



Act of Incorporation, Rules and By-Laws  
of the  
**Royal Society of New South Wales**

The Royal Society of New South Wales originated in 1821 as the “Philosophical Society of Australasia”. After an interval of informal activity, it was revived in 1850 as the “Australian Philosophical Society” and was known by this name until 1856, when its name was changed to the “Philosophical Society of New South Wales”. In 1866, by sanction of Her Most Gracious Majesty Queen Victoria, it assumed its present name. The Society was incorporated by an Act of the Parliament of New South Wales in 1881.

## AMENDMENTS

MEETING PASSED	LOCATION	DETAILS OF CHANGE
OGM 1137 held on 31 August 2005	Throughout the document.	This version contains all changes approved since the publication of the Rules and By-Laws in 1968. This version incorporates changes notified to members in Bulletin 289 November 2005.
AGM 4 April 2007	Amend Rule 8, 9, 10. Add Rule 28.	Numbering, removal of gender, amend number of vice presidents from 5 to 3. Change composition of executive, change number of years council members can serve. Add dissolution rule.
OGM 1166 held on 5 November 2008	Rule 10.	Amended to allow President to serve for four consecutive years.
Council Meeting of 29 October 2008	Add Bylaw 17.	Addition of Fellows of Royal Society of NSW.
Council Meeting of 29 July 2009	Bylaw 17.	Altered 17.2 (c) to replace the word “two” with “if necessary”.
Special meeting held on 18 December 2014	Throughout the document.	General changes to make the Rules and By-laws consistent with corporations law and modern practice as circulated to members in the notice of meeting and explanatory memorandum dated 4 December 2013. Replacement of “Fellow” category with “Distinguished Fellow”. Introduction of new “Fellow” membership category. Replacement “Honorary Member” category with “Honorary Fellow”.
AGM 3 April 2014	Rule 13 By-Law 1(j)	Removal of unnecessary “of the” in first line. Removal of repeated “must have” in third last line.
AGM 1 April 2015	Rule 10  Rule 11  Add By-Law 7  Rules 26 & 30 By-Laws 7 & 18	Add Council members to Executive Committee.  Maximum Council term changed from five years to ten years (except by Special Resolution).  Terms and succession for President and Vice-Presidents.  Change postal ballot to include electronic mail.
OGM 6 July 2016	By-Law 1 (a) to (j)  By-Law 1(k) [old By-Law (j)]	Minor changes to By-Law 1 regarding the election process.  “resolution of body of Fellows changed” to “resolution of Council upon recommendation the Fellows Committee”.  Corrected minor typographical errors throughout.
OGM 5 October 2016	By-law 1(h)	Minor changes to By-Law 1 regarding the use of post-nominal ‘MRSN’.

		<p>“Upon payment of an annual fee determined from time-to-time by resolution of Council, Members with qualifications approved by Council shall be entitled to use the post-nominal ‘MRSN’” to</p> <p>“Members with qualifications approved by Council shall be entitled to use the post-nominal ‘MRSN’”.</p>
AGM 5 April 2017	Amend Rule 9 – inserted as 9(e)	Create the position of Honorary Webmaster to Council
OGM 4 October 2017	By-law 1 (b, c, d)	Update of By-Law 1 in order to reflect the current procedure.
OGM 6 June 2018	By-law 6 (a, d, e) and 8 (a, b, c)	Update of By-laws to reflect the procedures at the Council election at AGM 4 April 2018
OGM 8 August 2018	<p>Amend Rule 2, 5(a), 7 (d), 11(a), 14 (a,c), 16, 19 (c)</p> <p>By-Laws 1 (k), 5 (f), 17(a,b,c)</p>	Update Rules and By-laws to reflect the procedures
OGM 6 February 2019	Amend By-law 1a and add By-law 5	Update By-laws to reflect Eligibility, termination and revocation

I certify that this is a true copy of the Rules and By-Laws of the Royal Society of New South Wales adopted by the Members of the Society at the Ordinary General Meeting held on 8 August 2018, held at The State Library of NSW, Sydney.

Signed:

*Herma Buttner*  
Herma Buttner  
Honorary Secretary

Dated: 17 March 2019

# Royal Society of New South Wales Incorporation Act

As at 19 November 2003 – Act RSN of 16 December 1881

**Preamble**

Preamble WHEREAS a Society called (with the sanction of Her Most Gracious Majesty the Queen) “The Royal Society of New South Wales” has under certain rules and by-laws been formed at Sydney in the Colony of New South Wales for the encouragement of studies and investigations in Science Art Literature and Philosophy And whereas the Council of the said Society is at the present time composed of the following office-bearers and members His Excellency the Right Honorable Lord Augustus Loftus P.C. G.C.B. Honorary President The Honorable John Smith C.M.G. M.D. LL.D. President and Charles Moore Esquire F.L.S. Director of the Botanic Gardens Sydney and Henry Chamberlaine Russell Esquire B.A. (Sydney) F.R.A.S. F.M.S. London Government Astronomer for New South Wales Vice-Presidents and H. G. A. Wright Esquire M.R.C.S. Honorary Treasurer Archibald Liversidge Esquire Associate of the Royal School of Mines London Fellow of the Institute of Chemistry of Great Britain and Ireland and Professor of Geology and Mineralogy in the University of Sydney and Carl Adolph Leibius Esquire Doctor of Philosophy of the University of Heidelberg Fellow of the Institute of Chemistry of Great Britain and Ireland Honorary Secretaries W. A. Dixon Fellow of the Institute of Chemistry of Great Britain and Ireland G. D. Hirst Esquire Robert Hunt Esquire Associate of the Royal School of Mines London Deputy Master Sydney Branch Royal Mint Eliezer L. Montefiore Esquire Christopher Rolleston Esquire C.M.G. Charles Smith Wilkinson Esquire Government Geologist Members of the Council And whereas it is expedient that the said Society should be incorporated and should be invested with the powers and authorities hereinafter contained.

