

**ASSOCIATIONS  
INCORPORATION  
REFORM  
ACT (2012)**

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**The Royal Society of Victoria  
Incorporated**

**ABN 62 145 872 663**

**RULES**

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# 1 Name and Statement of Purpose

The name of the incorporated Society is The Royal Society of Victoria Incorporated (in these Rules called "the Society").

**Statement of Purpose:** The Society has as its objectives:

- The advancement of pure and applied science where science is interpreted in the broadest sense as formulated knowledge.
- To provide a forum that is open to members and the general public for discussion of scientific and technological issues and their impact on the community across the scientific disciplines and with the community at large.
- To support endeavours to increase science education.
- To publish its own scientific *Proceedings* and other scientific publications.
- To recognise excellence in Science by the annual award of the Society's Research Medal and other awards when suitable candidates are available.

# 2 Definitions

(1) In these Rules, unless the contrary intention appears:

- (a) ***Business Days*** means the days from Monday to Friday inclusive, with the exception of:
  - (i) public holidays in Victoria; and
  - (ii) 27, 28, 29, 30 and 31 December.
- (b) ***By-Laws*** means the procedures by which the Society operates, as established and varied by the Council from time to time in accordance with these Rules;
- (c) ***Censure Resolution*** has the meaning given to it in Rule 9;
- (d) ***Council*** means those members of the Society either elected or appointed to manage the affairs of the Society in accordance with Rule 22;
- (e) ***Executive Committee*** of the Society is the Officers of the Society as defined by Rule 23(1);
- (f) ***Executive Officer*** is an unelected employee of the Society responsible for the day-to-day administration of the Society's affairs under the direction of the President, Executive Committee and Council and for the performance of tasks delegated by the Honorary Secretary and Honorary Treasurer pursuant to these Rules;

- (g) **Fellow** means a member who, under the Membership By-Laws, has been elected a 'Fellow' of the Society and fellowship has a corresponding meaning;
- (h) **Financial year** means the calendar year ending on 31 December;
- (i) **General Meeting** means a meeting of members convened in accordance with Rule 9, or an Annual General Meeting of members convened in accordance with Rule 11, or a Special General Meeting of members convened in accordance with Rule 12;
- (j) **Legal Representative** means a Lawyer as defined in the Legal Profession Act 2004;
- (k) **Member** means a paid-up member of the Society in any one of the categories indicated in the Membership By-Laws;
- (l) **Membership Committee** means a sub-committee of Council established specifically to consider applications for membership of the Society in accordance with Rule 5(6).
- (m) **Newsletter** means a publication of the Society in print or electronic form routinely distributed to members, usually on a monthly basis, advising of news and events and other matters of interest to Members;
- (n) **Notice to Members** means a written notification forwarded to the last known postal, and/or electronic address of the Member;
- (o) **Ordinary Meeting** means a meeting of the Society held in accordance with Rule 10 but excluding Annual, Special or General Meetings.
- (p) **Ordinary Member of the Council** means a member of the Society elected to Council in accordance with Rule 22 or Rule 24, and who is not an Officer of the Society under Rule 23 or a person holding a Special Position on Council, as detailed in Rule 22(3)(b);
- (q) **Regulations** means regulations under the Act;
- (r) **Relevant documents** has the same meaning as in the Act;
- (s) **Special Position** on Council refers to the positions detailed in Rule 22(3)(b);
- (t) **The Act** means the *Associations Incorporation Reform Act 2012* as amended from time to time.
- (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.

### **3 Alteration of the Rules**

These Rules and the Statement of Purpose of the Society in Clause 1 shall not be altered except in accordance with The Act at a General Meeting of the Society.

### **4 Patron**

His/Her Excellency the Governor of Victoria shall be invited to accept the office of Patron of the Society.

### **5 Membership, joining fee and subscription**

- (1) The membership shall consist of those classifications set out in the By-Laws of the Society as determined from time to time by the Council.
- (2) A person or organisation who applies and is approved for membership as provided for in these Rules is eligible to be a member of the Society on payment of the non-refundable joining fee (student nominees may be exempt from this 'joining fee') and annual subscription payable under these Rules.
- (3) A person who was not a Member of the Society at the time of the incorporation of the Society (or who was a Member at that time but has ceased to be a Member) shall not be admitted to membership unless:
  - (a) he or she applies for membership in accordance with Rule 5(4); and
  - (b) the admission as a Member is approved by the Council and subsequently the members of the Society in accordance with Rules 5(5) to 5(11) inclusive.
- (4) A nomination of a person or organisation for membership of the Society shall:
  - (a) be made in writing on the form approved by the Council under the Membership By-Laws, accompanied by information about the nominee detailing their scientific expertise and/or interests and proposed by a Member of the Society, in whose opinion the nominee shows a suitable interest in science, and seconded by another Member of the Society
  - (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,

(c) include the non-refundable membership administration 'joining fee' of the Society, except when the student nominee is exempt from paying the 'joining fee', and

(d) be lodged with the Honorary Secretary of the Society.

