

**THE ROYAL SOCIETY OF VICTORIA INC.**

**AGENDA** for the **2019 ANNUAL GENERAL MEETING** to be held at the Society  
at 5.00pm on **THURSDAY, 14<sup>th</sup> May, 2020**

***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. Receipt of Apologies and Proxies:**

**Apologies:** Bob Constantine, Lynne Selwood, Norman Kennedy, Renate Mattiske, David Donald Mattiske, Anne Sarr, James Warren, Andrew Habets, Christopher Roy Simpson, John Link, Simon Torok, Frances Separovic, Craig Robertson, Thomas Alwynne Darragh, Barry Norman Southern, Linda McIver, Alison Compton, Melinda Kemp, Elissa Goodrich, Simon Storey, Helen van de Pol, Cheryl Taylor, Tim Todhunter, Murray Littlejohn, Bram Mason, Manju Mohandoss, Anthony Burkitt, Darold Klindworth, Meredith Doig, William McMaster, Libby Robin, Andrew Chisholm, Elaine Muir, Madelaine Willcock, Colleen Morris, Anthony Boxshall, Pera Wells, Renee Beale, Leon Costermans, Neville Nicholls, Robert Bruce Sandie, Ian David Endersby, Tom Beer, Jemma Cripps, Pauline Ladiges, Kerrie McNicol, Bruce Livett, Arjumand Khan, Laurence Martinelli, Pamela Margaret Procter, John Edwin Sherwood, Aaron De Fina, Silvio Bagnara, William Palmer, Alan Evered, Kenneth W King, Terence Corbett, John Ramshaw, Wendy Elspeth Coates

**Proxies Recorded before closing date/time:** Renate Mattiske, David Donald Mattiske, Anne Sarr, James Warren, Andrew Habets, Christopher Roy Simpson, John Link, Simon Torok, Frances Separovic, Craig Robertson, Thomas Alwynne Darragh, Barry Norman Southern, Linda McIver, Alison Compton, Melinda Kemp, Elissa Goodrich, Simon Storey, Helen van de Pol, Cheryl Taylor, Tim Todhunter, Murray Littlejohn, Bram Mason, Manju Mohandoss, Anthony Burkitt, Darold Klindworth, Meredith Doig, William McMaster, Libby Robin, Andrew Chisholm, Elaine Muir, Madelaine Willcock, Colleen Morris, Anthony Boxshall, Pera Wells, Renee Beale, Leon Costermans, Neville Nicholls, Robert Bruce Sandie, Ian David Endersby, Tom Beer, Jemma Cripps, Pauline Ladiges, Kerrie McNicol, Bruce Livett, Arjumand Khan, Laurence Martinelli, Pamela Margaret Procter, John Edwin Sherwood, Aaron De Fina, Silvio Bagnara, William Palmer, Alan Evered, Kenneth W King, Terence Corbett, John Ramshaw, Wendy Elspeth Coates

- 3. Receipt of the minutes of the Annual General Meeting of 9<sup>th</sup> May 2019 (as circulated)**

**Item 3 Motion:** *That in accordance with Rule 11 (4) (a) the Minutes of the 2018 Annual General Meeting held 9<sup>th</sup> May 2019 as presented by the Council be confirmed.*

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

Proxies received	Nominated representative	Direction of Proxy
35	Chair	For
13	Chair	At proxy holder's discretion
3	Nicola Williams	At proxy holder's discretion

	2	Peter Thorne	At proxy holder's discretion
	1	William Birch	At proxy holder's discretion
	1	Robert Slater	At proxy holder's discretion
	1	Paul Holper	For
<b>Totals</b>	56		

#### 4. 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 2019 year.

**Item 4a Motion:** That the Annual Report (including the President's Report) of the Royal Society of Victoria for 2019 be received in accordance with Rule 11 (4) (b) & (d).

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

Proxies received	Nominated representative	Direction of Proxy
36	Chair	For
12	Chair	At proxy holder's discretion
3	Nicola Williams	At proxy holder's discretion
2	Peter Thorne	At proxy holder's discretion
1	William Birch	At proxy holder's discretion
1	Robert Slater	At proxy holder's discretion
1	Paul Holper	For
<b>Totals</b>	56	

##### b. Financial Report for 2019

The Treasurer to speak to the 2019 Financial Report and present the Auditor's statement.  
The President and CEO to respond to any queries on behalf of the Treasurer.