Be it therefore enacted by the Queen’s Most Excellent Majesty by and with the advice and consent of the Legislative Council and Legislative Assembly of New South Wales in Parliament assembled and by the authority of the same as follows:

Long title An Act to incorporate a Society called “The Royal Society of New South Wales”.

**1 Definitions**

Definitions For the purposes of this Act the following words in inverted commas shall unless the context otherwise indicate bear the meaning set against them respectively:

“Corporation” the Society hereby incorporated.

“Council” the Members of the Council at any duly convened meeting thereof at which a quorum according to the by-laws at the time being shall be present.

“Secretary” such person or either one of such persons who shall for the time being be the Secretary or Secretaries honorary or otherwise of the said Society (saving and excepting any Assistant Secretary of the said Society).

Incorporation  
clause

## **2 Incorporation clause**

The Honorary President the President Vice-President Officers and Members of the said Society for the time being and all persons who shall in manner provided by the rules and by-laws for the time being of the said Society become members thereof shall be for the purposes hereinafter mentioned a body corporate by the name or style of “The Royal Society of New South Wales” and by that name shall and may have perpetual succession and a common seal and shall and may enter into contracts and sue and be sued plead and be impleaded answer and be answered unto defend and be defended in all Courts and places whatsoever and may prefer lay and prosecute any indictment information and prosecution against any person whomsoever and any summons or other writ and any notice or other proceeding which it may be requisite to serve upon the Corporation may be served upon the Secretary or one of the Secretaries as the case may be or if there be no Secretary or if the Secretaries or Secretary be absent from the Colony then upon the President or either of the Vice-Presidents.

Rules and by-  
laws

## **3 Rules and by-laws**

The present rules and by-laws of the said Society shall be deemed and considered to be and shall be the rules and by-laws of the said Corporation save and except in so far as any of them are or shall or may be altered varied or repealed under the powers for that purpose therein contained or are or may be inconsistent or incompatible with or repugnant to any of the provisions of this Act or any of the laws now or hereafter to be in force in the said Colony.

Power to  
acquire and  
hold and to sell  
lands &c

## **4 Power to acquire and hold and to sell lands &c**

The Corporation shall have power to purchase acquire and hold lands and any interest therein and also to sell and dispose of the said lands or any interest therein and all lands tenements hereditaments and other property of whatever nature now belonging to the said Society under the said rules and by-laws or vested in Trustees for them shall on the passing of this Act be vested in and become the property of the said Corporation subject to all charges claims and demands in anywise affecting the same.

Ordinary  
business to be  
managed by the  
Council

## **5 Ordinary business to be managed by the Council**

The ordinary business of the Corporation in reference to its property shall be managed by the Council and it shall not be lawful for individual members to interfere in any way in the management of the affairs of the Corporation except as by the rules and by-laws for the time being shall be specially provided.

Powers of  
Council

## **6 Powers of Council**

The Council shall have the general management and superintendence of the affairs of the Corporation and excepting the appointment of President and

Vice-Presidents and other honorary officers who shall be appointed as the by-laws of the Society shall from time-to-time provide the Council shall have the appointment of all officers and servants required for carrying out the purposes of the Society and of preserving its property and it may also define the duties and fix the salaries of all officers Provided that if a vacancy shall occur in the Council during any current year of the Society's proceedings it shall be lawful for the Council to elect a member of the Society to fill such vacancy for the unexpired portion of the then current year. The Council may also purchase or rent land houses or offices and erect buildings or other structures for any of the purposes for which the Society is hereby incorporated and may borrow money for the purposes of the Corporation on mortgages of the real and chattel property of the Corporation or any part thereof or may borrow money without security provided that the amount so borrowed without security shall never exceed in the aggregate the amount of the income of the Corporation for the last preceding year and the Council may also settle and agree to the covenants powers and authorities to be contained in the securities aforesaid.

Liability of members

#### **7 Liability of members**

In the event of the funds and property of the Corporation being insufficient to meet its engagements each member thereof shall in addition to his subscription for the then current year be liable to contribute a sum equal thereto towards the payment of such engagements but shall not be otherwise individually liable for the same and no member who shall have commuted his annual subscription shall be so liable for any amount beyond that of one year's subscription.

Custody of common seal

#### **8 Custody of common seal**

The Council shall have the custody of the common seal of the Corporation and have power to use the same in the affairs and business of the Corporation and for the execution of any of the securities aforesaid and may under such seal authorize any person without such seal to execute any deed or deeds and do such other matter as may be required to be done on behalf of the Corporation but it shall not be necessary to use the said seal in respect of the ordinary business of the Corporation nor for the appointment of their Secretaries Solicitor or other officers.

Certified copy of rules and by-laws to be evidence

#### **9 Certified copy of rules and by-laws to be evidence**

The production of a printed or written copy of the rules and by-laws of the Corporation certified in writing by the Secretary or one of the Secretaries as the case may be to be a true copy and having the common seal of the Corporation affixed thereto shall be conclusive evidence in all Courts of such rules and by-laws and of the same having been made under the authority of this Act.

Elections not made in due time may be made subsequently

#### **10 Elections not made in due time may be made subsequently**

In case any of the elections directed by the rules and by-laws for the time being of the Corporation to be made shall not be made at the times required it shall nevertheless be competent to the Council or to the

members as the case may be to make such elections respectively at any ordinary meeting of the Council or at any annual or special general meeting held subsequently.