- (5) As soon as practicable after the receipt of an application, the Honorary Secretary shall notify the membership of the society in the next monthly Newsletter of the nomination for membership and, providing no ballot is called for by Members, shall present the application to the Council at the Council meeting subsequent to Newsletter notification.
- (6) The Council shall determine whether to approve or reject the application on the advice of the Membership Committee, unless a ballot has been called for by two members of the Society (in accordance with Rule 5(5)) and such a request has been received in writing by the Honorary Secretary at least two days prior to the Council meeting.
- (7) If a ballot has been requested by Members (in accordance with Rule 5(6)) the application shall be put to the Members present at the subsequent Ordinary Meeting of the Society and decided by a simple majority vote.
- (8) If the Council approves an application for membership, or the members vote in favour of the membership application at an Ordinary Meeting of the Society (held in accordance with Rule 5(7)), the Honorary Secretary shall, as soon as practicable:
- (a) notify the applicant in writing of the approval for membership;
  - (b) provide to the applicant a copy of the Rules and By-Laws of the Society; and request payment within 28 days after receipt of the notification of the sum payable under the Membership By-Laws as the first year's annual subscription.
- (9) The Honorary Secretary shall, within 28 days after receipt of the amounts referred to in Rule 5(8)(b) , enter the applicant's name in the register of members.
- (10) An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his, her or its name has been entered in the register of Members.
- (11) If the Council rejects an application, or Members fail to approve the application at an Ordinary Meeting of the Society (held in accordance with Rule 5(7)), the Council shall, as soon as practicable, notify the applicant in writing that the application has been rejected and that the decision of Council is final.

- (12) A right, privilege, or obligation of a person or organisation by reason of membership of the Society:
- (a) is not capable of being transferred or transmitted to another person or organisation; and
  - (b) terminates upon the cessation of membership whether by death or resignation or cessation of an organisation's normal business, non-payment of dues by the prescribed time in accordance with Rule 7 or any other reason as determined by the Council.
- (13) The joining fee is the relevant amount decided by the Council.
- (14) The annual subscription is the relevant amount decided by the Council and is payable on or before 1 January in each year.
- (15) The rights of a Member are as follows:
- (a) to receive notice of General Meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
  - (b) to submit items of business for consideration at a General meeting;
  - (c) to attend and be heard at General Meetings;
  - (d) to vote at a General Meeting;
  - (e) to have access to the minutes of General Meetings;
  - (f) to inspect the list of Members in accordance with Clause 6; and
  - (g) to inspect the accounts, books, securities and any other relevant documents of the Society in accordance with Clause 39.
- (16) The obligations of a Member are as follows:
- (a) 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 his/her capacity as Members, Officers, **Councillors** and employees of the Society;
  - (b) not to join or form an association that has the aim or effect of undermining the work of the Society;
  - (c) to keep the Society advised of his/her up to date contact details.

## **6 Register of Members**

- (1) The Honorary Secretary shall keep and maintain a register of Members containing:
- (a) the name, contact details, being the current address, email address and telephone numbers of each member, such details to be updated on advice of the Member

- (b) the date on which each Member's name was entered in the register
  - (c) the area/s of expertise of the Member.
  - (d) the date on which a Member ceased to be a Member.
- (2) A list of Members, being the names in the register of Members without contact details, is to be made available for inspection free of charge by any Member upon written request to the Honorary Secretary.
- (3) A Member may not make a copy of the entries (names, addresses or other details) in the register except in circumstances specifically approved by the Council.
- (4) The contact details of Members kept in the register of Members are only to be used for the purpose of the transmission and circulation of communications from the Honorary Secretary or the Executive Officer relevant to the business of the Society, including notices and minutes of meetings, Newsletters and such other communications of the Royal Society as are approved by the Council.

## **7 Ceasing membership**

- (1) A Member shall be deemed by the Council to have ceased being a Member if their annual subscription has not been paid within a period of 6 months of the due date and following two reminders or if the Council, on the advice of the Honorary Treasurer, determines that they owe a debt to the Society that has not been settled within 6 months of an invoice being issued to them by the Society. The Council may exercise discretion in extending the deadline for payment of the annual subscription where a member requests an extension due to temporary financial hardship or other reason judged valid by the Council.
- (2) A Member of the Society, who has paid all debts, moneys due and payable by a Member of the Society as specified in Rule 7(1), and returned all books or other property of the Society in his or her possession, may resign from the Society by advising the Honorary Secretary in writing of his or her resignation.
- (3) Upon the Honorary Secretary receiving the notice referred to in Rule 7(2):
- (a) the Member ceases to be a Member; and
  - (b) the Honorary Secretary shall record in the register of Members the date on which the Member ceased to be a Member.
- (4) A Member who has ceased membership as a result of 7 (1) or 7 (2) or has applied in writing to the Honorary Secretary to suspend their membership due to absence from Victoria may reinstate their membership by written application to the Honorary Secretary without a further nomination or joining fee.