**Item 4b Motion:** That the Financial Report and Auditor's Review statement of the Royal Society of Victoria for 2019 be received in accordance with Rules 11 (4) (b) & (d).

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

Proxies received	Nominated representative	Direction of Proxy
34	Chair	For
14	Chair	At proxy holder's discretion
3	Nicola Williams	At proxy holder's discretion
2	Peter Thorne	At proxy holder's discretion
1	William Birch	At proxy holder's discretion
1	Robert Slater	At proxy holder's discretion
1	Paul Holper	For
<b>Totals</b>	56	

#### 5. Appointment of Honorary Auditor:

**Item 5 Motion:** That Pitcher Partners Advisors Pty Ltd be invited to accept the position of Auditor of the Royal Society of Victoria for 2020 in accordance with Rule 11 (4) (e).

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

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	33	Chair	For
	15	Chair	At proxy holder's discretion
	3	Nicola Williams	At proxy holder's discretion
	2	Peter Thorne	At proxy holder's discretion
	1	William Birch	At proxy holder's discretion
	1	Robert Slater	At proxy holder's discretion
	1	Paul Holper	For
<b>Totals</b>	<b>56</b>		

## 6. Council 2020-21:

**6.1.** Mr Zerman to confirm the names of the Councillors and Council Officers elected for 2020/21 [and previously advised via Ordinary Meetings and the Newsletter]

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

Dr Catherine de Burgh-Day

Dr Kevin Orrman-Rossiter

Dr Sophia Frentz

A/Prof Gavin Smith

Dr Jane Canestra

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

### **Outgoing Councillors**

Dr Julie Boyce

### **Continuing Councillors**

A/Prof Robert Day

Ms Pamela Borger

Prof David Walker

Mr Viktor Perunicic

Mr Robert Gell

### **Continuing Council Officers**

Mr David Zerman, President

Mrs Nicola Williams, Vice-President

Dr Peter Baines, Secretary

Mr Andrew Davison, Treasurer

Dr William Birch AM, Immediate Past President

## 9. CLOSE OF ANNUAL GENERAL MEETING:

**2020 Annual General Meeting: on a date to be announced in 2021 in accordance with the Rules.**

**For confirmation at 2019 AGM**  
**THE ROYAL SOCIETY OF VICTORIA INC.**

**MINUTES** of the **2018 ANNUAL GENERAL MEETING** held at the Society  
at 5.00pm on **THURSDAY, 9<sup>th</sup> May, 2019**

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

**Chair:** Mr David Zerman, President

**Registered:**

Chris Avram, Peter Baines, Tessa Barrett, William Birch, Pam Borger, Julie Boyce, Dylan Brady, Jane Canestra, Jerry Courvisanos, Rupert Dalley, Christopher Davey, Alan Davis, Andrew Davison, Robert Day, Catherine de Burgh-Day, Donald Dunstan, Gregory Eccleston, Sophia Frentz, Rob Gell, Daniel Gluer, Christy Hipsley, Peter Hogan, Patrizia Kelly, Ian Kelly, Norman Kennedy, John Link, Erin Matchan, Laurie Martinelli, Teresa Mitchell, Manju Mohandoss, Priya Mohandoss, Roger Morgan, Elaine Muir, Kevin Orrman-Rossiter, Viktor Perunicic, David Rees, Sandra Rees, Sydney Maxwell Richards, Jeff Robinson, Anne Sarr, Lynne Selwood, Robert Slater, Norman Taralrud-Bay, Richard Thwaites, Simon Torok, Helen van de Pol, David Walker, James Warren, Pera Wells, Nicola Williams, Thomas Michael Williams, David Zerman

