
Constitution of The Royal Societies of Australia

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CONSTITUTION OF THE ROYAL SOCIETIES OF AUSTRALIA

1. PRELIMINARY

1.1 Company limited by guarantee

The Society is a company limited by guarantee and the liability of members is limited as provided in this document.

1.2 Aim of the Society

The promotion and advancement of Science in society for society.

1.3 Objects of the Society

The Society must only pursue charitable objects and these are:

- (a) the development, promotion and advancement of science and technology in Australia;
- (b) the promotion of public awareness, knowledge, and understanding of science and technology;
- (c) the promotion and advancement of science and technology education, research and application;
- (d) the promotion, encouragement and recognition of excellence in science and technology; and
- (e) the publication and preservation of articles, books, journals, periodicals and other such documents relating to science and technology.

The Society will only raise and apply monies for the purpose of promoting and carrying out the Society's objects as outlined above.

1.4 Application of income and property

Subject to rules 1.5 and 11.1, the Society must apply its income solely towards promoting the objects of the Society as stated in rule 1.3. No part of the Society's income may be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members.

1.5 Certain payments allowed

Rule 1.4 does not prevent the payment of reasonable remuneration to any officer or employee of the Society or to any member of the Society or other person in return for services rendered to the Society. In addition, rule 1.4 does not prevent the Society paying to a member:

- (a) interest on money lent by the member to the Society at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
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- (b) reasonable remuneration for goods supplied by the member to the Society in the ordinary course of business; and
 - (c) reasonable rent for premises lent by the member to the Society.

1.6 Replaceable rules

The replaceable rules referred to in section 141 do not apply to the Society and are replaced by the rules set out in this document.

1.7 Definitions

The following definitions apply in this document.

Act means the *Corporations Act 2001* (Cth).

Alternate means an alternate Councillor appointed under rule 5.1.

Appointor in relation to an Alternate, means the Councillor who appointed the Alternate.

Australia includes its Territories.

Council means the Councillors acting collectively under this document.

Councillor means a person who is, for the time being, a director of the Society including, where appropriate, an Alternate.

Fellow means a person appointed as a Fellow under rule 3.1.

Honorary Secretary means, during the term of that appointment, a person appointed as a secretary of the Society in accordance with this document

member means the State based Royal Society the name of which is entered in the Register as a member of the Society.

President means the Councillor appointed as President appointed under rule 8.1.

ordinary resolution means a resolution passed at a meeting of members by a majority of the votes cast by members entitled to vote on the resolution.

Register means the register of members kept as required by sections 168 and 169..

Society means the company named at the beginning of this document whatever its name is for the time being.

special resolution has the meaning given by section 9.

Vice-President means the Councillor appointed as Vice-President appointed under rule 8.1.

1.8 Interpretation of this document

Headings and marginal notes are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this document, except where the context makes it clear that a rule is not intended to apply.

- (a) A reference to:
 - (i) legislation (including subordinate legislation) is to that legislation as amended, modified in relation to the Society, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (ii) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (iii) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person; and
 - (iv) anything (including a right, obligation or concept) includes each part of it.
- (b) A singular word includes the plural, and vice versa.
- (c) A word which suggests one gender includes the other genders.
- (d) If a word is defined, another part of speech has a corresponding meaning.
- (e) If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- (f) The word **agreement** includes an undertaking or other binding arrangement or understanding, whether or not in writing.
- (g) A power to do something includes a power, exercisable in the like circumstances, to revoke or undo it.
- (h) A reference to a power is also a reference to authority or discretion.
- (i) A reference to something being **written** or **in writing** includes that thing being represented or reproduced in any mode in a visible form.
- (j) A word (other than a word defined in rule 1.7) which is defined by the Act has the same meaning in this document where it relates to the same matters as the matters for which it is defined in the Act.
- (k) A reference to a Chapter, Part, Division, or section is a reference to a Chapter, Part, Division or section of the Act.

2. MEMBERSHIP

2.1 Membership

Subject to rules 2.3 and 2.4, the members are:

- (a) the initial members named in the application for the Society's registration; and
- (b) any other person the Council admits to membership.

2.2 Limited liability of members

If the Society is wound up each member undertakes to contribute to the assets of the Society up to an amount not exceeding \$1.00 for payment of the debts and liabilities of the Society including the costs of the winding up. This undertaking continues for one year after a person ceases to be a member.

2.3 Resigning as a member

A member may resign from the Society by giving written notice to the Council.