## 8 Disputes and mediation

- (1) The grievance procedure set out in this Rule applies to disputes under or concerning the interpretation or application of these Rules or the By-Laws of the Society or in respect of the business of the Society, between:
  - (a) a Member and another Member; or
  - (b) a Member and the Society, which shall include a dispute between:
    - (i) a Member and the Executive Committee; and
    - (ii) a Member and the Council.
- (2) The first step in dealing with a dispute is when it is declared by the Honorary Secretary following a vote of the Council, which may result from a recommendation from the Executive or from a written application from a Member to Council.
- (3) The parties to the dispute shall meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (4) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties shall, within 10 days, hold a meeting in the presence of a mediator.
- (5) The mediator shall be:
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member, a person appointed by the Council of the Society; or
    - (ii) in the case of a dispute between a Member and the Society, a person who is a mediator nominated by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A Member of the Society can be a mediator.
- (7) The mediator cannot be a Member who is a party to the dispute.
- (8) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, shall:
  - (a) give the parties to the mediation process every opportunity to be heard; and

- (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator shall not determine the dispute.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9 Discipline, suspension and expulsion of Members**

- (1) Subject to these Rules, if the Council resolves that a Member has refused or neglected to comply with these Rules or the By-Laws of the Society, or is deemed to have engaged in conduct unbecoming to a Member or prejudicial to the interests of the Society, the Council may by resolution of censure at the Council Meeting:
- (a) suspend that Member from membership of the Society for a specified period; or
  - (b) expel that Member from the Society; or
  - (c) fine that Member an amount not exceeding \$500.
- (2) A Censure Resolution of the Council under sub-Rule 9(1) does not take effect unless:
- (a) at a meeting held in accordance with Rule 9(3), the council confirms the Censure Resolution; and
  - (b) in the case of the Member exercising a right of appeal to a General Meeting of the Society under this Rule, the Society confirms the Censure Resolution in accordance with this Rule.
- (3) A meeting of the Council to confirm or revoke a Censure Resolution shall be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 9(4).
- (4) For the purposes of giving notice in accordance with Rule 9(3), the Honorary Secretary shall, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the terms of the Censure Resolution and the grounds on which it is based; and
  - (b) stating that the Member, or his or her Legal Representative may address the Council in defence of the Member concerning the reasons for the censure, for a period of not more than 15 minutes, at a meeting to be held not earlier than 14

days and not later than 28 days after the notice has been given to that Member;  
and

(c) stating the date, place and time of the commencement of the Council meeting;  
and

(d) informing the member that he or she may do one or both of the following:

(i) attend the Council meeting as detailed in 9(4)(b), at which the Member or his or her legal representative may speak, having advised the Hon. Secretary in writing of his/her intention to do so no later than 4.00 pm on the day before the Council meeting;

(ii) give to the Council no later than 4.00 p.m. on the day before that meeting a written statement seeking the revocation of the Censure Resolution;

(e) informing the Member that, if at that meeting, the council confirms the Censure Resolution, he or she may, not later than four Business Days after that meeting, give the Honorary Secretary a written notice to the effect that he or she wishes to appeal to the Society in a General Meeting against the Censure Resolution (“Appeal”).

(5) At a meeting of the Council to confirm or revoke a Censure Resolution, the Council shall:

(a) give the Member or his or her Legal Representative an opportunity to be heard for a maximum of 15 minutes; and

(b) give due consideration to any written statement submitted by the Member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If, at the meeting of the Council, the Council confirms the Censure Resolution, the Member may, not later than four Business Days after that meeting, give the Honorary Secretary a notice to the effect that he or she wishes to appeal to the Society in General Meeting against the Censure Resolution and provide a maximum four A4 page rebuttal of the grounds for the censure to be circulated to the membership with the Notice of the Meeting and Agenda.

(7) If the Honorary Secretary receives a notice from the Member under Rule 9(6), he or she shall notify the Council and the Council shall convene a Special General Meeting of the Society to be held within twenty-eight days after the date on which the Honorary Secretary received the notice.

(8) At a Special General Meeting of the Society convened under Rule 9(7):

- (a) no business other than the question of the Appeal may be conducted; and
  - (b) the council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the Censure Resolution outlined in the notice circulated to Members; and
  - (c) the Member, himself or herself or his or her Legal Representative shall be given an opportunity to be heard for a maximum of 15 minutes; and
  - (d) the Members present shall vote by secret ballot on the question whether the Censure Resolution should be confirmed or revoked.
- (9) A Censure Resolution is confirmed if, at the General Meeting, not less than sixty per cent of the Members present, in person or by proxy, vote in favour of the resolution. In any other case, the Censure Resolution is revoked.

## **10 Ordinary Meetings**

- (1) The Ordinary Meetings of the Society shall be held at least once in every month during the period from March to December (both inclusive), on days fixed but subject to alteration by the Council with due notice.
- (2) The order of business at an Ordinary Meeting will be transacted as specified in the Meeting By-Laws.
- (3) No resolution concerning the conduct of the Society's business may be put to, or voted on by, Members at an Ordinary Meeting.