Secretary may  
represent  
Corporation for  
certain purposes

**11 Secretary may represent Corporation for certain purposes**

The Secretary or either one of the Secretaries may represent the Corporation in all legal and equitable proceedings and may for and on behalf of the Corporation make such affidavits and do such acts and sign such documents as are or may be required to be done by the plaintiff or complainant or defendant respectively in any proceedings to which the Corporation may be parties.

# Rules of the Royal Society of New South Wales

Aims of the  
Society

## 1. The Aims of the Society

The aims of the Society shall be to encourage studies and investigations in Science, Art, Literature and Philosophy, to promote and further the development of Science and its relationship with Art, Literature and Philosophy and their allied disciplines and applications, to facilitate the exchange of information and ideas amongst the Members and Fellows of the Society and others on these and kindred topics and to disseminate knowledge to the people of New South Wales and beyond and for that purpose the Society may:

- (a) Undertake activities such as:
  - (i) hold meetings for reading and discussing communications;
  - (ii) hold and promote congresses, conferences and exhibitions;
  - (iii) print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works or treatises;
  - (iv) make grants of money, books, apparatus or otherwise for the purpose of promoting research or otherwise advancing knowledge;
  - (v) promote and encourage education and training in Science, Art, Literature and Philosophy and subjects related thereto;
  - (vi) invite the co-operation of kindred societies and technical bodies, in any manner calculated to promote the objects of the Society;
  - (vii) establish and maintain libraries and collections;
  - (viii) institute and establish and accept trust funds for the purposes of scholarships, grants, awards, prizes and other distinctions;
  - (ix) publicise any significant achievements and endeavours in Science, Art, Literature and Philosophy;
  - (x) provide reading, writing and social rooms and facilities for Members or Fellows of the Society, their friends and guests;
  - (xi) speak and act publicly or privately on matters of interest to the Society.
- (b) purchase hire lease or otherwise acquire and hold for the purposes of the Society real and personal property and any rights and privileges and (so far as the law may from time-to-time allow) sell demise let mortgage or dispose of all or any such real and personal property rights and privileges.
- (c) enter into any arrangements or contract with any government or other companies, corporations, public body or other authorities with a capital Supreme, municipal, local or otherwise that may seem conducive to the Society's objects or any of them and to obtain from any such government, company, corporation, public body or other authority any rights, privileges and concessions which the Society may think it desirable to obtain and to carry out exercise and comply with any such rights, privileges and concessions.
- (d) hire and employ such persons as may be considered necessary for the purposes of the Society and to pay to them and to other persons in return for services rendered to the Society salaries, wages, gratuities and pensions and make payments towards insurance and form and contribute to provident and benefit funds for the benefit of any person employed by the Society.



- (e) invest and deal with any monies of the Society not immediately required for the purpose thereof upon such securities and in such manner as may be determined and from time-to-time vary and realise such investments.
- (f) enter into any insurance agreement in respect to any matter in keeping with the objects of the Society.
- (g) draw accept endorse discount execute and issue cheques promissory notes bills of exchange warrants debentures and other negotiable or transferable instruments or securities.
- (h) borrow money from time-to-time and for such purpose give debentures liens mortgages charges or other securities over whole or any part of the property real or personal of the Society (so far as the law may allow) enter into agreements bonds or covenants with the lender stipulating for a collateral advantage.
- (i) establish subscribe or make advances or donations to promote, become a member of, affiliate with, support, or co-operate with any other association or person (whether incorporated or not) whose objects are altogether or in part similar to those of the Society or will promote those of the Society.
- (j) do all or any of the above things in any part of the world.
- (k) do or concur in the doing of such acts deeds matters and things and enter into and make such arrangements as are incidental and conducive to the attaining of the above objects or any of them and establish funds for the carrying out of the above objects. In fulfilling the above objects particular attention shall be given to such topics as tend to develop the resources of Australia and to illustrate its natural history and production.

## 2. Patrons

Patrons

Upon their appointment, the Governor of New South Wales shall be invited to accept the office of Patron.

## 3. Members and Fellows of the Society

Members and  
Fellows of the  
Society

Members and Fellows of the Society shall be persons desirous of furthering the aims of the Society and who have been elected in accordance with the Rules and By-laws of the Society. Only Members and Fellows who have been thus elected shall be members of the Corporation and thereby entitled to hold office or vote at meetings of the Corporation.

## 4. Rights, Privileges and Obligations of Members and Fellows

Rights,  
privileges and  
obligations of  
Members and  
Fellows

- (a) Members and Fellows shall have the right and privilege:
  - (i) to attend meetings of the Society, its Branches and Sections;
  - (ii) to vote at general meetings;
  - (iii) to receive a copy of each publication authorised by Council for *gratis* distribution to Members and Fellows;
  - (iv) to use the library in accordance with the By-laws;
  - (v) to submit papers and to take part in discussions.
- (b) Upon election to membership a Member or Fellow shall endeavour to promote the interest and welfare of the Society and observe its Rules and By-laws.
- (c) Membership fees must be paid within one month of the invoice date.

