

**THE ROYAL SOCIETY OF VICTORIA INC.**

**AGENDA** for the **2018 ANNUAL GENERAL MEETING** to be held at the Society  
at 5.00pm on **THURSDAY, 9<sup>th</sup> May, 2019**

**VOTING MEMBERS (AND EMPLOYEES) ONLY ARE PERMITTED TO ATTEND**

**Chairman:** Mr David Zerman, President, to constitute the meeting and welcome Members.

- 1. Welcome & Acknowledgement of the Kulin Nation**
- 2. Apologies and Recognition of proxies received**
- 3. Receipt of the minutes of the Annual General Meeting of 26<sup>th</sup> April 2018 (as circulated)**

**Moved: D Zerman    Seconded: P Baines**

That in accordance with Rule 11 (4) (a) the Minutes of the 2017 Annual General Meeting held 26<sup>th</sup> April 2018 as presented by the Council be confirmed.

- 4. Receipt of the minutes of the Special General Meeting of 21<sup>st</sup> June 2018 (as circulated)**

**Moved: D Zerman    Seconded: P Baines**

That in accordance with Rule 11 (4) (a) the Minutes of the Special General Meeting held 21<sup>st</sup> June 2018 as presented by the Council be confirmed.

- 5. 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 2018 year.

- b.        Financial Report for 2018**

The Treasurer to speak to the 2018 Financial Report and present the Auditor's statement (video presentation). The President and CEO to respond to any queries on behalf of the Treasurer.

**Moved: D Zerman    Seconded: P Baines**

That the Annual Report (including the President's Report) of the Royal Society of Victoria for 2018 be received in accordance with Rule 11 (4) (b) & (d).

**Moved: A Davison (by proxy)        Seconded: P Baines**

That the Financial Report and Auditor's Review statement of the Royal Society of Victoria for 2018 be received in accordance with Rules 11 (4) (b) & (d).

- 6. Appointment of Honorary Auditor:**

**Moved: A Davison    Seconded: P Baines**

That Pitcher Partners Advisors Pty Ltd be invited to accept the position of Auditor of the Royal Society of Victoria for 2019 in accordance with Rule 11 (4) (e).

## **7. Special Business**

### **7.1. Proposed Amendments to the Society's Rules**

That proposed amendments to the Society's governing Rules as circulated in April 2019 be received and confirmed in accordance with Rule 3.

**Moved: R. Stramandinoli    Seconded: P Baines**

### **7.2. Amendments to the Society's By-Laws**

That amendments to the Society's procedural By-Laws as presented to Council be received and noted in accordance with Rule 40 (1).

**Moved: R. Stramandinoli    Seconded: P Baines**

## **8. Council 2019-20:**

**8.1.** Mr Zerman to confirm the names of the Councillors and Council Officers elected for 2019/20 [and previously advised via Ordinary Meetings and the Newsletter]

**2019-20 Councillors** – newly elected:

A/Prof Robert Day

Ms Pamela Borger

Prof David Walker

Mr Viktor Perunicic

Mr Robert Gell

**2019-20 Council Officers** – newly elected:

Mr David Zerman, President

Mrs Nicola Williams, Vice-President

Dr Peter Baines, Secretary

Mr Andrew Davison, Treasurer

Dr William Birch AM, Immediate Past President

**8.2.** Mr Zerman to move a vote of thanks for the contributions of outgoing and continuing Councillors:

**Outgoing Councillors**

Dr Tom Beer

Ms Rosie Stramandinoli

Mr John Link

**Continuing Councillors (until April 2020 AGM, subject to re-election (all eligible):**

Dr Julie Boyce

Dr Catherine de Burgh-Day

Dr Kevin Orrman-Rossiter

Dr Sophia Frentz

A/Prof Gavin Smith

## **9. CLOSE OF ANNUAL GENERAL MEETING:**

**2019 Annual General Meeting: on a date to be announced in 2020 in accordance with the Rules.**

**THE ROYAL SOCIETY OF VICTORIA INC.**  
**MINUTES** of the **2017 ANNUAL GENERAL MEETING** held at the Society  
at 6.00pm on **Thursday, 26<sup>th</sup> April, 2018**