## **11 Annual General Meetings**

- (1) The Council may determine the date, time and place of the Annual General Meeting of the Society, which is to be held before 31 May in each year.
- (2) The notice convening the Annual General Meeting shall specify that the meeting is an Annual General Meeting.
- (3) Only Members of the Society, employees, the Auditor and the Society's Honorary Solicitor may be present at the Annual General Meeting, unless the Chair determines otherwise.
- (4) The ordinary business of the Annual General Meeting shall be:
  - (a) to receive and confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) to receive from the Council reports upon the business of the Society during the last preceding financial year;

- (c) to receive reports from the Officers of the Society and the Ordinary Members of the Council elected in accordance with the By-Laws;
  - (d) to receive and consider the statement submitted by the Society in accordance with section 30(3) of the Act; and
  - (e) to appoint one or more Auditors.
- (5) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **12 Special General Meetings**

- (1) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (2) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (3) The Council may, whenever it sees fit, convene a Special General Meeting of the Society.
- (4) Only members of the Society, employees, the Auditor and the Society's Honorary Solicitor may be present at a Special General Meeting, unless the Chair determines otherwise.
- (5) If, but for this Rule, more than fifteen months would elapse between Annual General Meetings, the Council shall convene a Special General Meeting before the expiration of that period.
- (6) The Council shall, on the request in writing of members representing not less than five per cent of the total number of Members, convene a Special General Meeting of the Society for a designated purpose.
- (7) The request for a Special General Meeting from Members under 12(6) shall:
  - (a) state the objects of the meeting and motions to be considered; and
  - (b) be signed individually by the Members requesting the meeting; and
  - (c) be addressed to the Honorary Secretary at the Society.
- (8) If the Council does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Honorary Secretary, the Members making the request, or any one of them, may convene a Special General Meeting to be held not later than three months after that date.

- (9) If a Special General Meeting is convened by Members in accordance with Rule 12(7), it shall be convened in the same manner so far as possible as a meeting convened by the Council and all reasonable expenses (eg stationary, postage and electronic communication) incurred in convening the Special General Meeting shall be refunded by the Society to the persons incurring the expenses.

### **13 Special business**

- (1) All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Rules as ordinary business of the Annual General Meeting, is deemed to be special business.

### **14 Notice of General Meetings**

- (1) The Honorary Secretary, at least fourteen days, or if a special resolution has been proposed at least twenty-one days, before the date fixed for holding a General Meeting of the Society, shall cause to be sent to each Member of the Society, a notice stating the place, date and time of the meeting, whether the meeting is an Annual General Meeting or a Special General Meeting, and the nature of the business to be conducted at the meeting and the appropriate 'Proxy Form'.
- (2) Notice may be sent:
- (a) by prepaid post to the address appearing in the register of Members; or
  - (b) by written electronic transmission.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A Member intending to bring any business before a meeting must notify the Honorary Secretary of that business, in writing or by electronic transmission, at least twenty-eight days prior to the Meeting. The Honorary Secretary may include that business if appropriate in the notice calling the next General Meeting.

### **15 Quorum at General Meetings**

- (1) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.

- (2) Fifty Members personally present or by proxy (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- (3) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
  - (i) in the case of a meeting convened upon the request of Members, the meeting shall be dissolved; and
  - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week (or the day following in the next week if the same day is a Public Holiday) at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum (including proxies from the original meeting) is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be abandoned.

## **16 Presiding at General Meetings**

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the Society.
- (2) If the President and the Vice-President are absent from a General Meeting, or are unable to preside, the meeting shall elect a Chair by show of hands from the Members of the Executive Committee present.

## **17 Adjournment of General Meetings**

- (1) The person presiding may, with the consent of a majority of Members present at a General Meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in accordance with Rule 14.
- (4) Except as provided in Rule 17(3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **18 Voting at General Meetings**

- (1) Upon any question arising at a General Meeting of the Society, a Member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- (4) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the member to the Society and all debts owed to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year as determined in Rule 7(1).

## **19 Poll at General Meetings**

- (1) If at a General Meeting a poll on any question is demanded by not less than ten Members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.

## **20 Manner of determining whether resolution is carried at a General Meeting**

A question arising at a General Meeting of the Society may be determined on a show of hands, unless a majority of Members present request a secret ballot, in which case a 'Returning Officer' shall be elected from those present and shall conduct a secret ballot in an appropriate manner:

- (a) then the Chair will declare that that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect made in the minute book of the Society

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **21 Proxies at General Meetings**

- (1) Each Member is entitled to appoint another Member as a proxy by notice given to the Honorary Secretary no later than twenty-four hours before the time of the General Meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in the Appendix 1.
- (3) Proxies may be directed, specifying the vote as for or against the motion(s) circulated or if the member appointing the proxy wishes, undirected, so that vote may be used at the discretion of the person holding the proxy.

## **22 The Council of the Society**

- (1) The affairs of the Society shall be managed by the Council.
- (2) The Council:
  - (a) shall control and manage the business and affairs of the Society; and
  - (b) may, subject to these Rules, the By-Laws, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by the members of the Society at General Meetings; and
  - (c) subject to these Rules, the By-Laws, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Society; and
  - (d) may establish Committees and Sub-Committees reporting to the Council for specific duties as it considers necessary for carrying out the work of the Society; Non-members of Council may serve on Sub-Committees at the invitation of Council; and
  - (e) may make By-Laws regulating the duties and level of participation of the members of Council, and
  - (f) may make By-Laws governing the conduct of the affairs of the Society subject always to the Rules 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) 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 for 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) 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.
- (4) The affairs of the Council shall be carried on between Meetings by an Executive Committee consisting of the Officers of the Society. The quorum for the Executive Committee shall be three. Meetings may be held in person or by telephone or other electronic communication.
- (5) The Executive Officer shall be invited to attend and participate in Council Meetings as a non-voting member.