2.4 Expelling a member

- (a) The Council may, by resolution, expel from the Society any member:
 - (i) who does not comply with this document or any by-laws, rules or regulations of the Society; or
 - (ii) whose conduct in the opinion of the Council is prejudicial to the interests of the Society,and remove that member's name from the Register.
- (b) At least twenty one days before the Council holds a meeting to expel a member, the Council must give a written notice to the member which states:
 - (i) the allegations against the member;
 - (ii) the proposed resolution for the member's expulsion;
 - (iii) that the member has an opportunity at the meeting to address the allegations either orally or in writing; and
 - (iv) that if the member notifies the Honorary Secretary in writing at least 48 hours before the meeting, the member may elect to have the question of that member's expulsion dealt with by the Society in general meeting.
- (c) The Society must expel a member and remove the member's name from the Register where:
 - (i) a general meeting is held to expel a member; and

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- (ii) a resolution is passed at the meeting by a majority of three quarters of those present and voting for the member to be expelled. The vote must be taken by ballot.
 - (d) A member expelled from the Society does not have any claim on the Society, its funds or property.

3. FELLOWS

3.1 Appointment of Fellows

A Fellow of the Society may be appointed at the discretion of the Council according to the procedure outlined below.

3.2 Procedure for the nomination of Fellows

- (a) Notice calling for nominations of persons to become Fellows must be published each year.
- (b) Each nomination must be proposed in writing by two members from any of the State members of the Society. It is not necessary for nominees to be current members of the Society. Self nominations are not acceptable.
- (c) Nominations should be addressed in confidence to the President. Each nomination must be made in strict confidence.
- (d) The closing date for receipt of all nominations by the Society is the 31st August in any given year. If a nomination is not complete in every particular by the closing date it will be excluded.
- (e) Nominations must be in writing and must include the following information:
 - (i) The nominee's curriculum vitae and relevant bibliography, containing full information about the nominee;
 - (ii) A description of the nominee's scientific and/or technological achievements, and/or contribution to the cause of science or technology in Australia (including its administration and promotion); and
 - (iii) The specific award category for which the person is being nominated.
- (f) The specific award categories are as follows:
 - (i) Outstanding scientific or technological achievement performed in Australia.
 - (ii) Outstanding scientific or technological achievement performed by a resident of Australia;
 - (iii) Outstanding scientific or technological achievement from which Australia has derived great benefit;

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- (iv) Outstanding contribution to the advancement of science or technology;
 - (v) Outstanding contribution to the cause of science or technology including its development, administration, promotion and communication.
 - (g) Within 30 days of the closing date for nominations a meeting of the Fellowship Nomination Committee will be convened to consider the nominations.
 - (h) The Committee must consider each nomination in strict accord with its terms of reference and assessment procedures. The council must come to a resolution at that meeting, or at later meeting held on, or prior to, the date six months after the closing date for nominations. They may resolve to reject a nomination or submit a recommendation to the Council that the award of Fellow to the Society be made.
 - (i) The maximum number of Fellows appointed each year will be two. The number of recommendations for the award of Fellow shall not exceed this number in any given year.
 - (j) Any decision of the Fellowship Nomination Committee is final and shall be conveyed in confidence to the Council with supporting citations. Proposers shall then be advised in confidence.
 - (k) The President shall write to successful nominees, inviting them to accept the award. The prerequisite conditions and the Society's expectations of how the Fellows may contribute to the Society will also be included. Nominations must contain a written statement summarising scientific and technological achievements and contributions of the nominee.
 - (l) Fellowship shall be conferred on an occasion designated by the Council, or at a General meeting of the Society.
 - (m) Any person created as a Fellow of The Royal Societies of Australia shall be entitled to use the post nominals FRSA.

4. COUNCILLORS

4.1 Number of Councillors

Unless otherwise decided by ordinary resolution, the Society must have at least 3 Councillors from each member of the Society.

4.2 Councillor must not be auditor

Neither the auditor of the Society nor any partner, director or employee of the auditor is eligible to act as a Councillor.

4.3 Appointment of Councillors

By notice in writing to the Society and the other members, each member:

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- (a) must appoint (and at all times ensure the continued appointments of) 3 Councillors to the Council either for a specified period or indefinitely; and
 - (b) may at any time and from time to time, remove or replace any of its appointees.

4.4 Cessation of Councillor's appointment

A person automatically ceases to be a Councillor if:

- (a) the member which appointed the person as a Councillor ceases to be a member;
- (b) the person is not permitted by the Act (or an order made under the Act) to be a Councillor;
- (c) the person becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Society under section 206F or 206G;
- (d) the person becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (e) the person fails to attend Council meetings (either personally or by an Alternate) for a continuous period of 12 months without leave of absence from the Council;
- (f) the person resigns by notice in writing to the Society;
- (g) the person is removed from office under rule 4.5; or
- (h) the person ceases to be eligible to act as a Councillor under rule 4.2.