**VOTING MEMBERS (AND EMPLOYEES) ONLY WERE PERMITTED ATTENDANCE**

**Chair:** Mr David Zerman, President

**Registered:**

Bruce Kemp, Bernard Mace, Helen van de Pol, Bruce Keno, Robert Bicknell, Richard Ferguson, Judith Kinnear, Martin Harris, Paul Leopardi, Sydney Maxwell Richards, Viktor Perunicic, Norman Taralrud-Bay, Douglas McCann, Peter Baines, Dylan Brady, Peter Hogan, Maree Bagnara, Mark Williams, Keith Hart, Jim Bowler, Richard Lightfoot, Colin Abbott, Peter Degorski, Paul Holper, Rupert Dalley, Simon Torok, Anne Sarr, William Birch, Chris Simpson, Kathy Wilmot, Tessa Barrett, Norman Kennedy, Jory Clark, Alcides Flores, William McMaster, David Walker, Karen Fenton, Gregory Crocetti, Margaret Bullen, Bruce McKellar, Patrizia Kelly, Elaine Muir, Lawrence Bartak, Nicola Williams, Thomas Michael Williams, Trevor Morton, Charles Clark, Dene Murphy, Roger Morgan, Pam Borger, Lynne Selwood, Joe Bagnara, Ian Endersby, Anne Miller, Manju Mohandoss, Sandra Rees, Wendy Coates, Kathryn Morris, Julie Boyce, Rosie Stramandinoli, Andrew Davison, David Zerman, Peter Baines, David Rees, Ian Kelly, James Warren, Elizabeth Lightfoot

**1. Welcome & Acknowledgement of the Kulin Nation**

84 voting members attended the meeting were in attendance. The Chair constituted the meeting, welcomed Members and acknowledged the meeting was taking place on the traditional lands of the Kulin Nation, paying respects to elders past and present.

**2. Apologies and Recognition of proxies received**

Ros Gleadow, Brian Dixon, Colleen Morris, Paul Leopardi, Edward Richard Tudor, Alan Hibberd, Richard Thwaites, Marija Pavela, Jerry Courvisanos, Pauline Ladiges, Murray Littlejohn, Bruce Tonge, Tom Beer, Norman Lewis, Charlie Xue, Jenny Graves, Margaret Beverley Wood, Ian Polmear, Elizabeth Eager, Arjumand Khan, Pera Wells, Darold Klindworth, Patricia Illing, Bob Constantine, Patricia Vickers-Rich

	<b>Apologies Received</b>	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	25	8	Chairman	For
		15	Chairman	At proxy holder's discretion
		1	David Walker	At proxy holder's discretion
<b>Totals</b>	25	24		

With 67 voting members in attendance and 24 valid proxies allocated to voting members present, the meeting exceeded the requisite quorum of 50 and could proceed with business.

**3. Receipt of the minutes of the Annual General Meeting of 27<sup>th</sup> April 2017 (as circulated)**

That in accordance with Rule 11 (4) (a) the Minutes of the Annual General Meeting of 27<sup>th</sup> April 2017 as presented by the Council be confirmed.

**Moved: D Zerman    Seconded: P Baines**

**Carried**

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

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

The President presented his report on the Society activities for the 2017 year. He emphasized the various advances made thanks to the hard work of the CEO and staff, our Councillors and Committee members, and the many members and partners.