- 5. Termination of Membership**
- Termination of Membership
- (a) Any Member or Fellow of the Society not indebted to the Society for subscription or otherwise may resign membership by giving written notice to the Honorary Treasurer, Office, as well as to the Honorary Secretary (general).
  - (b) Any Member or Fellow who does not pay membership fees within six months of the invoice date will be declared “unfinancial” and, if unfinancial for one year, may be expelled by resolution of the Council. Such a Member or Fellow may be re-admitted on giving a satisfactory explanation to the Council and meeting such financial obligation to the Society that may include full payment of unpaid membership fees.
  - (c) The Council shall have the power by Special Resolution to expel any Member or Fellow from the Society. Before a Special Resolution for expulsion is put to the vote the Member or Fellow concerned shall be notified in writing and within 21 days be given an opportunity to present an explanation or defence that the Member or Fellow may think fit.
- 6. Fellows**
- Fellows
- (a) A Member of eminent, learned attainment may be elected a Fellow of the Society.
  - (b) Criteria for Fellowship shall be determined by Special Resolution of Council and included in the By-laws of the Society.
  - (c) Fellows shall have the same rights, privileges and obligations as Members.
- 7. Distinguished Fellows**
- Distinguished Fellows
- (a) A person of exceptional distinction may be admitted as a Distinguished Fellow of the Society.
  - (b) Criteria for Distinguished Fellowship shall be determined by Special Resolution of Council and included in the By-laws of the Society.
  - (c) At any time, the total number of Distinguished Fellows shall not exceed twenty-five and as far as possible should be representative of the four areas of Science, Art, Literature and Philosophy.
  - (d) Distinguished Fellows shall be exempt from payment of annual fees, shall have the rights, privileges and obligations of Members other than to hold office or vote at meetings of the Corporation and they shall be included in the body of Fellows of the Society.
- 7. Honorary Fellows**
- Honorary Fellows
- (a) A person who has been a benefactor or a distinguished promoter of the Society may be admitted as an Honorary Fellow of the Society.
  - (b) The number of Honorary Fellows shall not at any time exceed twenty.
  - (c) Honorary Fellowship shall be bestowed in accordance with the By-laws of the Society and on not more than two persons in any one year.
  - (d) Honorary Fellows shall be exempt from payment of annual fees, shall have the rights, privileges and obligations of Members and they shall be included in the body of Fellows of the Society.
- 8. Associate Members**

Associates            A person may be admitted as an Associate Member (“Associate”) of the Society or have his or her Associate Membership terminated in accordance with the By-laws. Associates shall have no right to hold office or to vote at meetings of the Corporation.

### **9. The Council of the Society**

The Council of the Society    The Business, Properties and Affairs of the Society shall be managed by the Council of the Society which shall consist of:

- (a) the President;
- (b) three Vice-Presidents of whom one shall be the immediate Past-President if available;
- (c) an Honorary Treasurer;
- (d) an Honorary Librarian;
- (e) an Honorary Webmaster
- (f) two Honorary Secretaries;
- (g) the Chairperson of each of the Branches or another representative that the Branch may nominate;
- (h) up to ten ordinary members of Council (“Council Members”), elected from the eligible Members or Fellows of the Society.

### **10. The Executive Committee**

The Executive Committee    (a) There shall be an Executive Committee which shall deal with any matters referred to it by Council and with any matters which concern the Council with regard to which action should not, in the opinion of the Executive Committee, be postponed until a meeting of the Council. In respect to all such matters the Executive Committee shall have and may exercise between meetings of the Council all powers and functions of the Council except:

- (i) to make, alter or repeal By-laws;
  - (ii) approve of the expulsion of a Member or Fellow or an Associate under Rules 5 (b) and 5 (c);
  - (iii) create or dissolve a Branch or a Section of the Society or vary the geographical territory of a Branch;
  - (iv) declare the office of a member of Council vacant;
  - (v) fill a vacancy on the Council.
- (b) The Executive Committee shall report on any action taken under (a) above to the Council meeting immediately following such action.
  - (c) The Executive Committee shall consist of the President, the Vice-Presidents, the Honorary Secretaries and the Honorary Treasurer and any Council member appointed by resolution of the Council.
  - (d) The quorum for an Executive Committee meeting shall be three.

### **11. Election of Council Members**

Election of members of Council    (a) The President, Vice-Presidents, Honorary Treasurer, Honorary Librarian, the Honorary Secretaries, the Honorary Webmaster and the ordinary Members or Fellows elected to Council shall be elected at the Annual General Meeting.

- (b) The representative of any Branch shall be chosen by that Branch.
- (c) The declaration of the result of the election of Council Members shall be the last item of formal Business at the Annual General Meeting. The

newly elected Council shall take office immediately the declaration is made.

- (d) Any financial Member or Fellow of the Society shall be eligible for nomination for any position on the Council of the Society except that no Member or Fellow shall be eligible for election as:
  - (i) President if the Member or Fellow has served as President for the whole of the preceding four years;
  - (ii) a member of the Executive Council if they have been elected as a member of the Executive Council for the preceding ten years, except by a Special Resolution of the Society at the Annual General Meeting.
  - (iii) an ordinary Member of the Council if the Member or Fellow has been elected to the Council for the ten preceding years.
- (e) Provision shall be made for any financial Member or Fellow of the Society to record an absentee vote as set out in the By-laws.
- (f) No ballot for the election of Council Members shall be valid unless twenty (20) Members or Fellows at least record their votes.
- (g) Election shall be conducted in accordance with the By-laws.
- (h) Any vacancy on the Council may be filled by election at a Council Meeting. Members or Fellows of the Society shall be notified at the first general meeting following such action.

## **12. Questions Arising at Council Meetings**

Questions  
Arising at  
Council  
meetings

Subject to these Rules, questions arising at any meeting of the Council or of the Executive Committee shall be decided by a majority of the votes cast by Council Members and their proxies. Each Council Member present shall have one vote. The Chairman shall have a deliberative vote and a casting vote.

## **13. Termination of Membership of the Council**

Termination of  
membership of  
the Council

The office of a Council Member shall be vacated if

- (a) the Council Member ceases to be a Member or Fellow of the Society;
- (b) the Council Member, by notice to the Society, resigns the office the Council Member holds;
- (c) the Council Member is absent from three consecutive meetings without reasonable excuse;
- (d) the office is declared vacant by a resolution of the Council on the grounds that the Council Member is no longer able to carry out the duties of the office through prolonged illness or other causes;
- (e) the office of the Council Member, not being a representative of a Branch, is declared vacant by a resolution of a general meeting of the Society at which at least twenty (20) financial Members or Fellows are present; or being a representative of a Branch the office is declared vacant by a resolution of a meeting of the Members or Fellows attached to that Branch;
- (f) the Council Member is disqualified from being a director under the corporations law;
- (g) the Council Member is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the nature of interest to the remaining Council Members.