## **23 Officers of the Society**

- (1) The Officers of the Society, who together shall constitute the Executive Committee, shall be:
  - (a) a President;
  - (b) a Vice-President;
  - (c) an Immediate Past-President
  - (d) an Honorary Treasurer; and
  - (e) an Honorary Secretary.
- (2) Each Officer shall hold office for two years until the Annual General Meeting next following the last year of office but is eligible for re-election for one more two-year term.

- (3) In the event of a casual vacancy (see Rule 27) in any office referred to in Rule 23(1), the Council may appoint one of its members to the vacant office (and in the case of a vacancy in the office of Secretary, this appointment shall be made within 14 days) and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (4) The Honorary Secretary shall be responsible for the performance of the duties of Secretary prescribed under the Act, including without limitation the duties of Honorary Secretary set out in these Rules and the lodgement of documents with and giving of notifications to the Registrar of Incorporated Associations, including notification of his or her appointment of Honorary Secretary, to be given within 14 days of appointment.
- (5) The Executive Officer shall be invited to attend and participate in Executive Meetings as a non-voting member.

## **24 Ordinary members of the Council**

- (1) Subject to these Rules, each ordinary member of the Council, including the Special Positions, 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 or Special Position, 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 the 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**

The election of the Officers, the Special Positions and ordinary members of the Council shall be by postal ballot conducted as follows.

### **(1) Returning Officer**

(a) The Council will annually, but not later than the October Council meeting of each year, appoint a person to be the Returning Officer for the annual election. The Returning Officer cannot stand for election to the Council at this election. The Returning Officer shall have total control of the nomination and election process, independent of Council.

(b) 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.

(c) The Returning Officer's point of contact with the Council will be the Honorary Secretary or such other member of the Council appointed for that purpose.

(d) The Executive Officer will carry out the directions of the Returning Officer or his or her deputy with respect to the electoral process.

### **(2) Notification**

Not later than the November Council meeting of each year, the Council will approve a 'Notification of Election' and 'Call for nominations' for distribution to each financial, voting member of the Society with the Newsletter distributed in November and for display on the Society's website:

(a) Notification that nominations are called for those positions on the Council that will become vacant at the next Annual General Meeting (AGM).

(b) Brief Duty Statements for all positions on Council.

(c) Nomination Form (Appendix 2, Form 1) which clearly specifies that a Statement of not more than 200 words outlining the background and experience appropriate to a Councillor, is part of the nomination requirement.

### **(3) Nomination**

(a) Nominations using the Nomination Form (Appendix 2, Form 1) may only be made and seconded by members of the Society who are financial at the closing date of nominations.

(b) A member may be nominated for only one position on the Council (i.e. Officer, Special Position or Councillor).

(c) The nomination, with the consent of the candidate, must be accompanied by a Statement of not more than 200 words in length prepared by the candidate or the nominator. Any Statement exceeding 200 words will render the nomination invalid.

(d) Each Statement must be submitted on plain paper. Company or business letter-head paper will not be accepted. An electronic copy as a Word, rich text or PDF document must also be lodged with the Returning Officer at [rsv@sciencevictoria.org.au](mailto:rsv@sciencevictoria.org.au).

(e) All Nomination Forms and Statements must reach the Returning Officer, care of The Royal Society of Victoria Inc, 9 Victoria Street, Melbourne 3000 by 3.30 pm on the third Monday of December, this being the closing time and date for nominations.

(f) The Returning Officer will notify the candidate as soon as possible if the Statement is deemed invalid by virtue of its length or content.

(g) The Returning Officer shall inform nominators of invalid nominations as soon as possible.

(4) **Receipt of Nominations**

(a) The Executive Officer on behalf of the Returning Officer shall copy all nominations on receipt.

(b) The Executive Officer shall establish a Receipt Form (Appendix 2, Form 2) in which shall be entered the date of receipt of the nomination, the Council Position for which the nomination is intended, the name of the candidate, the names of the two members nominating the candidate and the date when the nomination form and statement have been forwarded to the Returning Officer.

(c) The Executive Officer shall check the financial status of the members named on the nomination form by referring to the membership list held in the Society's office. The Executive Officer shall then send the nomination form to the Returning Officer with advice on the financial status of the members named on the nomination form. The Returning Officer shall then determine as to whether the nomination is valid.

(d) The Returning Officer having determined that a nomination is valid shall make, or have made, two copies of the Nomination Form and the Statement; one for the Society's notice board and one to be held by the Executive Officer for entry on the Society's website. The Returning Officer shall hold the original.

(e) The Executive Officer shall provide the Returning Officer with a list of financial members as of 3.30 pm on the third Monday of December.

(5) **Display of Nominations**

(a) The Returning Officer shall be responsible for the establishment of a prominent notice board, clearly identified as for the nomination of Councillors, in the Society's

premises on which all nomination forms and statements are displayed and a folder adjacent to the notice board containing nomination forms.

(b) The Executive Officer shall be responsible for placing nomination forms and statements on the Society's website.

(c) The Returning Officer shall ensure that the notice board, folder and website are up to date and the nomination forms and statements are readily accessible to members.

