



The
Royal Society
OF VICTORIA
Promoting science since 1854

The Royal Society of Victoria

Incorporated

ABN 62 145 872 663

BY-LAWS

Compiled for reference by the RSV Annual General Meeting, 9 May 2019

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Membership By-Laws

1. Membership

The Society shall consist of:

- (a) Ordinary Members
- (b) Retired Members
- (c) Emeritus Members (superseded)
- (d) Fellows
- (e) Life Members
- (f) Regional & Interstate Members
- (g) Student Members
- (h) Family Members
- (i) Corporate Members

Commented [MF1]: Previously "Country Members"

2. Ordinary Membership

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

3. Retired Membership

An Ordinary Member of retirement age and no longer receiving a significant income may apply to Council for Retired Membership status with reduced membership dues, while retaining all of rights and privileges of Ordinary Membership.

4. Emeritus Membership

An Ordinary Member having reached the age of 65 years with more than 15 years of membership, or if under 65 years of age having been a member for 35 years, may apply to Council for Emeritus Membership status with reduced membership dues, while retaining all the rights and privileges of Ordinary Membership. This membership type is no longer made available in favour of (3.) Retired Membership, although members who were earlier appointed as Emeritus retain this status.

Commented [MF2]: The Emeritus category was no longer offered several years ago, yet the By-Laws have only recently been changed to reflect this.

5. Fellows

- (1) The Council may, by the vote of an absolute majority of the Council, resolve to invite a person (the Awardee) to be a Fellow of the Society on one or more of the following grounds;
- (a) For outstanding scientific or technological achievement performed primarily in the State of Victoria;
 - (b) being a resident of the State of Victoria, for outstanding scientific or technological achievement;
 - (c) for outstanding scientific or technological achievement from which the State of Victoria has derived great benefit; or
 - (d) for outstanding contributions to the advancement of science or technology primarily in the State of Victoria.
- (2) (a) An Awardee who is a Member of the Society shall, on being awarded a Fellowship, continue to be a Member of the Society and, subject to these Rules, shall continue to have the rights and privileges and obligations which he or she had immediately before becoming a Fellow.

(b) An Awardee who is not a Member of the Society must, as a condition precedent to the award of a Fellowship, become an Ordinary Member of the Society and, on appointment as a Fellow, shall have, and shall continue to have, the rights privileges and obligations of an Ordinary Member of the Society.

- (3) The appointment of a Fellow has effect from the time when the Awardee has fulfilled any conditions precedent to the award and has accepted the invitation referred to in By-law 5. (1).
- (4) The Council may determine and from time to time alter;
- (a) The maximum number of Fellowships that may be awarded in any one year.
 - (b) The maximum number of Fellows of the Society at any one time.
 - (c) The Membership, terms of reference and procedures (including those pertaining to the Chair) of any committee appointed by Council in connection with the award of Fellowships.
 - (d) Procedures for nomination for, and award of, Fellowships.

6. Life Membership

At any time within five years following the date of their election and after all subscriptions they due by them have been paid, an Ordinary Member may compound their annual subscription for all future years by paying a sum equal to fifteen years' subscriptions.

When more than five years have elapsed since the date of their election to the Society the composition of the fee for Life Membership to be paid after all subscriptions already due have been paid, shall be reduced by half the annual subscriptions for each year of Membership in excess of five years, to a minimum fee of two and one half times the annual subscription.

7. Regional & Interstate Membership

A person who is resident beyond 50 kilometres from Melbourne may apply to be a Regional & Interstate Member. A Regional & Interstate Member shall, except as otherwise provided in these By-laws, have the same privileges and obligations as Ordinary Member except that an interstate Member is not eligible to stand for office.

8. Student Membership

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

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

9. Family Membership

~~The partner of an Ordinary Member may apply to be admitted as an Ordinary Member at reduced cost as determined by Council from time to time. As an Ordinary Member they shall, except as otherwise provided in these By-laws, have the same privileges and obligations as other Ordinary Members~~

Commented [MF3]: Removed anachronistic clause about not being entitled to receive copies of Proceedings or Transactions

10. Corporate Membership

- (1) A corporate body may become a Member of the Society and shall be known as a Corporate Member.
- (2) The annual subscription of a Corporate Member shall be five times the annual subscription of an Ordinary Member.
- (3) (a) A Corporate Member shall appoint a person as its representative for the purposes of the Society and may appoint a second person to act as its representative for the

purpose of the Society where the first-mentioned person is absent or unavailable. The Corporate Member may remove any person so appointed and may appoint another person in his or her place.