4.5 Removal from office

Whether or not a Councillor's appointment was expressed to be for a specified period, the Society by ordinary resolution may remove a Councillor from office.

The power to remove a Councillor under this rule is in addition to section 203D.

4.6 Too few Councillors

If the number of Councillors is reduced below the minimum required by rule 4.1, the continuing Councillors may act as the Council only:

- (a) to convene a meeting of members; and
- (b) in emergencies.

5. ALTERNATE COUNCILLORS

5.1 Appointment of Alternates

Subject to rule 4.2, a Councillor (other than an Alternate) may appoint a person who is approved by the Council (without the vote of the Appointor) to act as Alternate for a

specified period or each time the Appointor is unable to attend a Council meeting or act as a Councillor.

5.2 Notice of Council meetings

If the Appointor requests the Society to give the Alternate notice of Council meetings, the Society must do so. Unless the Appointor has requested it, the Society need not give notice of Council meetings to an Alternate.

5.3 Obligations and entitlements of Alternates

An Alternate:

- (a) may attend and vote in place of the Appointor at a Council meeting at which the Appointor is not present;
- (b) if also a Councillor, has a separate right to vote as Alternate;
- (c) if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor;
- (d) when acting as Alternate, is an officer of the Society and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Councillor; and
- (e) with the approval of the Council, is entitled to reasonable travelling, accommodation and other expenses incurred in attending meetings of the Council or of the Society or while otherwise engaged on the business of the Society on the same basis as other Councillors but is not entitled to any other remuneration from the Society.

5.4 Termination of appointment

The Appointor may at any time revoke the appointment of a person as an Alternate whether or not that appointment is for a specified period. Any appointment of an Alternate immediately ceases if:

- (a) the Appointor ceases to be a Councillor; or
- (b) an event occurs which would cause the Alternate to cease to be a Councillor under rule 4.4 if the Alternate were a Councillor.

5.5 Appointments and revocations in writing

The Appointor must appoint, and revoke the appointment of, any Alternate in writing. The appointment or revocation is not effective until a copy is provided to the Society.

6. POWERS OF THE COUNCIL

6.1 Powers generally

Except as otherwise required by the Act, any other applicable law or this document, the Council:

- (a) has power to manage the business of the Society; and
- (b) may exercise every right, power or capacity of the Society to the exclusion of the Society in general meeting and the members.

6.2 Exercise of powers

A power of the Council can be exercised only:

- (a) by resolution passed at a meeting of the Council or otherwise in accordance with rule 13; or
- (b) in accordance with a delegation of the power under rule 8 or 9.

7. EXECUTING NEGOTIABLE INSTRUMENTS

The Council must decide the manner (including the use of facsimile signatures if thought appropriate) in which negotiable instruments can be executed, accepted or endorsed for and on behalf of the Society. The Society may execute, accept, or endorse negotiable instruments only in the manner decided by the Council.

8. OFFICEHOLDERS

8.1 Appointment and power of Officeholders

The Council may appoint Councillors to hold the following offices either for a specified term (but not for life) or without specifying a term:

- (a) President;
- (b) Vice President;
- (c) Honorary Treasurer;
- (d) Honorary Secretary;
- (e) Honorary Librarian;
- (f) Honorary Research Secretary;
- (g) Honorary Editor; and
- (h) such other office as the Council may determine from time to time.

Subject to this document, each officeholder has all the duties, and can exercise all the powers and rights, of a Councillor.

The Council may delegate any of the powers of the Council to an officeholder:

- (a) on the terms and subject to any restrictions the Council decides; and
- (b) so as to be concurrent with, or to the exclusion of, the powers of the Council,

and may revoke the delegation at any time.

This rule does not limit rule 9.

8.2 Retirement and removal of Officeholders

Each officeholder is subject to the same rules regarding resignation, removal and retirement from office as the other Councillors.

8.3 Termination of appointment of Officeholders

The appointment of an officeholder terminates if:

- (a) the officeholder ceases for any reason to be a Councillor; or
- (b) the Council removes the officeholder from their office (which, without affecting the rights of the officeholder under any contract between the Society and the officeholder, the Council has power to do at any time),

whether or not the appointment was expressed to be for a specified term.