## **14. Council Meetings**

Council meetings

- (a) The Council shall meet at least six times a year.
- (b) The Honorary Secretaries shall call a meeting of the Council:
  - (i) by resolution of Council;
  - (ii) at the request of the President; or
  - (iii) at the request of three or more Council Members.
- (c) Due notice, in writing, shall be sent to each Council Member at least one week before such meeting.
- (d) The quorum for meetings of Council shall be six Council Members including the President or in the President's absence a vice-President.
- (e) The representative of a Branch may, by instrument in writing, appoint a Member or Fellow of the Society as proxy to act on the Council Member's behalf at any or all meetings of the Council which the Council Member is unable to attend.
- (f) At meetings of the Council and of the Executive Committee, the President or in the President's absence the Past-President or in the absence of both one of the Vice-Presidents shall be chairman. In the absence of the President and Vice-Presidents the Council Members and proxies present shall choose one of their number to be chairman.

#### **15. Duties of the Executive Committee members**

Duties of the Executive Committee members

The duties of the Executive Committee members are as set out in the By-laws.

#### **16. Committees**

Committees

The Council may appoint Committees consisting of such member or members of the Council and such other persons as it thinks fit. The President and the Honorary Secretary (general) shall be members *ex officio* of all such Committees. Any Committees so formed shall:

- (a) Work within the terms of reference prescribed for it by the Council; and
- (b) Report its findings and/or actions to Council.

#### **17. Branches**

Branches

- (a) To further its objects, the Society may establish Branches on a geographical basis.
- (b) The Council may establish or disestablish a Branch or vary the geographical territory of a Branch.
- (c) Each Branch shall be constituted and its affairs shall be carried out in accordance with these Rules and with the provisions of the By-laws from time-to-time in force.
- (d) Except as otherwise provided in the By-laws, the Members or Fellows of the Society normally resident in the territory of a Branch shall be members of that Branch.

#### **18. Sections**

Sections

- (a) To further its aims within specific subjects, the Society may establish Sections.
- (b) The Council may establish or disestablish a Section.
- (c) A Section shall be constituted and its affairs shall be carried out in accordance with these Rules and with the provisions of the By-laws from time-to-time in force.

- Meetings of the Society
- 19. Meetings of the Society**
- (a) The meetings of the Society shall comprise the Annual Meeting, Ordinary General Meetings and Special Meetings.
  - (b) At least seven days' notice of each meeting shall be given to the Members or Fellows.
  - (c) The Annual General Meeting of the Society shall take place during the month of April. Unless the Chairman decides otherwise, the Business shall be transacted in the following order:
    - (i) Minutes of the preceding Annual General Meeting
    - (ii) Ballot for election of Members or Fellows
    - (iii) Introduction and admission of new Members, Fellows or Associates
    - (iv) Announcement and presentation of Awards
    - (v) Presentation of the Annual Report of the Council
    - (vi) Presentation and Annual Report of the Honorary Librarian
    - (vii) Presentation of the Annual Income Statement and the Balance Sheet of the Society
    - (viii) Election of Auditor (if required)
    - (ix) Ballot for election of Council Members (if required)
    - (x) In those years when a new president is installed, the subject of the presentation delivered during the OGM following the AGM shall be the retiring President's report.
    - (xi) Announcement of the result of the election of Council Members
    - (xii) Installation of the President-Elect
  - (d) There shall be at least eight Ordinary General Meetings each year. These meetings shall be held on the first Wednesday of the month unless otherwise decided by the Council. Unless the Chairman decides otherwise, the Business of the Ordinary General Meeting shall be in the order prescribed in the By-laws.
  - (e) A quorum for an Ordinary General Meeting shall be ten (10) Members or Fellows.
  - (f) The Council may whenever it thinks fit and shall on the receipt of a written request signed by at least twenty (20) Members or Fellows convene a Special Meeting.

Business of the Society

**20. Business of the Society**

Where business of the Society is determined by resolution an ordinary resolution ("ordinary resolution" or "resolution") shall be carried if more than fifty per cent (50%) of the eligible votes cast are in its favour and a special resolution ("Special Resolution") shall be carried if more than seventy-five per cent (75%) of the eligible votes cast are in its favour.

Questions arising at General or Special Meetings

**21. Questions Arising at General or Special Meetings**

Subject to these Rules questions arising at any meeting of the Society shall be decided by a majority of the votes cast by the eligible Members or Fellows present. Each Member or Fellow present shall have one vote. The Chairman shall have a deliberative vote and a casting vote.

Notice to Members

**22. Notice to Members or Fellows**

A notice may be given by the Society to any Member, Fellow or Associate either personally or by sending it by post or electronic mail ("email") to that

person's postal or email address supplied to the Society for the giving of notices.

### **23. Visitors**

Visitors  
Visitors may be admitted to the meetings of the Society in accordance with the provisions of the By-laws.

### **24. Publications**

Publications  
The conditions relating to the submission, acceptance or otherwise and publications of material by the Society shall be as prescribed in the By-laws.

### **25. Subscriptions**

Subscriptions  
(a) Conditions relating to the payment and remission of application fees, annual subscriptions and levies of Members, Fellows and Associates shall be as prescribed in the By-laws.  
(b) Members, Fellows and Associates may not be levied in any one year in excess of one annual subscription over and above the annual subscription fixed for that year.  
(c) Council shall have the power to waive or alter the application fees, annual subscriptions and levies in special circumstances.

