

The Royal Society of Victoria Inc

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 specially decided otherwise by the Chairman;

- Welcome from the Chairman.
- 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 General and Special General Meetings

The procedures refer to the conduct of Members at 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.

By-laws
Duties and responsibilities of Officers, Special Positions and Councillors

Duties of Officers and Special Positions

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.

Past-President

The 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 and Chair of the Finance and Investment Committee. The Hon Treasurer is responsible for oversight and presentation of the finances of the Royal Society of Victoria as required in meeting the requirements and audit process of an incorporated Society.

Honorary Archivist

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

Honorary Editor (Proceedings)

The Hon Editor with the assistance of an Hon Managing Editor, is responsible for publishing of the Proceedings and Transactions of the Royal Society of Victoria in electronic or print format as required. The Hon Editor is the Chair of the Publications Committee. The duties include the oversight of referring submitted and solicited papers for refereeing, oversight of the balance of content, promoting the profile of the Proceedings organizing the production in electronic or print format as required

Honorary Librarian

The Hon Librarian is the Chair of the Library Committee and 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 Research Secretary

The Hon Research Secretary is the Chair of the Activities Committee, responsible for the programme of regular monthly lectures and additional lectures that form part of the Society's programme.

Ordinary Councillors

The Ordinary Councillors of the Society:

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

See Appendix 1

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 Chairs of the Committees are:
 - Executive Committee (including House and Property)(Chaired by the President or his or her nominee)
 - Finance and Audit Committee (Chaired by the Hon. Treasurer or his or her nominee)
 - Publications Committee (Chaired by the Hon. Editor of Proceedings his or her nominee)
 - Activities Committee (Chaired by the Hon. Research Secretary or his or her nominee)
 - Membership, Fellows Medals and Awards)(Chaired by the President or his or her nominee)
 - Library and Archives Committee (Chaired by the Hon. Librarian or his or her nominee)
 - Foundation Committee (Chaired by the Foundation Chair or his or her 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.

By-laws
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 Chairman 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 1:

As detailed under The Act (1981; 2009) “Committee Members” refers to “Officers, Special Positions and Councillors” of the Royal Society of Victoria.

s. 29B

29A Duties of committee members

- (1) A member or former member of the committee of an incorporated association must not knowingly or recklessly make improper use of information acquired by virtue of his or her position in the incorporated association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person, or so as to cause a detriment to the incorporated association.

Penalty: 60 penalty units.

- (2) A member of the committee of an incorporated association must not knowingly or recklessly make improper use of his or her position in the incorporated association so as to gain, directly or indirectly, any pecuniary benefit or material advantage for himself or herself or any other person or so as to cause detriment to the incorporated association.

Penalty: 60 penalty units.

- (3) If a person is found guilty of an offence against this section, 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.
- (4) An order made under subsection (3) must be taken to be a judgment debt due by the offender to the incorporated association and payment of any amount remaining unpaid under the order may be enforced in the court by which it was made.

29B Disclosure of interest

- (1) A member of the committee of an incorporated association who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the incorporated association—
 - (a) must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the committee; and
 - (b) must disclose the nature and extent of his or her interest in the contract in the statement submitted under section 30(3) by the incorporated association to its members at the next annual general meeting of the incorporated association.

Penalty: 10 penalty units.

- (2) Subsection (1) does not apply in respect of a pecuniary interest that exists only by virtue of the fact—
 - (a) that the member of the committee is an employee of the incorporated association; or
 - (b) that the member of the committee is a member of a class of persons for whose benefit the incorporated association is established; or
 - (c) that the member of the committee has the pecuniary interest in common with all or a substantial proportion of the members of the incorporated association.

(3) If a member of the committee of an incorporated association discloses a pecuniary interest in a contract, or proposed contract, in accordance with this section, or his or her interest is not such as need be disclosed under this section—

(a) the contract is not liable to be avoided by the incorporated association on any ground arising from the fiduciary relationship between the member and the association; and

s. 29D

(b) the member is not liable to account for profits derived from the contract.

29C Voting on contract in which committee member has interest

**S. 29C
inserted by
No. 57/1997
s. 18.**

(1) A member of the committee of an incorporated association who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the incorporated association must not take part in any decision of the committee with respect to that contract but may, subject to the provisions of this Part, take part in any deliberations with respect to that contract.

Penalty: 10 penalty units.

(2) Subsection (1) does not apply in respect of a pecuniary interest—

(a) that exists only by virtue of the fact that the member of the committee is a member of a class of persons for whose benefit the incorporated association is established; or

(b) that the member of the committee has in common with all or a substantial proportion of the members of the incorporated association.

29D Return of documents belonging to the incorporated association

**S. 29
inserted by
No. 12/2009
s. 10.**

(1) This section applies if—

(a) a person, by virtue of the person's office or role in or membership of an incorporated association, has in the person's custody documents of the association; and

(b) the person ceases to hold that office or have that role or ceases to be a member of the association.

(2) Within 28 days of the person ceasing to hold that office or have that role or ceasing to be a member, the person, or the estate of the person, must return those documents to the committee of the incorporated association.

(3) If—

(a) a person, or a person's estate, has failed to comply with subsection (2); and

(b) a written request from the public officer or the statutory manager of the incorporated association for the return of the documents has been sent by registered mail to the person, or the person's estate; and

(c) the documents have not been returned within 28 days of receipt of the request—
the incorporated association may apply to the Magistrates' Court for an order directing the person, or the executor or administrator of the estate of the person, to return the documents to the incorporated association.

(4) The Magistrates' Court may make the order applied for under subsection (3).