9. DELEGATION OF COUNCIL POWERS

9.1 Power to delegate

The Council may delegate any of its powers as permitted by section 198D.

9.2 Power to revoke delegation

The Council may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period.

9.3 Terms of delegation

A delegation of powers under rule 9.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including power to further delegate) and subject to any restrictions the Council decides.

A document of delegation may contain the provisions for the protection and convenience of those who deal with the delegate that the Council thinks appropriate.

9.4 Proceedings of committees

Subject to the terms on which a power of the Council is delegated to a committee, the meetings and proceedings of committees are, to the greatest extent practical, governed by the rules of this document which regulate the meetings and proceedings of the Council.

10. COUNCILLORS' DUTIES AND INTERESTS

10.1 Compliance with duties under the Act

Each Councillor must comply with sections 180 to 183.

10.2 Councillor can hold other offices etc

A Councillor may:

- (a) hold any office or place of profit or employment other than that of the Society's auditor or any director or employee of the auditor;
- (b) be a member of any corporation (including the Society) or partnership other than the Society's auditor; or
- (c) be a creditor of any corporation (including the Society) or partnership; or
- (d) enter into any agreement with the Society.

10.3 Disclosure of interests

Each Councillor must comply with section 191.

10.4 Councillor interested in a matter

Each Councillor must comply with section 195 in relation to being present, and voting, at a Council meeting that considers a matter in which the Councillor has a material personal interest. Subject to section 195:

- (a) a Councillor may be counted in a quorum at a Council meeting that considers, and may vote on, any matter in which that Councillor has an interest;
- (b) the Society may proceed with any transaction that relates to the interest and the Councillor may participate in the execution of any relevant document by or on behalf of the Society;
- (c) the Councillor may retain benefits under the transaction even though the Councillor has the interest; and
- (d) the Society cannot avoid the transaction merely because of the existence of the interest.

If the interest is required to be disclosed under section 191, paragraph (c) applies only if it is disclosed before the transaction is entered into.

10.5 Agreements with third parties

The Society cannot avoid an agreement with a third party merely because a Councillor:

- (a) fails to make a disclosure of an interest; or
- (b) is present at, or counted in the quorum for, a Council meeting that considers or votes on that agreement.

10.6 Obligation of secrecy

Every Councillor and the Honorary Secretary must keep the transactions and affairs of the Society and the state of its financial reports confidential unless required to disclose them:

- (a) in the course of duties as an officer of the Society;
- (b) by the Council or the Society in general meeting; or
- (c) by law.

The Society may require a Councillor, the Honorary Secretary, auditor, trustee, committee member or other person engaged by it to sign a confidentiality undertaking consistent with this rule. A Councillor or the Honorary Secretary must do so if required by the Society.

11. COUNCILLORS' REMUNERATION

11.1 Restrictions on payments to Councillors

Subject to rule 11.2 and rule 12, the Society must not pay fees or other remuneration to a Councillor.

11.2 Payments to Councillors with Council approval

With the approval of the Council, the Society may pay to a Councillor:

- (a) reasonable expenses (including travelling and accommodation) incurred in carrying out duties as a Councillor;
- (b) reasonable remuneration for any service rendered by the Councillor to the Society;
- (c) reasonable remuneration where the Councillor is an employee of the Society and the terms of employment have been approved by the Council;
- (d) interest on money lent by the Councillor to the Society at a rate not exceeding the rate charged by Australian banks for overdrawn accounts;
- (e) reasonable remuneration for goods supplied by the Councillor to the Society in the ordinary course of business; and
- (f) reasonable rent for premises leased by the Councillor to the Society.

12. OFFICERS' INDEMNITY AND INSURANCE

12.1 Indemnity

Subject to and so far as permitted by Act, the *Trade Practices Act 1974* (Cth) and any other applicable law:

- (a) the Society must, to the extent the person is not otherwise indemnified, indemnify every officer of the Society and its wholly owned subsidiaries and may indemnify its auditor against a Liability incurred as such an officer or auditor to a person (other than the Society or a related body corporate) including a Liability incurred as a result of appointment or nomination by the Society or subsidiary as a trustee or as an officer of another corporation, unless the Liability arises out of conduct involving a lack of good faith; and
- (b) the Society may make a payment (whether by way of advance, loan or otherwise) in respect of legal costs incurred by an officer or employee or auditor in defending an action for a Liability incurred as such an officer, employee or auditor or in resisting or responding to actions taken by a government agency or a liquidator.

In this rule, **Liability** means a liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages and expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.

