Judith Hoy, Susan Humphries, Norman Kennedy, Norman Lewis, Anwyn Martin, Christopher Moon, Bruce Sandie, David Rees, Sandra Rees, Bob Slater, Bruce Tonge, Pera Wells, Susan White and Beverley Wood

<i>Proxies received</i>	<i>Nominated representative</i>	<i>Direction of Proxy</i>
39	Chair, Dr Birch	At proxy holder's discretion
23	Chair, Dr Birch	For all motions
3	W Coates	For motion 1
		Motions 2-4 at proxy holder's discretion
1	Dr P Thorne	At proxy holder's discretion

2. Minutes of the Annual General Meeting of 29th March 2013 and of the Special General Meeting of 1st August 2013 (as circulated)

Moved: L Selwood
Seconded: M Carkeek

That in accordance with Rule 11 (4) (a) the Minutes of the Annual General Meeting of 29 March 2013 and the Special General Meeting of 1 August 2013, as presented by the Council, be confirmed.

CARRIED

Recorded were 39 votes for the motion plus 66 proxies with no abstentions.

3. Annual Report (including Officer, Council and Committee reports):

President's Report on Council and Committees

The President presented a summary of his report on the Society activities for the 2013 year that has been recorded in the "Annual Report of the Society" (distributed at the meeting and published on the Society's website). He highlighted key aspects of a successful year and the significant contributions made by Councillors, Members and Staff to achieve this success.

Financial Report for 2013:

In the absence overseas of the Hon Treasurer Norman Kennedy, the Chairman spoke to the 2013 Financial Report and presented the Auditor's statement (previously circulated with the Agenda).

Moved: M Williams
Seconded: P Ladiges

That the Annual Report (including the President's report) of the Royal Society of Victoria for 2013 be received in accordance with Rule 11 (4) (b) and (c).

CARRIED

Recorded were 39 votes for the motion plus 66 proxies with no abstentions.

Moved: P Ladiges
Seconded: M Williams

That the Financial Report and Auditor's statement of the Royal Society of Victoria for 2013 be received in accordance with Rules 11 (4)(b) & (d).

CARRIED

Recorded were 39 votes for the motion plus 66 proxies with no abstentions.

Mr Clark commented that with \$42,061 of actual dividend payment and \$12,086 of franking credits, the \$204,086 increase in value of the Sciences Fund for 2013 was largely attributable to appreciation of the assets. If the Fund is intended to be a perpetual fund then its earnings need to be accrued. Withdrawals like the one of \$57,000 in 2013 to balance the books run counter to the Fund's growth. Dr Birch noted this comment and replied that the Council is mindful of the need to nurture the Sciences Fund and to generate alternate sources of income.

Mr Walby asked how Equity Trustees had viewed the \$57,000 transfer and Dr Birch replied that Equity Trustees is aware of the parameters laid down in the Society's Financial Management Plan. The transfer was within these parameters and Equity Trustees had been comfortable with it.

Mr Mole put forward the view that the Society needs not to be too conservative in its approach to managing its investments. The Finance Committee should include or have access to advice from someone who is market savvy.

4. Appointment of Honorary Auditor:

Moved: M Williams
Seconded: P Ladiges

That Jonathan D Madgwick BBus ACA be invited to accept the position of Honorary Auditor of the Royal Society of Victoria for 2014.

CARRIED

Recorded were 39 votes for the motion plus 66 proxies with no abstentions.

5. Council for 2014 - 2015:

President W Birch confirmed the three Councillors recently elected unopposed for 2014 and 2015, being Prof Entwisle, Mrs Williams and Mr Zerman. He thanked outgoing members of Council Dr McBride, Prof Lovering and Dr Thorne for their service.

Before closing the meeting Dr Birch showed the video made through the generosity of Member Rob Gell and which promotes science and the Society.

7. Close of Annual General Meeting: 7:08pm

Next Annual General Meeting on a date to be announced, but which must be before 31st May 2015

THE ROYAL SOCIETY OF VICTORIA INC.
MINUTES of the SPECIAL GENERAL MEETING held at the Society's Hall
at 6.30 pm on THURSDAY 9th OCTOBER 2014

VOTING MEMBERS AND EMPLOYEES ONLY ATTENDED

Chair: Dr Bill Birch, President, constituted the meeting and welcomed voting Members (i.e. not Student Members or Honorary Members).

1. SPECIAL BUSINESS:

Background

For the past year or so, the Council had recognised the need to streamline its operations in order for it to be more efficient and to better meet the needs of 21st century technology and practice. The present structure had been in place for many years and failed both to support the new programmes the Society was attempting to implement and to make use of the expertise and enthusiasm of members of the Society. It was also noted that none of the existing Council positions used the word 'Science' in its title, yet the promotion of science was the main reason for our being.

Council at present had 19 members, including the Executive, and met 11 times per year. This large size was unwieldy and created an administrative workload which did not have any commensurate benefit. In the light of this situation, Council approved a number of changes at its meeting on 14th August 2014 to:

- Reduce the size of Council to 15 members, made up of Executive (five members) and ten Councillors, comprising Special Positions (Chairs of a Committee responsible for a specific programme) and General Members.
- Reduce the number of meetings to a minimum of six times per year
- Reduce the maximum period of continuous service on the Council from 12 years to 8 years

These changes required amendments to the Society's Rules and By-laws in order to be implemented.