Highlights of the year included: the vigorous interest in our 20 public lectures, 15 partners programs concerned with literacy, careers, community engagement and diversity in the sciences and the delivery of a major science communication skills development program for recent migrants to Australia with science qualifications. The Science program developed by Kevin Orrman-Rossiter was outstanding, in the lecture program as well as the prize awards, including the Research Medal to Trevor Lithgow. We reinstated our Fellowship program with the induction of Laureate Professor Peter Doherty AC and welcomed Victoria's Lead Scientist, Dr Amanda Caples, to present the Research Medal.

The Young Scientist Research Prizes continue to grow in interest and participation, with the talent pool extending beyond the traditional focus on Melbourne and Monash. The Phillip Law Postdoctoral Award for the Physical Sciences was awarded to the talented Dr Kaye Morgan.

The Outreach & Partnerships Committee Chaired by Pam Borger has worked hard to deliver benefits to school communities, particularly those experiencing disadvantage. The exciting news is that the RSV secured the rights to manage the Inspiring Australia program for the state of Victoria in 2018, delivering National Science Week and conducting year-round, regional activities through focal STEM community engagement "hubs" planned for the cities of Ballarat, Whittlesea and Monash.

The President concluded with thanking members for all their support, and the Council members for their dedication.

**Moved: N Williams    Seconded: D Zerman**

That the Annual Report (including the President's Report) of the Royal Society of Victoria for 2017 be received in accordance with Rule 11 (4)(b) and (d).

**Carried**

##### **b. Financial Report for 2016**

The Treasurer read his report and spoke to the 2016 Financial Report; he also presented the Auditor's statement.

**Moved: N Williams    Seconded: D Zerman**

That the Financial Report and Auditor's statement of the Royal Society of Victoria for 2017 be received in accordance with Rules 11 (4)(b) & (d).

**Carried**

#### **5. Appointment of Honorary Auditor:**

**Moved: N Williams    Seconded: D Zerman**

That Hall Chadwick be invited to accept the position of Honorary Auditor of the Royal Society of Victoria for 2018.

**Carried**

#### **6. Council 2018:**

Mr Zerman confirmed the names of the five new Councillors recently elected for 2018/19:

**New Councillors:**

Ms Sophia Frentz, A/Professor Robert Day, A/Professor Gavin Smith, Dr Kevin Orrman-Rossiter, Ms Rosie Stramandinoli

**Continuing Councillors:**

Dr Tom Beer, Ms Pamela Borger, Mr John Link, Mr Viktor Perunicic, Professor David Walker.

**CLOSE OF ANNUAL GENERAL MEETING:**

The meeting was declared closed at 5.45pm

**Next Annual General Meeting: 26 April, 2018**

Following formal proceedings of the AGM, Professor Lynne Selwood AO was inducted as a Fellow of the Royal Society of Victoria.

**THE ROYAL SOCIETY OF VICTORIA INC.**

**MINUTES** for the **2018 SPECIAL GENERAL MEETING** to be held at the Society  
at 5.00pm on **THURSDAY, 21<sup>st</sup> JUNE, 2018**