### **26. Alteration to the Rules of the Society**

Alteration to the Rules of the Society  
No alteration or addition to the Rules of the Society shall be made unless:  
(a) The full text of the resolution proposing the alteration or addition shall be communicated in writing to the Honorary Secretaries who shall place it on the next notice paper for an Ordinary General Meeting.  
(b) A motion embodying the proposed alteration or addition shall be placed on the notice paper for and submitted to a subsequent Ordinary General Meeting or Special Meeting held not less than six days after the meeting referred to in (a) above, providing at least twenty (20) eligible financial Members or Fellows are present. The proposed alteration or addition shall be adopted if two-thirds of the Members or Fellows present in person or by proxy support the motion.  
(c) If the quorum of twenty (20) eligible financial Members or Fellows is not present at the meeting referred to in (b) above Council may organise a postal or electronic ballot on the motion. In this case voting papers setting out the motion shall be sent to all eligible financial Members or Fellows within fourteen (14) days of the meeting referred to in (b). Voting papers received at the Society's office within a period of six weeks commencing at the day of posting to Members or Fellows shall be counted. The vote shall be valid if at least twenty (20) valid votes are received. The proposed alteration or addition shall be adopted if at least seventy-five percent (75%) of the valid votes support the motion.  
(d) The text of the Rule amended or added by the foregoing procedure shall be notified to all Members or Fellows of the Society and identified as an amendment or addition to be made to their copy of the Society's Rules and By-Laws.

### **27. By-laws**

By-laws  
The Council shall make, alter or repeal such By-laws as it deems necessary to regulate the affairs of the Society provided that such changes in the By-laws shall be notified to the Membership of the Society not less than 7 days before

an Ordinary General Meeting. Such amendment shall become operative after that meeting unless a resolution to the contrary is passed at that meeting.

## **28. The Seal**

The Seal

- (a) The Council shall provide for the safe custody of the Seal which shall be used only for authorisation of Membership or Fellowship certificates and the Society's awards certificates. Use of the Seal shall be authorised by resolution of the Council and every instrument to which the Seal is affixed shall be signed by two Council Members.
- (b) The Society may make contracts and execute documents without using the Seal provided that:
  - (i) Approval has been granted by resolution of the Council;
  - (ii) Such contracts and documents are signed or executed by at least two Council Members.

## **29. Management of Funds and Property**

Management of funds and property

- (a) The Council shall have control over the management of the funds and of the property of the Society.
- (b) Accounts and Audit
  - (i) The Council shall cause books of account to be kept in such a manner as properly represent the state of the Society's affairs and explain its transactions and to enable them to be conveniently and properly audited.
  - (ii) The books of account shall be kept at the office of the Society or at such other place as the Council shall think fit and shall always be open to inspection of Council Members. They shall be open for inspection by Members or Fellows during business hours and shall be subject to any reasonable restrictions which may from time-to-time be laid down by the Council.
  - (iii) The financial year of the Society shall terminate on the last day of December.
  - (iv) The Council shall cause to be prepared and placed before the Society at its Annual General Meeting an Annual Income and Expenditure account and Balance Sheet made up to the end of the financial year immediately preceding the Annual General Meeting.
  - (v) The Annual Balance Sheet shall be signed on behalf of the Council by two Council Members and shall have attached to it a report by the Council with respect to the state of the Society's affairs and the auditor's report, all of which shall be printed in the Proceedings of the Society.
  - (vi) One or more auditors who shall be Chartered Accountants or Certified Practising Accountants shall be elected at the Annual General Meeting to audit the affairs of the Society. An auditor may be removed from office by a Special Resolution of those voting at a Special Meeting called for the purpose. The quorum for such a meeting shall be twenty (20) Members or Fellows. Council shall have the power to fill any casual vacancy in the office of auditor of the Society until the next Annual General Meeting.



- Dissolution
- 30. Dissolution**
- (a) A decision to disband the Society shall be made only by a majority of three-quarters of the voters in a postal or electronic ballot of all Members or Fellows.
  - (b) The liability of Members or Fellows upon disbandment shall be as prescribed in the Act of Incorporation, Section 7.
  - (c) In the event of the Society being disbanded, any property or funds remaining after satisfaction of all debts and liabilities shall be given or transferred to some other institution or institutions having objects similar to those of the Society to be determined by a postal or electronic ballot of all full Members or Fellows of the Society at or before its disbandment.

# By-Laws of the Royal Society of New South Wales

Members and  
Fellows of the  
Society

## 1. Members and Fellows of the Society

- (a) Any person of good character over the age of eighteen (18) years desirous of furthering the aims of the Society may apply for admission to the Society as a Member or Fellow according to a prescribed nomination form.
- (b) The nomination for Membership or Fellowship must be supported by two Members or Fellows and the nomination form, with agreements from nominee, nominator and seconder, shall be emailed to the Society's office. In the case of nomination for Fellowship, the nomination form must be accompanied by a curriculum vitae.
- (c) Fellowship nominations shall be considered at the next Fellows Committee meeting, and a recommendation of approved nominees provided to Council. If there are no objections, Fellowship nominations will be tabled at the next Ordinary General Meeting. Membership nominations shall be considered by Council prior to each Ordinary General Meeting and will be tabled at the Ordinary General Meeting.
- (d) If there is no valid objection to the recommendation for election of a new Member or Fellow tabled at the Ordinary General Meeting within two weeks of the meeting, the new Member or Fellows is deemed elected at the time of the meeting.
- (e) Any candidate whose Membership or Fellowship nomination is not passed by the membership shall have the joining fee and annual subscription refunded.
- (f) Every new Member or Fellow shall be notified of having been elected and shall be supplied with a copy of the Rules and By-Laws of the Society.
- (g) At the first Ordinary General Meeting at which a new Member or Fellow attends after election the Member or Fellow shall be presented to the Chairperson who addressing the Member or Fellow by name shall welcome the new Member or Fellow to the Society and present the new Member or Fellow with a Membership or Fellowship certificate signed under the Society's Seal.
- (h) Members with qualifications approved by Council shall be entitled to use the post-nominal "MRSN".
- (i) Upon payment of an annual fee determined from time-to-time by resolution of Council, Fellows shall be entitled to use the post-nominal "FRSN".
- (j) Admission to Fellowship shall be by Special Resolution of Council and then by written invitation from the President.
- (k) To qualify for Fellowship an invitee shall EITHER satisfy at least three of the following criteria:
  - (i) fellowship of an approved academy or professional institution. Approval shall be determined by Special Resolution of Council and only granted to organisations that have rigorous criteria for fellowship by examination or an equivalent process;
  - (ii) incumbent or retired senior leadership role in the academic, education, business, government or not-for-profit sectors;
  - (iii) hold a doctoral degree;