12.2 Insurance

Subject to the Act and any other applicable law, the Society may enter into, and pay premiums on, a contract of insurance in respect of any person.

12.3 Former officers

The indemnity in favour of officers under rule 12.1 is a continuing indemnity. It applies in respect of all acts done by a person while an officer of the Society or one of its wholly owned subsidiaries even though the person is not an officer at the time the claim is made.

12.4 Deeds

Subject to the Act, the *Trade Practices Act 1974* (Cth) and any other applicable law, the Society may, without limiting a person's rights under this rule 12, enter into an agreement with a person who is or has been an officer of the Society or any of the Society's subsidiaries, to give effect to the rights of the person under this rule 12 on any terms and conditions that the Council thinks fit.

13. COUNCIL MEETINGS

13.1 Convening Council meetings

A Councillor may at any time, and a the Honorary Secretary must on request from a Councillor, convene a Council meeting.

13.2 Notice of Council meeting

The convenor of each Council meeting:

- (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:
 - (i) each Councillor who is in Australia; and
 - (ii) each Alternate in respect of whom the Appointor has given notice under rule 5.2 requiring notice of Council meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and
- (b) may give that notice orally (including by telephone) or in writing,

but failure to give notice to, or non-receipt of notice by, a Councillor does not result in a Council meeting being invalid.

13.3 Use of technology

A Council meeting may be held using any means of audio or audio-visual communication by which each Councillor participating can hear and be heard by each other Councillor participating or in any other way permitted by section 248D. A Council meeting held solely or partly by technology is treated as held at the place at which the greatest number of the Councillors present at the meeting is located or, if an equal number of Councillors is located in each of two or more places, at the place where the chairman of the meeting is located.

13.4 Chairing Council meetings

The President will chair Council meetings, and in the President's absence, the Vice-President will chair Council meetings. If the President or Vice-President is not present within fifteen minutes after the time for which a Council meeting is called, the Councillors present must elect a Councillor present to chair the meeting.

13.5 Quorum

Unless the Council decides otherwise, the quorum for a Council meeting is half the number of Councillors plus one, or, in the case of an odd number of Councillors, is half the number of Councillors rounded up to the next whole number (with at least one Councillor appointed by each member). A quorum must be present for the whole meeting. An Alternate who is also a Councillor or a person who is an Alternate for more than one Appointor may only be counted once toward a quorum. A Councillor is treated as present at a meeting held by audio or audio-visual communication if the Councillor is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Council must resolve the basis on which Councillors are treated as present.

13.6 **Majority decisions**

A resolution of the Council must be passed by a majority of the votes cast by Councillors entitled to vote on the resolution. The chairman of a Council meeting does not have a casting vote. If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

13.7 **Procedural rules**

The Council may adjourn and, subject to this document, otherwise regulate its meetings as it decides.

13.8 **Written resolution**

If all the Councillors entitled to receive notice of a Council meeting and to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a Council resolution in those terms is passed at the time when the last Councillor signs.

13.9 **Additional provisions concerning written resolutions**

For the purpose of rule 13.8:

- (a) two or more separate documents in identical terms, each of which is signed by one or more Councillors, are treated as one document;
- (b) signature of a document by an Alternate is not required if the Appointor of that Alternate has signed the document;
- (c) signature of a document by the Appointor of an Alternate is not required if that Alternate has signed the document in that capacity; and
- (d) a telex, telegram, facsimile or electronic message containing the text of the document expressed to have been signed by a Councillor that is sent to the Society is a document signed by that Councillor at the time of its receipt by the Society.

13.10 **Valid proceedings**

Each resolution passed or thing done by, or with the participation of, a person acting as a Councillor or member of a committee is valid even if it is later discovered that:

- (a) there was a defect in the appointment of the person; or
- (b) the person was disqualified from continuing in office, voting on the resolution or doing the thing.

14. MEETINGS OF MEMBERS

14.1 Annual general meeting

The Society must hold an annual general meeting as required by section 250N.

14.2 Calling meetings of members

A meeting of members:

- (a) may be convened at any time by the Council or a Councillor; and
- (b) must be convened by the Council when required by section 249D or 250N or by order made under section 249G.

14.3 Notice of meeting

Subject to rule 14.4, at least twenty one days' written notice of a meeting of members must be given individually to:

- (a) each member (whether or not the member is entitled to vote at the meeting);
- (b) each Councillor (other than an Alternate); and
- (c) to the auditor.

Subject to any regulation made under section 249LA, the notice of meeting must comply with section 249L and may be given in any manner permitted by section 249J(3).