**VOTING MEMBERS (AND EMPLOYEES) ONLY ARE PERMITTED TO ATTEND**

**Chairman:** Mr David Zerman, President, to constitute the meeting and welcome Members.

**In Attendance:**

Professor Michael Ackland, Dr Peter Baines, Ms Tessa Barrett, Dr Tom Beer, Mr Robert Bicknell, Dr William Birch, Mr Dylan Brady, Professor Stewart Burn, Dr Jane Canestra, Mr Fred Chalupa, Dr David Churchill, Ms Wendy Coates, Mr Bob Constantine, Dr Gregory Crocetti, Mr Rupert Dalley, A/Professor Robert Day, Dr Catherine de Burgh-Day, Mr Peter Degorski, Mr Brian Dixon, Mr David Dodd, Dr Meredith Doig, Mr Donald Dunstan, Ms Elizabeth Eager, Ms Karen Fenton, The Hon Bill Forwood, Mr Rob Gell, Professor Jenny Graves, Mr Martin Harris, Mr Peter Hogan, A/Professor Bernie Joyce, Mr Ian Kelly, Mrs Patrizia Kelly, Professor Peter Kershaw, Dr Maxwell Lay, Dr Paul Leopardi, Mrs Elizabeth Lightfoot, Lt Col Richard Lightfoot, Mr John Link, Dr Richard Manasseh, Dr Laurie Martinelli, Mr Bernie Mace, Dr William McMaster, Dr Charles Meredith, Ms Priya Mohandoss, Mrs Manju Mohandoss, Mrs Elaine Muir, Mr Greg Noonan, Mr Richard Olive, Mr Antonio Pagnin, Mr Viktor Perunicic, Dr Max Richards, Mr Craig Robertson, Dr Brian Salter-Duke, Ms Anne Sarr, Professor Lynne Selwood, Mr Chris Simpson, Brigadier Bob Slater, A/Professor Gavin Smith, Ms Rosie Stramandinoli, Dr Richard Thwaites, Dr Simon Torok, Ms Helen van de Pol, Professor David Walker, Professor Jim Warren, Ms Pera Wells, Dr Mike Williams, Mrs Nicola Williams, Dr Peter Thorne, Mr Clive Willman, Ms Kathy Wilmot, Dr Beverley Wood, Mr David Zerman (Chair).

*72 full, financial members of the Royal Society of Victoria were confirmed as present.*

**Apologies Recorded:**

Professor Sandra Rees, Mr David Rees, Dr Patricia Vickers-Rich, Dr Thomas Mole, Dr Cheryl Taylor, Dr Robert Joy, Mr Michael Moore, Mr Keith Dempster, Dr Suzanne Daniel-Dreyfus, Ms Pamela Procter, Dr Murray Johns, Ms Sylvia van Dyk, Mr Darold Klindworth, Ms Kerrie McNicol, Ms Snezana Trkulja, Mr Klaus Kiesel, Dr Wendy Wright, Mr Alan Evered, Dr Alan Finkel, Dr Douglas McCann, Dr Sophia Frentz, Mr Kenneth King, Mr James Johns, Mrs Anne Miller, Dr Kathryn Morris, Emeritus Professor Harold Clifford, Ms Susan Humphries, Dr Keith Hart, Mr Norman Taralrud-Bay, Mr John Neil, Mr Christopher Davey, Professor John Lovering, Mr Leon Costermans, Professor David MacMillan, Mr John MacMillan, Mr David Mattiske, Ms Renate Mattiske, Mr Ewan Tyler, Mr Trevor Rowe, Professor Peter Ebeling, Dr Nicholas Lomb, Ms Elizabeth English, Dr Erin Matchan, Mr Christopher Townsend, Mr Clement Cook, Mr Russell Jones, Dr Susan White, Ms Helen Vorrath, Ms Patricia Illing, Dr Renee Beale, Ms Carol Ely, Mr Richard Ferguson.

**5. Welcome & Acknowledgement of the Kulin Nation**

The President welcomed members to the Special General Meeting, which followed four member briefings and forums held over May and June 2018 and distribution of a rationale

from the CEO to all RSV members on the financial challenge facing the Society and the opportunities offered by the proposed development project.

The President acknowledged the Wurundjeri as the Traditional Owners of the site of our meeting and conveyed his respect to their past and present elders.

## 6. Recognition of proxies received

Apologies Recorded	Proxies received	Nominated representative	Direction of Proxy
53	23	Chairman	For
	2	Chairman	Against
	14	Chairman	At proxy holder's discretion
	1	Dr Bill Birch	For
	2	Dr Bill Birch	At proxy holder's discretion
	4	Prof Lynne Selwood	At proxy holder's discretion
	1	Dr Peter Baines	For
	1	Prof David Walker	Against
	1	Prof David Walker	At proxy holder's discretion
	1	Ms Wendy Coates	For
	1	Dr Peter Thorne	At proxy holder's discretion
	1	Mr Andrew Davison (not present)	For
<b>Totals</b>	53		