- (iv) have a significant record of cited publications or an equivalent body of work;
- (v) be a recipient of a prestigious award, prize or medal in their profession or discipline;
- (vi) have extensive, long-term involvement in the Society's affairs, such as extensive publications in the Society's Journal and Proceedings, long-term service on the Council or the Executive Committee or serving as President, or Vice President for at least two terms

OR have made a significant contribution to the welfare and well-being of Australia and whose appointment is approved by resolution of the Council upon recommendation of -the Fellows Committee.

-  
Distinguished  
Fellows

## **2. Distinguished Fellows**

- (a) Distinguished Fellows shall be elected by Special Resolution of Council subject to notification of the Members and Fellows at the next general meeting of the Society.
- (b) The vote of Council electing an Distinguished Fellow may be overturned only by Special Resolution at that general meeting or the following general meeting.
- (c) Distinguished Fellows shall be entitled to use the post-nominal "Dist FRSN".
- (d) To qualify for Distinguished Fellowship an invitee shall EITHER satisfy at least four of the following criteria:
  - (i) fellowship of one of Australia's learned Academies;
  - (ii) fellowship of a second of Australia's learned Academies or an equivalent foreign academy approved by Council. Approval shall be determined by Special Resolution of Council and only granted to organisations that have rigorous criteria for fellowship considered to be at the same level as those of Australia's learned Academies or higher;
  - (iii) be an internationally-recognised leader in his or her field and where some of his or her work was done in or is connected with the State of New South Wales or the Australian Capital Territory;
  - (iv) have a record of cited publications or equivalent body of work considered to have been important in his or her field;
  - (v) hold a higher doctoral degree from an approved university. Approval shall be determined by Special Resolution of Council and only granted to internationally-recognised institutions that have rigorous criteria for higher doctorates.
  - (vi) be a recipient of a Nobel Prize;
  - (vii) be a recipient of a prestigious international award, prize or medal such as the Fields Medal, the Copley Medal or the Holberg Prize;
  - (viii) have extensive, long-term involvement in the Society's affairs, such as extensive publications in the Society's Journal and Proceedings, long-term service on the Council or the Executive Committee or serving as President, or Vice President for at least three terms.

OR be a citizen of Australia and a person of international distinction who has made an outstanding contribution to the welfare and well-being of Australia and whose appointment is approved by Special Resolution of the body of Fellows.

- (e) Distinguished Fellowship shall be conferred at a time and place determined by the Council and will be accompanied by the reading of a citation and presentation of a Distinguished Fellowship certificate signed under the Society's Seal.
- (f) Upon election, the Distinguished Fellow may be invited to address the Society.
- (g) If the maximum number of Distinguished Fellows defined in the Rules has been reached no further nominations will be accepted until a vacancy occurs.

### **3. Honorary Fellows**

Honorary  
Fellows

- (a) Honorary Fellows shall be elected by Special Resolution of Council subject to notification of the Members and Fellows at the next general meeting of the Society.
- (b) The vote of Council electing an Honorary Fellow may be overturned only by Special Resolution at that general meeting.
- (c) Honorary Fellows shall be entitled to use the post-nominal "Hon FRSN".
- (d) Honorary Fellowship shall be conferred at a time and place determined by the Council and will be accompanied by the reading of a citation and presentation of an Honorary Fellowship certificate signed under the Society's Seal.
- (e) Upon election, the Honorary Fellow may be invited to address the Society.
- (f) If the maximum number of Honorary Fellows defined in the Rules has been reached no further nominations will be accepted until a vacancy occurs.

### **4. Associate Members**

Associate  
Members

- (b) On the recommendation of a Member or Fellow of the Society on a nomination form the Council may admit as an Associate
  - (i) a person under the age of 25 years or
  - (ii) a person enrolled as a full-time student in a tertiary educational institution or
  - (iii) a close relative of a Member.
- (c) An Associate shall have the right:
  - (i) to receive notice of and attend meetings of the Society, its Branches and Sections;
  - (ii) to read in the library;
  - (iii) to submit papers and to take part in discussions at meetings of the Society, its Branches and Sections.
- (d) An Associate shall not have the unqualified right:
  - (i) to receive, free of charge, any publication of the Society;
  - (ii) to borrow books or periodicals from the library;
  - (iii) to vote at any meeting of the Society, its Branches and Sections;
  - (iv) to hold office on the Council.
- (e) Associate Membership shall be terminated:

- (i) by the Associate submitting a notice in writing to the Honorary Secretaries;
  - (ii) by the Associate ceasing to qualify under (a) above;
  - (iii) by the Associate remaining unfinancial for one year;
  - (iv) by motion of the Council to a Special Resolution seeking approval of such termination.
- (f) Every new Associate shall be notified of their admittance.
- (g) The name of each new Associate shall be notified in the next notice paper for an Ordinary General Meeting of the Society immediately following their election.