1.1. Order of Business

1. Apologies and Recognition of Proxies
Apologies: W. Fenner, H. Gardiner, T. Gregory, M. Lay, J. Link, B. Livett, A. Lovett, S. Rees, D. Zerman.
61 Proxy votes had been received.
2. Verification of the membership credentials of those present
35 financial voting members were in attendance.
3. Announcement of proxies
Chairman 57, 41 For, 16 Discretion
Martin Harris 2 Discretion
Peter Thorne 2 For
4. Confirmation of quorum
A quorum of 50 Members were present or by proxy.
5. Consideration of the motion

Moved: **Dr Mark Williams**

Seconded: **Mr Norman Kennedy**

That the membership of the Royal Society of Victoria adopt the amendments to the Rules for the Society, as circulated with the September 2014 Newsletter as follows:

2 Definitions

- (u) Voting Member means a Member holding membership in his or her own right (i.e., not as the delegate of a corporate Member) and subscription payments are both up to date and not subject to discount by virtue of that Member being a student.

5 Membership, joining fee and subscription

- (4)(b) be accompanied by a short written statement from the nominee of his or her interests in or involvement with science, or a summary of the person's or organisation's Curriculum Vitae indicating the nominee's scientific background.
- (15)(h) to conduct him or herself in a courteous and considerate manner at all meetings and events convened by the Society and in dealings with persons in their capacity of Members, Officers, Councillors and employees of the Society.

22 The Council of the Society

- (3) Subject to section 23 of the Act, the Council shall consist of:
 - (a) the Officers of the Society (Rule 23), who shall be elected to take office in odd-numbered years, and
 - (b) Delete.
New (b)
no more than ten ordinary members of Council, five of whom shall be elected to take office in odd-numbered and five in even-numbered years, from whose number Council shall appoint persons to such Special Positions as shall be determined by Council from time to time to be necessary to the proper conduct of the Society's business and prescribed in By-Laws; save that:
 - (i) all ordinary members of Council who have a year of their term in office to run at the Annual General meeting following the passage of this amendment to the Rules may remain in office for the duration of their term and five positions shall be open for re-election to replace those who are retiring; and
 - (ii) Delete
 - (iii) becomes the new (ii)
if for any reason a greater number than five ordinary members is elected to Council at any Annual General Meeting, the five ordinary members of Council who receive the greatest number of votes will be declared elected for two years and the remainder for only one year.

24 Ordinary members of the Council

- (1) Subject to these Rules each ordinary member of the Council shall hold office for two years until the Annual General Meeting next following the last year as a Councillor but is eligible for re-election for a further two year term, subject to Rule 25.
- (2) In the event of a casual vacancy (see Rule 27) occurring in the office of an ordinary member of the Council, the Council may appoint a member of the Society to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

25 Length of service on the Council

- (1A) The provisions of this clause shall come into operation at the third Annual General Meeting following passage of the amendment reducing the maximum continuous term of membership on Council from twelve years to eight.
- (1) Save for the exceptions noted in sub-clause (2), no Council member in any capacity, shall serve more than an eight year period of continuous service on the Council. A member can, after a one year lapse in service on the Council, be elected again to Council.
- (2) A person holding or assuming office as Immediate Past President, who, prior to or after assuming office as Immediate Past President, will have completed eight years of service on Council, shall nevertheless be able to complete his or her term as Immediate Past President.

26 Election of Officers and ordinary Council members

After appointment of the Returning Officer the Council should appoint a Deputy Returning Officer to assist and act in his stead if necessary. The Deputy Returning Officer cannot stand for election to the Council at this election.

27 Vacancies

The office of an Officer of the Society or of an ordinary member of the Council, becomes vacant if the officer or member:

29 Meetings of the Council

- (1) The Council shall meet in person or by remote meeting technology at least six times in each year at such places and such times as the Council may determine.

Carried

2. CLOSE OF SPECIAL GENERAL MEETING:

The meeting closed at 6.50 p.m.

**PROXY Form for Voting at the Annual General Meeting of
THE ROYAL SOCIETY OF VICTORIA (INC)**

In accordance with the Rules of the Society, financial Members of the Royal Society of Victoria Inc. may vote in person or by proxy. Rule 21 (1) requires notice of the appointment of a proxy, who is a member of the Society, to be given or sent to the Honorary Secretary at the Society's Office no later than **5.00 pm on 22nd April 2015**, the day before the time of the meeting, which will be held at 6:30 pm on Thursday 23rd April, 2015.

To assist Members in lodging notice of the appointment of a proxy the following form is provided.

I.....
(Block letters please)

being a Member of The Royal Society of Victoria Inc. appoint as my proxy

The Chairman of the Meeting *

..... *
(Name of the Member who is to be proxy, block letters please)

*Please tick one box.

My instructions are to vote for / against (circle one for each motion)

If direction to vote 'For' or 'Against' is not provided, the Proxy is considered undirected and so may be used at the discretion of the nominated Proxy holder.

Moved: M. Williams Seconded: N. Kennedy **For / Against**
That in accordance with Rule 11 (4) (a) the Minutes of the 2014 Annual General Meeting held 24th April 2014 and the Special General Meeting held 9th October 2014 as presented to Council be confirmed.

Moved: M. Williams Seconded: N. Kennedy **For / Against**
That the 2014 Annual Report (including the President's Report) of the Royal Society of Victoria be received in accordance with Rule 11 (4) (b) and (c).

Moved: M. Williams Seconded: N. Kennedy **For / Against**
That the 2014 Financial Report and Auditor's statement of the Royal Society of Victoria be received in accordance with Rule 11 (4) (b) and (d).

Moved: Dr Mark Williams Seconded: Prof. Pauline Ladiges **For / Against**
That Mr Jonathan D. Madgwick BBus ACA be invited to accept the position of Honorary Auditor of the Royal Society of Victoria for 2015.

Signature

Date

Please return to
The Honorary Secretary
The Royal Society of Victoria
9 Victoria Street,
Melbourne VIC 3000

To reach the Royal Society of Victoria office not later than 5.00pm on Wednesday 22nd April, 2015

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