14.4 Short notice

Subject to sections 249H(3) and (4):

- (a) if the Society has elected to convene a meeting of members as the annual general meeting, if all the members entitled to attend and vote agree; or
- (b) otherwise, if members who together have power to cast at least 95% of the votes that may be cast at the meeting agree,

a resolution may be proposed and passed at a meeting of which less than 21 days' notice has been given.

14.5 Postponement or cancellation

Subject to sections 249D(5) and 250N, the Council may:

- (a) postpone a meeting of members;
- (b) cancel a meeting of members; or
- (c) change the place for a general meeting,

by written notice given individually to each person entitled to be given notice of the meeting.

14.6 Fresh notice

If a meeting of members is postponed or adjourned for one month or more, the Society must give new notice of the resumed meeting.

14.7 Technology

The Society may hold a meeting of members at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

14.8 Accidental omission

The accidental omission to give notice to, or the non-receipt of notice by, any of those entitled to it does not invalidate any resolution passed at a meeting of members.

15. PROCEEDINGS AT MEETINGS OF MEMBERS

15.1 Member present at meeting

If a member has appointed a proxy or attorney or (in the case of a member which is a body corporate) a representative to act at a meeting of members, that member is taken to be present at a meeting at which the proxy, attorney or representative is present.

15.2 Quorum

The quorum for a meeting of members is half the number of members plus one, or, in the case of an odd number of members it is half the number of members rounded up to the nearest whole number of members. Each individual present may only be counted once toward a quorum. If a member has appointed more than one proxy or representative only one of them may be counted towards a quorum.

15.3 Quorum not present

If a quorum is not present within fifteen minutes after the time for which a meeting of members is called:

- (a) if called as a result of a request of members under section 249D, the meeting is dissolved; and
- (b) in any other case:
 - (i) the meeting is adjourned to the day, time and place that the Council decides and notifies to members, or if no decision is notified before then, to the same time on the same day in the next week at the same place; and
 - (ii) if a quorum is not present at the adjourned meeting, the meeting is dissolved.

15.4 Chairing meetings of members

The President (and in the President's absence, the Vice-President) will chair meetings of members. If the President or Vice-President is not present at the time for which a meeting of members is called or is not willing to chair the meeting, the members present must elect a member or Councillor present to chair the meeting.

15.5 Attendance at general meetings

- (a) Every member has the right to attend all meetings of members.
- (b) Every Councillor has the right to attend and speak at all meetings of members.
- (c) The auditor has the right to attend any meeting of members and to speak on any part of the business of the meeting which concerns the auditor in the capacity of auditor.

15.6 Adjournment

Subject to rule 14.6, the chairman of a meeting of members at which a quorum is present:

- (a) may; and
- (b) must, if directed by ordinary resolution of the meeting,

adjourn it to another time and place.

15.7 Business at adjourned meetings

The only business that may be transacted at a meeting resumed after an adjournment is the business left unfinished immediately before the adjournment.

16. PROXIES, ATTORNEYS AND REPRESENTATIVES

16.1 Appointment of proxies

A member may appoint a proxy to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Society:

- (a) that complies with section 250A(1); or
- (b) in any other form and mode that is, and is signed or otherwise authenticated by the member in a manner, satisfactory to the Council.

16.2 Member's attorney

A member may appoint an attorney to act, or to appoint a proxy to act, at a meeting of members. If the appointor is an individual, the power of attorney must be signed in the presence of at least one witness.

16.3 Deposit of proxy appointment forms, powers of attorney and proxy appointment authorities

An appointment of a proxy or an attorney is not effective for a particular meeting of members unless:

- (a) in the case of a proxy, the proxy appointment form and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
- (b) in the case of an attorney, the power of attorney or a certified copy of it,

are received by the Society at its registered office or a fax number at that office (or another address specified for the purpose in the relevant notice of meeting) at least 48 hours before the time for which the meeting was called or, if the meeting has been adjourned, before the meeting is resumed.

16.4 Corporate representatives

A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D.

16.5 Standing appointments

A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or representative may, but need not, be a member.

16.6 Suspension of proxy or attorney's powers if member present

A proxy or attorney has no power to act for a member at a meeting at which the member is present:

- (a) in the case of an individual, in person; or
- (b) in the case of a body corporate, by representative.

A proxy has no power to act for a member at a meeting at which the member is present by attorney.

16.7 Priority of conflicting appointments of attorney or representative

If more than 1 attorney or representative appointed by a member is present at a meeting of members and the Society has not received notice of revocation of any of the appointments:

- (a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and
- (b) subject to rule 16.7(a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.