(b) A Corporate Member may appoint not more than five persons to have, subject to these By-laws, the privileges of the Society and may remove any such person and may appoint another in his or her place.

- (4) Subject to these By-laws and, in particular (5), (6), (7) and (8) of this By-law, a Corporate Member shall have the same privileges and obligations as an Ordinary Member except that it shall not have the right of eligibility for office, Membership of the Council or proposing new Members.
- (5) The representative of a Corporate Member appointed under (3) (a) of this By law shall be entitled to exercise its right of voting at General Meetings of the Society and may sign on its behalf, a request for a Special General Meeting (Rule 12 (5)), be counted in a quorum (Rule 15), may join in a demand for a poll (Rule 19) and may appoint a proxy on behalf of the Corporate Member (Rule 21).
- (6) A person appointed under 3 (b) of this By-law may, while so appointed and so long as the Corporate Member continues to be a Member of the Society, have the rights and privileges of the Society.
- (7) By-law 4 shall not apply to a Corporate Member.
- (8) For the purpose of Rule 9(1), any refusal or neglect to comply with the Rules and By-laws of the Society by a person appointed under (3) (a) or (b) of these By-laws or conduct of any such person, which in the opinion of the Council, is unbecoming of a Member or prejudicial to the interests of the Society, shall be deemed to be refusal, neglect or conduct of the Corporate Member which appointed that person.

11 Rights and Privileges of Membership:

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

- a) Attend all Ordinary meetings and lectures of the Society
- b) Attend special lectures and symposia organized by or in association with the Society at a reduced cost.
- c) Receive an electronic copy of the Society's Proceedings with a printed copy being available on payment of an annual surcharge as determined from time to time by Council.
- d) Special parking access to the Society's property, at their own risk, on the terms and with the conditions determined from time to time by Council.

12 Obligations of Membership:

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

13. Membership Dues

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

14. Nomination

- a) A nomination for Membership shall be made either via the online membership portal or on the form in Appendix 1 with a brief statement of the nominee's interest in science.

Commented [MF4]: Amended to acknowledge the new online application process. Removed requirement to submit a CV, a statement on professional and personal interests will suffice.

- b) Nomination must be accompanied by payment (by cash, cheque or credit card authority) of an annual subscription fee (refundable if membership is declined) and a \$50.00 non-refundable joining fee, except for Student Membership, where the joining fee is waived.

Commented [MF5]: We now require full payment of the first year's subscription on application – this improves the rate of completion and reduces administrative overheads considerably.



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APPLICATION for Membership of the Royal Society of Victoria

Please consider my application for membership of the Society.

Personal Details

Family name:

Given names (in full):

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

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

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

Address

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

Telephone: (.....) Mobile:

Place of employment or study:

Current occupation:

Membership Type (circle one):

Ordinary: \$200pa **Family Duo:** \$330pa for both members **Regional, Interstate or Retired:** \$160pa

Student Member: \$42pa (*The Student Rate is restricted to currently enrolled, full-time students at a Victorian institution.*)

Your Interests:

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

.....
.....

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

I am interested in (tick all that apply):

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

Personal Statement:

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

I include payment of a \$50.00 joining fee (Student members are exempt from the joining fee). A membership fee will be payable on acceptance of your application by members of the Society and the governing Council. In the event your membership application is declined, all fees will be refunded in full.

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

Nominator & Seconder:

Note - The Society can introduce you to a nominator & seconder at a Thursday lecture if you don't know any Members.

I, (Full name) a Member of the Royal Society of Victoria, nominate the applicant for Membership of the Society.

Signature of Proposer..... Date:/...../ 20

I, (Full name) a Member of the Royal Society of Victoria, second the nomination of the applicant for Membership of the Society.