**Proxies received from:** Professor Sandra Rees, Mr David Rees, Dr Thomas Mole, Dr Cheryl Taylor, Dr Robert Joy, Mr Michael Moore, Mr Keith Dempster, Dr Suzanne Daniel-Dreyfus, Ms Pamela Procter, Dr Murray Johns, Ms Sylvia van Dyk, Mr Darold Klindworth, Ms Kerrie McNicol, Ms Snezana Trkulja, Mr Klaus Kiesel, Dr Wendy Wright, Mr Alan Evered, Dr Alan Finkel, Dr Douglas McCann, Dr Sophia Frentz, Mr Kenneth King, Mr James Johns, Mrs Anne Miller, Dr Kathryn Morris, Emeritus Professor Harold Clifford, Ms Susan Humphries, Dr Keith Hart, Mr Norman Taralrud-Bay, Mr John Neil, Mr Christopher Davey, Professor John Lovering, Mr Leon Costermans, Professor David MacMillan, Mr John McMillan, Mr David Matisse, Ms Renate Matisse, Mr Ewan Tyler, Mr Trevor Rowe, Professor Peter Ebeling, Dr Nicholas Lomb, Ms Elizabeth English, Dr Erin Matchan, Mr Christopher Townsend, Mr Clement Cook, Mr Russell Jones, Dr Susan White, Ms Helen Vorrath, Ms Patricia Illing, Dr Renee Beale, Ms Carol Ely, Mr Richard Ferguson.

*With 72 eligible members present, and 51 proxies allocated by eligible members to those present, a quorum was achieved and the business of the meeting could proceed.*

## 9. Presentations & Discussion

RSV President David Zerman, project architect Dylan Brady and RSV CEO Mike Flattley gave three short presentations, summarising much of the material explored at length over the preceding four briefings and the project rationale earlier circulated by the CEO to all RSV members titled “The Society’s Challenge.” The President then opened the meeting to questions and discussion from the floor.

It was established there would be an extensive, further process of member involvement in the project, should it proceed, acknowledging requirements for a thorough risk analysis across the RSV’s financial, reputational and legal exposure. It was made clear the financial risk is borne by the development partner, and that the RSV had retained professional legal counsel from Aitken Partners to ensure its interests were protected in agreement documentation, and that exposure to project failure would be constrained to matters of reputation rather than financial or legal impacts.

The further process would proceed with member involvement in developing the scope of refurbishment and extension of RSV facilities, and also in engaging with the engineering and technology principles involved in constructing a tower with unique envelope constraints and a requirement to showcase best practice sustainable features such as energy generation, water capture and reticulation, along with green building practices to minimise or offset the construction’s carbon footprint.

The further process would also require a dedicated project manager to represent the RSV’s interests, funding for which is under negotiation with the RSV’s development partner.

Further process recommendations from members were referred to the CEO ([ceo@rsv.org.au](mailto:ceo@rsv.org.au)) to inform the RSV Council’s deliberation on the best structures for purposeful member involvement in this partnership project.

## 10. Special Motion

That the members of the Royal Society of Victoria endorse their representative Council’s proposal to raise significant funds to resource the future operations and extended facilities of the Society through the development of the land granted by the Crown for the Society’s use to the east of the Caretaker’s Cottage as a high-quality residential project. Endorsement is sought in accordance with Rules 12, 13, 14 and 18.

**Moved:** D Zerman      **Seconded:** W Birch

A request for a secret ballot process required support from ten members present under the Society’s Rules; as there were four members in support of a secret ballot, the vote proceeded through a showing of hands.

**Voting (after allocation of proxies):**

**For:** 97    **Against:** 24    **Abstaining:** 1

**Returning Officers:** Dr Peter Baines, Professor David Walker

***Motion carried.***

## 5. CLOSE OF SPECIAL GENERAL MEETING