(6) **Election**

(a) A candidate may withdraw from the election for any of the positions for which he or she has been nominated.

(b) Nominations will be considered in the order of the positions as shown on the Nomination Form.

(c) In the event that there are positions that are not contested, the Returning Officer will declare the results for those positions immediately; arrange to have them published on the Society's website and with the Newsletter distributed in January and state that an election for these positions is not required.

(d) If more than one nomination is received for any Officer position of Council the Returning Officer must conduct an election for that position.

(e) If there are more nominations than the number of vacant Ordinary positions of Council the Returning officer must conduct an election for all of the vacant positions.

(f) A notice of the calling of an election must be circulated to members with the Newsletter distributed in January and placed on the Society's website and on the notice board displaying the nomination forms in the Society's premises.

(g) The notice of the calling of an election is to be accompanied by a notice that the Nominee's 200 word Statement is the only valid election advice authorised by the Society.

(7) **Conduct of an Election**

(a) The Returning Officer shall ensure that the following election material (7)(b) shall be packaged for distribution, under the supervision of the Returning Officer, with the Newsletter distributed in January.

(b) Each member shall receive with the Newsletter distributed in January:

(i) Instructions for the election clearly stating the election process with particular reference to the treatment of the Ballot Paper to ensure confidentiality.

(ii) A document containing, in the order as they are shown on the Ballot

Paper, the Statements provided by the candidates.

(iii) An individually numbered Ballot Paper (Appendix 2, Form 3).

(iv) A Ballot Paper envelope distinctly marked for the enclosure of the Ballot Paper.

(v) An envelope printed with the return address of the Society and a specific space on the front where the member shall print his/her name to enable the Returning Officer to identify that the member is financial and eligible to vote.

(vi) An instruction that the name must be written in the place indicated on the outside of the larger envelope to be a valid vote. The vote is confidential, but the identity of each voter must be verified by the Returning Officer to ensure that the voter is a financial member at the poll closing time.

(c) In respect of any position for which an election must be conducted, the Returning Officer, assisted by an appointed Council representative, shall:

(i) Select by lot, the order in which the names of the candidates are to appear under the position on the Ballot Paper.

(ii) Supervise the preparation of and verification of the correctness of the election information material to be distributed to all members of the Society with the Newsletter distributed in January.

(iii) Copy the Statement(s) in the order of the positions on the Ballot Paper, in a consolidated manner in preparation for printing in 11 point size font.

(iv) Send a copy of this consolidated election information to each candidate, who shall have 5 days to check their Statement and make any corrections or sign their section as being correct and return it to the Returning Officer.

(v) Return a corrected copy immediately to the candidate who shall again have 5 days to return it to the Returning Officer signed as being correct.

(vi) Endeavour to ensure that each candidate's Statement is correct. However if a candidate does not respond in the allotted time or continues to dispute the presented information, the Returning Officer is authorised to proceed with printing of the election information. It is the candidate's obligation to co-operate with the Returning Officer to ensure the candidate's information is correct and presented reasonably within the parameters of the process and within the budget approved by Council.

(d) A member shall, in respect of each position for which an election is required, place a tick (✓) against the name of the candidate for whom the member wishes to vote. If a tick appears more than once against names for the position of Officer or for more than the number of vacant positions for Ordinary Councillor, the vote for those

positions shall be declared invalid.

(e) The member shall put the completed Ballot Paper in the Ballot Paper envelope. There shall be a single Ballot Paper in the Ballot Paper envelope.

(f) The Ballot Paper envelope shall be placed in the return addressed envelope to the Returning Officer, care of the Society's address and posted or delivered to that address to reach the Returning Officer by 3.30 pm on the first Monday of March, hereinafter called "poll closing date". There shall be a single Ballot Paper envelope in the return addressed envelope.

(g) The Executive Officer shall prepare an Election Mail Book (Appendix 2, Form 4) for the recording of the receipt of election mail.

(h) The Executive Officer shall date each envelope as received and enter the name printed on the envelope in the Election Mail Book, and note whether the Ballot Paper was delivered by hand or by post. Each envelope shall be placed in a sealed ballot box via a slot in the lid.

(i) Ballot Papers received after 3.30 pm on the poll closing date, the first Monday in March, shall be date stamped, declared invalid and placed in a sealed Invalid Returns Box via a slot in the lid.

(j) At the poll closing date, a copy of the Election Mail Book recording the envelopes received and lodged in the sealed ballot box shall be placed in an envelope and taped across the slot in the lid of the ballot box, effectively sealing it.

(k) The sealed ballot box and its contents shall be delivered by the Executive Officer to the Returning Officer, or collected by the Returning Officer.

(l) The Executive Officer shall provide the Returning Officer with an up to date financial membership list as of the poll closing date.

(m) The Returning Officer shall have contacted all candidates who are subject to election and asked them to nominate in writing their choice of another member to act as scrutineer. The scrutineers shall be present when the Returning Officer opens the Ballot Paper envelopes and counts the votes at a time nominated by the Returning Officer and sometime after the election closes on the polling closing date, but before the next AGM. In the event of any scrutineer not being able to attend, the Returning Officer shall request the Executive of the Council to appoint a substitute scrutineer.