Signature of Seconder Date:/...../ 20

Joining Fee:

I am paying by (select one):

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

VISA Mastercard Please charge \$50.00 AUD to my credit card.

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

Name on Card [] Signature of Card Holder []

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

Electronic Funds Transfer (EFT) I have transferred \$50.00 AUD to the Royal Society of Victoria as follows:

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

Reference: Your Surname

Exempt Full time student members are exempt from the joining fee.

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



Meeting By-Laws

Procedures at Ordinary Meetings

The procedures for the conduct of General Meetings are specified in the Rules of Association. These By-laws specify the order of business at Ordinary Meetings (Rule 10).

Presiding at Ordinary Meetings will follow the procedures for General Meetings (Rule 16).

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

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

Conduct of Members at Ordinary and General Meetings

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

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



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RSV Officers, Councillors & Special Positions – By-Laws

Duties and Responsibilities

President

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

Vice-President

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

Immediate Past-President

The Immediate Past-President is a member of the Executive and may be called upon to act in place of the President in the absence of the President or Vice-President from official events of or for the Royal Society of Victoria.

Honorary Secretary

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

Honorary Treasurer

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

Chair, Outreach and Partnerships

The Chair of Outreach and Partnerships is a Member of Council, responsible for ensuring the Society's aims and objectives in working with communities and partners to further the mission of the Society are prioritised. The Chair oversees the delivery of major grant programs concerned with community science engagement and convenes aligned partners to seek greater collective impact through collaboration. This work may be fulfilled by members of the Outreach and Partnerships Committee.

Chair, Publications, Records & Collections

The Chair of Publications, Records & Collections is a member of Council, responsible for the oversight of the following functions, which may be fulfilled by the Chair or members of the Publications, Records and Collections Committee:

Editor-in-Chief (Proceedings)

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

Collections Manager

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

Honorary Archivist

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

Chair, Science Program

The Chair of the Science Program is a Member of Council, responsible for ensuring the lectures and additional presentations that form part of the Society's annual program are commissioned, promoted and delivered. The Chair may be directly involved in approaching and liaising with potential speakers, or commission assistance from members of the Science Program Committee.

The Chair also oversees the annual process for the Young Scientist Research Prizes and the Phillip Law Postdoctoral Award.

Chair, Policy and Communications

The Chair of Policy and Communications is a Member of Council, responsible for stewarding issues raised by Councillors, RSV members and RSV speakers through to coherent statements of position by the Society, following approval by Council. Typically these are concerned with:

- Measures that bring scientific expertise to bear on major issues facing society as a whole
- The identification and preservation of significant environmental and scientific heritage
- Policies that support the advancement of scientific knowledge, literacy and industry

The Chair will also consider forums for members and partners to consider and deliberate on a body of scientific knowledge in order to assess its relevance to the formulation of government policy, making recommendations as appropriate.

The Chair is typically supported in deliberations by a Policy and Communications Committee comprising senior RSV members, making recommendations to Council.

Chair, Membership and Mentoring

The Chair of the Membership and Program is a Member of Council, responsible for ensuring the processes for accepting new RSV members and renewing subscriptions are correctly observed, and that RSV members are given suitable opportunities to be engaged with the Society's activities and programs to build a

spirit of fellowship in the Society. Through provision of RSV support for partner programs or direct programming, the Chair seeks to provide RSV members with development opportunities, particularly early career members.

The function of the Chair may be carried out through delegation to members of a Membership and Mentoring Committee.

Ordinary Councillors

The Ordinary Councillors of the Society:

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

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

Committees of Council

1. The number and function of Committees of Council shall be determined from time to time by Council
2. The President is ex officio member of all Committees of Council.
3. Each Committee will appoint a Chair at its first meeting if the Chair is not already assigned to an Officer or a Special Position or otherwise appointed by Council.
4. The Committees are:
 - Executive Committee (including Finance and Audit)(Chaired by the President or their nominee)
 - Publications, Records & Collections Committee (Chaired by the Editor-in-Chief of Proceedings or their nominee)
 - Science Program Committee (Chaired by a designated sitting Councillor or their nominee)
 - Membership & Mentoring Committee (Chaired by a designated sitting Councillor or their nominee)
 - Outreach & Partnerships Committee (Chaired by a designated sitting Councillor or their nominee)
 - Policy & Communications Committee (Chaired by a designated sitting Councillor or their nominee)
5. Each Committee Meeting will record notes of their meetings, or formal Minutes to be circulated to the Committee Members and Council.
6. Members of the Committee shall include those Councillors appointed to the Committee plus other members of the Society approved by Council to be co-opted to the Committee on the basis of their expertise, networks and interest.