16.8 More than one current proxy appointment

An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Society receives a further appointment of proxy from that member which would result in there being more than 1 proxy of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.

16.9 Continuing authority

An act done at a meeting of members by a proxy, attorney or representative is valid even if, before the act is done, the appointing member:

- (a) dies or becomes mentally incapacitated;
- (b) becomes bankrupt or an insolvent under administration or is wound up; or
- (c) revokes the appointment or revokes the authority under which the appointment was made by a third party,

unless the Society has received written notice of the matter before the start or resumption of the meeting at which the vote is cast.

17. ENTITLEMENT TO VOTE

17.1 Number of votes

Subject to section 250A(4):

- (a) each member has one vote on a show of hands or a poll; and
- (b) a member who is present and entitled to vote and is also a proxy, attorney or representative of another member has one vote on a show of hands.

17.2 Casting vote of chairman

The chairman of a meeting of members does not have a casting vote. If an equal number of votes are cast for and against a resolution, the matter is decided in the negative.

17.3 Voting restrictions

If:

- (a) the Act requires that some members are not to vote on a resolution, or that votes cast by some members be disregarded, in order for the resolution to have an intended effect; and
- (b) the notice of the meeting at which the resolution is proposed states that fact,

those members have no right to vote on that resolution and the Society must not count any votes purported to be cast by those members. If a proxy purports to vote in a way or in

circumstances that contravene section 250A(4), on a show of hands the vote is invalid and the Society must not count it and on a poll rule 18.3(c) applies.

17.4 Decision on right to vote

A member or Councillor may challenge a person's right to vote at a meeting of members. A challenge may only be made at the meeting. A challenge, or any other doubt as to the validity of a vote, must be decided by the chairman, whose decision is final.

18. HOW VOTING IS CARRIED OUT

18.1 Method of voting

A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 18.2 either before or on declaration of the result of the vote on a show of hands. Unless a poll is demanded, the chairman's declaration of a decision on a show of hands is final.

18.2 Demand for a poll

A poll may be demanded on any resolution (except a resolution concerning the election of the chairman of a meeting) by:

- (a) at least four members entitled to vote on the resolution; or
- (b) the chairman.

The demand for a poll does not affect the continuation of the meeting for the transaction of other business and may be withdrawn.

18.3 When and how polls must be taken

If a poll is demanded:

- (a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 18.3(c), in the manner that the chairman of the meeting directs;
- (b) in all other cases, the poll must be taken at the time and place and, subject to rule 18.3(c), in the manner that the chairman of the meeting directs;
- (c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;
- (d) a person voting who has the right to cast two or more votes need not cast all those votes and may cast those votes in different ways; and
- (e) the result of the poll is the resolution of the meeting at which the poll was demanded.

19. HONORARY SECRETARY

19.1 Appointment of Honorary Secretary

The Council:

- (a) must appoint at least one individual; and
- (b) may appoint more than one individual,

to be the Honorary Secretary either for a specified term or without specifying a term. The Honorary Secretary may be a Councillor and may be known as the Honorary Secretary while in office.

19.2 Terms and conditions of office

The Honorary Secretary holds office on the terms (including as to remuneration) that the Council decides. The Council may vary any decision previously made by it in respect of the Honorary Secretary.

19.3 Cessation of Honorary Secretary's appointment

The person automatically ceases to be the Honorary Secretary if the person:

- (a) is not permitted by Act (or an order made under the Act) to be a secretary of a Society;
- (b) becomes disqualified from managing corporations under Part 2D.6 and is not given permission or leave to manage the Society under section 206F or 206G;
- (c) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;
- (d) resigns by notice in writing to the Society; or
- (e) is removed from office under rule 19.4.

19.4 Removal from office

The Council may remove the Honorary Secretary from that office whether or not the appointment was expressed to be for a specified term.

20. MINUTES

20.1 Minutes must be kept

The Council must cause minutes of:

- (a) proceedings and resolutions of meetings of the Society's members;
- (b) the names of Councillors present at each Council meeting or committee meeting;

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- (c) proceedings and resolutions of Council meetings (including meetings of a committee to which Council powers are delegated under rule 9);
 - (d) resolutions passed by Councillors without a meeting; and
 - (e) disclosures and notices of Councillors' interests,

to be kept in accordance with sections 191, 192 and 251A.

20.2 Minutes as evidence

A minute recorded and signed in accordance with section 251A is evidence of the proceeding, resolution or declaration to which it relates unless the contrary is proved.