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

52 voting members 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**

Ken King, Meredith Doig, Craig Robertson, John Sherwood, Patricia Vickers Rich, Silvio Bagnara, Peter Corkill, Trent McCarthy, Pauline Ladiges, Gregory Crocetti, Alan Finkel, Peter Doherty, Diane Lightfoot, Bruce Livett, Bruce Tonge, Chris Simpson, Bob Constantine, Amanda Berry, William Denholm, Jenny Graves, Dan O’Keeffe, Haripriya Rangan, Gary Wallis, Kenneth Bell, Bruce McKellar, Richard Lightfoot, Elizabeth Lightfoot, Christian Doerig, Susan Humphries, Mark Williams, Lincoln Tracy, Murray Littlejohn, Geoffrey Harrison, Bruce Atkinson, John Torriero, Ross McDonald, Vicki Hallett, John Neil, William McMaster, Anthony Boxshall, John Ramshaw, Darold Klindworth, John Zillman, Kathryn Morris, Alistair McArthur, Peter Ebeling, Richard Ferguson, Thomas Darragh, Arjumand Khan, David McCloskey, Rosaria Stramandinoli, Bram Mason, Cheryl Taylor, Ian Polmear, Margaret Polmear, Gavin Smith, Karen Fenton

**Proxies Recorded before closing date/time:** 42

With 52 voting members in attendance and 42 valid proxies allocated to voting members present, the meeting exceeded the requisite quorum of 50 and could proceed with business.

**4. 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.

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	11	Chairman	For
	28	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

*Carried unanimously.*

**5. 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.

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	10	Chairman	For
	29	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

*Carried with 1 Abstention.*

**7. 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 2018 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.

Mr Zerman referred to the scope of the Society's science engagement program, observing the organisation was doing more than at any point in its recent history to provide a program for its members specifically and for members of the community generally. He emphasised the Society's commitment to seeking more engagement and involvement by women in our work to more appropriately represent the broader community's profile.

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

**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).

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	11	Chairman	For
	28	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

**Carried unanimously.**

**b. Financial Report for 2018**

The Treasurer spoke to the 2018 Financial Report and presented the Auditor's statement. Our annual deficit continues, as budgeted, and a solution must be found very soon to enable the Society's financial sustainability. Mr Davison related the Council's position that a fund of \$10 - \$30M would be required to sustain the Society's program beyond the next four to seven years, without which it is likely the Society would need to wind down its operations to a volunteer base. The Treasurer, President and CEO responded to queries from members, which were concerned with items of expenditure and the nature of the Inspiring Australia grant conditions.

**Moved: A Davison 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).

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	11	Chairman	For
	28	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

**Carried unanimously.**

**8. 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).

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	8	Chairman	For
	31	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

**Carried unanimously.**

**9. Special Business**

**9.1. 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: P Baines Seconded: W Birch**

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	7	Chairman	For
	32	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion

	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

**Carried unanimously, with amendments as follow:**

**Paragraph 2 (1) (f) to read:**

*“Chief Executive Officer is an unelected employee of the Society who guides the formulation of strategy and is responsible for implementation of the Society’s initiatives, partnerships, programs, business development and 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”*

**Amendment moved: Peter Baines    Seconded: William Birch**

**Carried unanimously**

**Paragraph 8 to include a new item (4), to read:**

*“Council’s intention to affiliate the Royal Society of Victoria Inc. with any other society or association shall be notified to members via the newsletter at least one month ahead of implementation”*

**Amendment moved: Peter Baines    Seconded: William Birch**

**Carried unanimously**

**Note:** Paragraph 24 (4), concerning the role of the President, was discussed at length, with a motion moved to sustain the entry as circulated.

**Moved: Peter Baines    Seconded: William Birch**

**Carried, 1 vote against**

## **9.2. 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).

	<b>Proxies received</b>	<b>Nominated representative</b>	<b>Direction of Proxy</b>
	7	Chairman	For
	32	Chairman	At proxy holder's discretion
	1	Nicola Williams	At proxy holder's discretion
	1	Sandra Rees	At proxy holder's discretion
	1	Bill Birch	At proxy holder's discretion
<b>Totals</b>	42		

**Moved: P Baines    Seconded: W Birch**

**Carried unanimously.**

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

**10.1.** Mr Zerman confirmed the names of the Councillors and Council Officers elected for 2019/20

**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

**10.2.** Mr Zerman moved 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

**Moved: David Zerman      Seconded: Nicola Williams**

**Carried to acclaim.**

**The meeting was closed at 6:15pm**

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

Following formal proceedings of the AGM, Professor Sandra Rees was inducted as a Fellow of the Royal Society of Victoria.