(n) Once the balloting period has closed, the Returning Officer in the presence of the scrutineers shall, at a time nominated by the Returning Officer:

(i) Open the ballot box.

(ii) Check the contents of the ballot box against the Election Mail Book.

(iii) Check each name against the membership list provided and if financial,

rule a line through the member's entry on the list and initial the envelope.

(iv) If the member is not financial the envelope shall be marked “UNFINANCIAL”, initialled by the Returning Officer and placed in the sealed Invalid Returns Box.

(vi) The Ballot Envelopes shall be removed from the Return Envelopes by the Returning Officer.

(vii) If there is more than one Ballot Envelope in the Return Envelope the entire contents shall be declared invalid and placed in the sealed Invalid Returns Box.

(viii) Ballot Envelopes shall then be opened and the Ballot Papers removed from the envelopes and placed face down in piles.

(ix) The Ballot Papers shall then be examined and determined whether any Ballot Papers are invalid.

(x) All invalid Ballot Paper shall be place in the Invalid Returns Box.

(xi) The counting of the votes shall then take place.

(o) The manner of counting votes for any position shall be to credit a candidate with one vote for each valid ballot paper (7)(d) on which a tick appears against the name of that candidate.

(p) The candidate who has the highest number of votes for a position must be declared elected.

(q) The Ballot Box and Invalid Returns Box and papers therein will be retained in a secure place until after the confirmation of the appointment of Councillors at the Annual General Meeting, after which their contents shall be destroyed by shredding by the Returning Officer, or on his or her authority by the Executive Officer.

(r) The Returning Officer shall report the results of the election to the Annual General Meeting.

## **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:

(a) ceases to be a Member of the Society; or

(b) becomes an insolvent under administration within the meaning of the Corporations Act; or

(c) resigns from office by notice in writing given to the Honorary Secretary; or

- (d) is absent from three consecutive meetings of the Council, without approval or a satisfactory explanation to the Council; or
- (e) is removed from their position under Rule 28.

## **28 Removal of Council member**

- (1) If, in the opinion of at least three members of Council, a member of Council is not complying with the By-Laws regulating the duties and level of participation of holders of Special Positions or of ordinary members of Council, they may give notice in writing to the Honorary Secretary of their intention to propose to Council a motion that that person be removed from office (“Removal Motion”).
- (2) On receiving notice of a Removal Motion, the Honorary Secretary shall include in the Agenda for the next meeting of Council notice that the motion will be put to the vote at the following meeting of Council.
- (3) A member of Council who is the subject of a proposed Removal Motion referred to in Rule 28(1) may give representations in writing, not exceeding a reasonable length, as determined by the Council, to the Secretary or President of the Society for inclusion in the meeting papers no less than seven days before the meeting of Council at which the Removal Motion will be put to the vote and address Council for not longer than a period determined by the Chair at that meeting.
- (4) At the meeting of Council at which the Removal Motion is put to the vote, the votes of three-quarters of the members of Council present and voting (excluding the person named in the Removal Motion) shall be sufficient to pass the Removal Motion.

## **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.
- (2) Special meetings of the Council may be convened by the President or by request to the Honorary Secretary by any four members of the Council.

## **30 Notice of Council meetings**

- (1) Written notice of each Council meeting shall be sent either by postal service or electronically to each member of the Council at least five business days before the date of the meeting.

- (2) Notice shall be given to members of the Council in writing or electronically of any special meeting, specifying the general nature of the business to be conducted; no other business may be conducted at such a meeting.
- (3) Delivery of notices by electronic means or by post will be to the last address provided by the Councillor.

### **31 Quorum for Council meetings**

- (1) Any six members of the Council, at least two of whom shall be Officers, will constitute a quorum for the conduct of the business of a meeting of the Council.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
  - (i) in the case of a special meeting of the Council: the meeting lapses;
  - (ii) in any other case: the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Council may act notwithstanding any vacancy on the Council.

### **32 Presiding at Council meetings**

At meetings of the Council:

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the Councillors present shall elect by show of hands one of their number to preside.

### **33 Voting at Council meetings**

- (1) Questions arising at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council, shall be determined on a show of hands or, if a member of the Council requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member of the Council present at a meeting of the Council, or at a meeting of any sub-committee appointed by the Council (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **34 Minutes of meetings**

The Honorary Secretary or the Executive Officer of the Society, under the supervision of the Honorary Secretary, shall keep minutes of the resolutions and

proceedings of each General Meeting, and each Council meeting, together with a record of the names of persons present at the Council meetings.

## **35 Funds**

- (1) The Honorary Treasurer or the Executive Officer of the Society, under the supervision of the Honorary Treasurer, shall:
  - (a) collect and receive all moneys due to the Society and make all payments authorised by the Society; and
  - (b) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two signatories from the number of signatories appointed by the Council, which will include the Honorary Treasurer and the Honorary Secretary, and in accordance with the agreed financial procedures approved by Council.
- (3) The funds of the Society shall be derived from joining fees, annual subscriptions, donations and such other sources as the Council determines.
- (4) Funds in excess of normal operating requirements may be invested on behalf of the Society as outlined in the Investment Mandate approved by Council under the auspices of the Finance and Audit Committee.