20.3 Inspection of minute books

The Society must allow members to inspect, and provide copies of, the minute books for the meetings of members in accordance with section 251B.

21. SOCIETY SEALS

21.1 Common seal

The Council:

- (a) may decide whether or not the Society has a common seal; and
- (b) is responsible for the safe custody of that seal (if any) and any duplicate seal it decides to adopt under section 123(2).

21.2 Use of seals

The common seal and duplicate seal (if any) may only be used with the authority of the Council. The Council must not authorise the use of a seal that does not comply with section 123.

21.3 Fixing seals to documents

The fixing of the common seal, or any duplicate seal, to a document must be witnessed:

- (a) by two Councillors;
- (b) by one Councillor and the Honorary Secretary; or
- (c) by any other signatories or in any other way (including the use of facsimile signatures) authorised by the Council.

22. FINANCIAL REPORTS AND AUDIT

22.1 Society must keep financial records

The Council must cause the Society to keep written financial records that:

- (a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and
- (b) would enable true and fair financial statements to be prepared and audited,

and must allow a Councillor and the auditor to inspect those records at all reasonable times.

22.2 Financial reporting

The Council must cause the Society to prepare a financial report and a directors' report that comply with Part 2M.3 and must report to members in accordance with section 314 no later than the deadline set by section 315.

22.3 Audit

The Council must cause the Society's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by Division 3 of Part 2M.3, Divisions 1 to 6 of Part 2M.4 and sections 1280, 1289, 1299B and 1299C.

22.4 Conclusive reports

Audited financial reports laid before the Society in general meetings are conclusive except as regards errors notified to the Society within three months after the relevant general meeting. If the Society receives notice of an error within that period, it must immediately correct the report and the report as corrected is then conclusive.

22.5 Inspection of financial records and books

Subject to rule 20.3 and section 247A, a member who is not a Councillor does not have any right to inspect any document of the Society except as authorised by the Council or by ordinary resolution.

23. REGISTER OF MEMBERS

The Society must set up and maintain a register of members.

In accordance with section 169, the Register must contain the following information:

- (a) the name and address of each member;
- (b) the date on which the entry of the member's name in the Register is made;
- (c) the name and details of each person who stopped being a member within the last seven years;

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- (d) the date on which the person stopped being a member; and
 - (e) an index of members' names if the Society has more than fifty members and the Register itself is not kept in a form that operates effectively as an index.

24. WINDING UP

If the Society is wound up any surplus property must not be paid to members but must be paid or transferred to another corporation which complies with section 150(1).

25. NOTICES

25.1 Notices by Society

A notice is properly given by the Society to a person if it is:

- (a) in writing signed on behalf of the Society (by original or printed signature);
- (b) addressed to the person to whom it is to be given; and
- (c) either:
 - (i) delivered personally;
 - (ii) sent by prepaid mail (by airmail, if the addressee is overseas) to that person's address;
 - (iii) sent by fax to the fax number (if any) nominated by that person; or
 - (iv) sent by electronic message to the electronic address (if any) nominated by that person.

25.2 When notice is given

A notice to a person by the Society is regarded as given and received:

- (a) if it is delivered personally:
 - (i) by 5:00 pm (local time in the place of receipt) on a business day - on that day; or
 - (ii) after 5:00 pm (local time in the place of receipt) on a business day, or on a day that is not a business day - on the next business day;
- (b) if it is sent by fax or electronic message:
 - (i) by 5:00 pm (local time in the place from which it is sent or given) on a business day - on that day; or
 - (ii) after 5:00 pm (local time in the place from which it is sent or given) on a business day, or on a day that is not a business day - on the next business day; and

(c) if it is sent by mail:

- (i) within Australia - one business day after posting; or
- (ii) to a place outside Australia - three business days after posting.

A certificate in writing signed by a Councillor or the Honorary Secretary stating that a notice was sent is conclusive evidence of service.

25.3 Business days

For the purposes of rule 25.2, a business day is a day that is not a Saturday, Sunday or public holiday in the place to which the notice is sent.

25.4 Counting days

If a specified period must pass after a notice is given before an action may be taken, neither the day on which the notice is given nor the day on which the action is to be taken may be counted in reckoning the period.

25.5 Notices to "lost" members

If:

- (a) on two or more consecutive occasions a notice served on a member in accordance with this rule is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
- (b) the Council believes on other reasonable grounds that a member is not at the address shown in the Register or notified to the Society under rule 25.1,

the Society may give effective notice to that member by exhibiting the notice at the Society's registered office for at least forty eight hours.

This rule ceases to apply if the member gives the Society notice of a new address.