Commented [MF6]: Replacement of Library Committee (function now under Publications, Records & Collections), Finance and Audit Committee (now under Executive Committee) and Foundation Committee (long defunct) with Policy & Communications Committee and Outreach & Partnerships Committee.

Procedures for Conducting Council Meetings

Attendance by Officers, Special Positions and Councillors

1. Attendance is expected (in person or by electronic means) at 60% of Council Meetings called and 75% of Committee Meetings
2. Apologies will be sent when attendance is not possible.

3. Leave is to be sought from Council if more than 2 consecutive Council Meetings are to be missed.
4. Failure to attend 3 consecutive Council Meetings without the "leave of Council" shall be raised by the Hon. Secretary at the next Council meeting for discussion of whether a Councillor is fulfilling their duties.

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

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

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

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

Commented [MF7]: Updated to reflect the relevant section of the 2012 Act.

Division 3—Duties of office holders

82 Definition

In this Division—

office holder, of an incorporated association,

means any of the following—

- (a) a member of the committee;
- (b) the secretary;
- (c) a person, including an employee of the association, who makes, or participates in making, decisions that affect the whole, or a substantial part, of the operations of the association;
- (d) a person who has the capacity to significantly affect the association's financial standing;

(e) a person in accordance with whose instructions or wishes the committee of the association are accustomed to act (but excluding a person who gives advice to the association in the proper performance of functions attaching to the person's professional capacity or to the person's business relationship with members of the committee or with the association).

83 Improper use of information or position

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

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

Note

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

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

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

Note

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

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

Penalty: 60 penalty units.

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

Penalty: 60 penalty units.

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

(6) This section—

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

Note

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

84 Duty of care and diligence

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

- (a) were an office holder of the association in the circumstances applying at the time of the exercise of the power or the discharge of the duty; and

(b) occupied the office held by, and had the same responsibilities within the association as, the office holder.

Note

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

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

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

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

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

(4) This section—

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

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

85 Duty of good faith and proper purpose

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

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

Note

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

(2) This section—

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

86 Reliance on information or advice

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

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

- (a) the information or advice was given or prepared by—
 - (i) an employee of the incorporated association whom the office holder reasonably believed to be reliable and competent in relation to the matters concerned; or
 - (ii) a professional advisor or expert in relation to the matters that the office holder reasonably believed to be within that person's professional or expert competence; or
 - (iii) another office holder in relation to matters within the other office holder's authority; or
 - (iv) a sub-committee of the incorporated association of which the office holder was not a member in relation to matters within the sub-committee's authority; and
- (b) the reliance was made—
 - (i) in good faith; and
 - (ii) after making an independent assessment of the information and advice, having regard to the office holder's knowledge of the incorporated association and the complexity and structure of the incorporated association.

87 Indemnity of office holders

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



Financial By-Laws

- 1) The RSV Council's Executive Committee will act as a Finance and Audit Committee, with relevant agenda items to be chaired by the Honorary Treasurer.
- 2) The Executive Committee will develop Financial Regulations which provide the detail of the financial operation of the Royal Society guided by the following principles and including the following functions:

Principles:

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

Functions:

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

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

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

Commented [MF8]: The Finance and Audit Committee function was delegated to the Executive Committee prior to 2015.

Commented [MF9]: An update from the 1981 Act, since superseded.

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

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

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

In summary, the Financial Management Plan specifies:

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

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

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

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

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



The
Royal Society
OF VICTORIA
Promoting science since 1854

Equal Opportunity and Antidiscrimination Policy

1. Principles

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

2. Policy Guidelines - General

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

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

3. Policy Guidelines - Education

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

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

4. Policy Guidelines - Employment

In employment, the Royal Society of Victoria aims to-

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

5. Procedures

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