## **36 Seal**

- (1) The common seal of the Society shall be kept in the custody of the Honorary Secretary.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the common seal shall be attested by the signatures of two members of the Council.

## **37 Notice to Members**

Except for the requirement in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Society, under these Rules may be given by one of the following means:

- (a) delivering the notice to the Member personally; or

- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of members; or
- (c) facsimile transmission, if the member has provided for a notice to be given to him or her in this manner; or
- (d) electronic transmission, if the member has provided an electronic address for a notice to be given to him or her, unless the member requests notice not be provided in this manner.

## **38 Winding up**

If upon the winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property shall be applied for charitable purposes and shall be paid or transferred to some other company, incorporated association or other institution:

- (a) which has as its object the advancement of science or a particular branch of science; and
- (b) which prohibits, or is incorporated pursuant to an Act that prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Society.

## **39 Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Honorary Secretary or the Executive Officer of the Society, under the supervision of the Honorary Secretary, shall keep in his or her custody or under his or her control all books, documents and securities of the Society.
- (2) All accounts, books, securities and any other relevant documents of the Society, other than working, draft or commercial-in-confidence documents of the Society and its committees, and the employment and personnel records of staff, shall be available for inspection at an agreed-upon suitable and appropriate time, free of charge by any Member upon request in writing to the Honorary Secretary.
- (3) A Member may inspect but not make a copy of any accounts, books, securities and any other relevant documents of the Society except in circumstances specifically approved by the Council.

## **40 By-Laws and Provision for Circumstances outside Rules**

- (1) Provision shall be made by the Council in By-Laws for the details of procedure in respect of membership, meetings and financial matters, which shall be made and from time to time reviewed and, where appropriate, amended by the Council.
- (2) The Council may make By-Laws or pass such resolutions in respect of matters not provided for in these Rules, provided that:
  - (a) such By-Laws or resolutions are not prohibited by law; and
  - (b) the Council considers that the By-Laws or resolutions are in the best interests of the Society; and
  - (c) such By-Laws do not contain any provisions contrary to these Rules.

**APPENDIX 1 – PROXY FORM FOR VOTING AT THE 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 5.00pm **(on Date to be inserted)** on the day before the time of the meeting which will be held at **(Insert Date and Time of the Meeting)**.

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)

Motion(s) to be specified

**Moved:**

**Seconded:**

**(Insert) Motion(s) to be considered at the Meeting:**

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.

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 (Insert Date)**

**APPENDIX 2 – ELECTION FORMS**

**FORM 1 NOMINATION FORM**

**THE ROYAL SOCIETY OF VICTORIA INC.**

**NOMINATION FOR ELECTION TO COUNCIL 20XX**

We hereby nominate.....  
of.....

who is a member of the Society, for the position of

President

Vice-President

Honorary Secretary

Honorary Treasurer

Ordinary Councillor

Please strike out all but one position on this form.

I consent to the above nomination.

Signature of Candidate..... Date.....

I submit with this nomination form a Statement not exceeding 200 words in length to be displayed on the Notice Board in the Society's premises and website and if a ballot is necessary, circulated to the members. This Statement is a mandatory part of the nomination requirement.

**Nominated by:**

Name ..... Signature ..... Date .....

Address.....

**Seconded by:**

Name ..... Signature ..... Date .....

Address .....

This nomination must reach the Returning Officer by 3.30 pm on the third Monday of December, care of The Royal Society of Victoria, 9 Victoria Street, Melbourne, Victoria 3000.

THE ROYAL SOCIETY OF VICTORIA INC.

BALLOT PAPER 20XX

Only members who are financial as at the time of the close of balloting, i.e. 3.30pm, on the first Monday in March, shall be eligible to vote.

The following persons have been nominated for election to the positions shown, and the order of their listing has been determined by lot.

- 1. For the position of President
  - .....
  - .....
  - .....

- 2. For the position of Vice-President
  - .....
  - .....
  - .....

- 3. For the position of Vice-President
  - .....
  - .....
  - .....

- 4. For the position of Honorary Secretary
  - .....
  - .....
  - .....

- 5. For the position of Honorary Treasurer
  - .....
  - .....
  - .....

- 10. For the position of ordinary member of Council (*number* positions)
  - .....
  - .....

When voting for each position on this ballot paper. YOU MUST PLACE A TICK (✓) IN THE BOX AGAINST THE NAME OF THE CANDIDATE OF YOUR CHOICE. If a tick occurs more than once for any position, (other than 10 where *number* votes may be cast), the vote is declared invalid for that position.

When you have completed this paper, you must:

- 1. Place the Ballot Paper in the envelope marked BALLOT PAPER and seal the envelope.
- 2. Insert the envelope marked BALLOT PAPER in an envelope addressed to the Returning Officer, The Royal Society of Victoria, 9 Victoria Street, Melbourne, Victoria 3000
- 3. Ensure that you have **printed your name** in the place indicated on the outside of the larger envelope so as to be a valid vote. The vote is confidential however the identity of each voter must be checked to assure the Returning Officer that the voter is a financial member.
- 4. Post or deliver that envelope so as to reach the Returning Officer, at The Royal Society of Victoria, 9 Victoria Street, Melbourne, Victoria 3000 the by 3.30 pm. on the poll closing day.