#### **5. Eligibility, termination and revocation**

- (a) No person may be elected to Membership or Fellowship of the Society or may receive any award conferred the Society if, under a law of the Commonwealth, a State or a Territory or an equivalent law of a foreign country:
- i. a conviction for a crime or a civil penalty that includes a pecuniary penalty greater than \$10,000 has been recorded in relation to the person (unless subsequently overturned by appeal) or
  - ii. there has been a finding adverse to the person (including where the person has been found guilty of a crime without the recording of a conviction) or
  - iii. the person has behaved or acted in a manner that has brought or might reasonably be expected to bring the Society into disrepute.
- (b) In accordance with Rule 5(c), the Council may at its absolute discretion terminate the Membership or Fellowship of any person or revoke any award made to any person if it is later found that the person is in contravention of this By-Law.
- (c) In accordance with Rule 5(c), the Council may at its absolute discretion terminate the Membership or Fellowship of any person or revoke any award made to any person if the Council is satisfied that it would not have been desirable to elect the person or give the award because:
- i. information on which the decision to elect the person or give the award was based was false or misleading in a material particular; or
  - ii. information that was not available to the Council when the recommendation to elect the person or give the award was made (whether or not the information existed when the recommendation or decision was made).

#### **6. Fees, Subscriptions and Levies**

Fees,  
subscriptions and  
levies

- (a) Distinguished Fellows and Honorary Fellows of the Society shall not be required to pay any application fee, annual subscription or levy.
- (b) All matters of doubt relating to fees, subscriptions or levies shall be decided by the Council.
- (c) Council may impose an application fee for applying to become a Member or Fellow or Associate of the Society.
- (d) The annual subscription shall be determined by resolution of Council.
- (e) Annual subscriptions lodged with applications shall be returned to the applicant if for any reason the applicant does not become a Member or Fellow or Associate of the Society as the case may be.

- (f) The annual subscription shall be due and payable on or before the first day of January for the current financial year of the Society.

## **7. Election of Council**

Election of  
Council

- (a) Any financial Member or Fellow who is not disqualified by the Rules of the Society may be nominated for any position on the Council. Such a nomination, signed by two Members or Fellows of the Society and counter-signed by the nominee, shall be notified to the Honorary Secretary (General) according to the deadline (announced at the OGM in February), but no later than the fifteenth day of March each year.
- (b) After receipt of nominations from Members or Fellows of the Society, the Council may make additional nominations, if deemed necessary, and shall ensure that there are, at least, sufficient candidates to fill all positions on the incoming Council.
- (c) A complete list of the names, in alphabetical order, of those correctly nominated for each position, together with the nominators, shall be posted on the Society's website immediately following the closing date and made available at the Annual Meeting.
- (d) If there are more nominations for Councillor positions than positions available the retiring Council shall appoint a Returning Officer.
- (e) Should no ballot be necessary, the Council will present the list of nominees at the next Annual General Meeting for confirmation.
- (f) Where an election is required, such election shall be by secret ballot.
- (g) The ballot for the election of the Council shall take place at the Annual General Meeting. Any Member or Fellow unable to attend the meeting in person may appoint a proxy to vote on his or her behalf.
- (h) The ballot paper for the election of the Council shall contain in alphabetical order names of candidates correctly nominated for each position on the Council.
- (i) Each Member or Fellow voting shall be entitled to vote for as many candidates as there are vacancies to be filled. The candidate for each position receiving the greatest number of votes shall be declared elected. In the event of an equal number of votes for a particular position, the Returning Officer shall draw the name of the successful candidate from a box that contains only the names of the candidates who have the equal number of votes.

## **8. Term and Election of the Vice Presidents and President**

Election of Vice  
Presidents and  
President

- (a) Only serving Council members who have completed one year on Council may be elected to the office of Vice President, except by Special Resolution of the Membership.
- (b) The President is expected to serve two terms of two years each but is subject to reconfirmation at every annual general meeting.
- (c) In the year prior to the election of a new President, one Vice President shall be President-elect, subject to confirmation at the subsequent annual general meeting.
- (d) The immediate past President shall be a Vice President for at least one year following expiry of the Presidential term.

## **9. Postal or electronic Vote for the Ballot for Election of the Council**

Postal or electronic vote for the ballot for election of the Council

- (a) A Member or Fellow desiring to cast a postal or electronic vote for the ballot shall notify the RSNSW Office in writing within one week of the close of nominations for Council.
- (b) On receipt of such notification, the RSNSW Office shall forward a ballot paper to the Member or Fellow.
- (c) The ballot paper duly marked shall be invalid unless returned to the RSNSW Office before 12 noon on the day that the ballot takes place.

#### **10. Duties of the Honorary Secretaries**

Duties of the Honorary Secretaries

- (a) The Honorary Secretaries shall:
  - (i) conduct all the correspondence, of the Council and the Society;
  - (ii) attend all meetings of the Council and all meetings of the Society and take and record the minutes of such meetings;
  - (iii) edit the Journal and Proceedings of the Society;
  - (iv) be responsible for the safe custody of books, maps, specimens and other property of the Society;
  - (v) acknowledge all donations to the Society;
  - (vi) give due notice of all meetings of the Society and the Council; and
  - (vii) keep a record of attendances at the Council meetings.
- (b) With the approval of the Council, the Honorary Secretaries may delegate any of the above duties to a Council Member or to an employee of the Society.

#### **11. Duties of the Honorary Treasurer**

Duties of the Honorary Treasurer

- (a) The Honorary Treasurer shall:
  - (i) receive all monies paid to the Society and deposit such monies into the account or the accounts of the Society;
  - (ii) make such disbursements as shall be authorized by Warrant from the Council;
  - (iii) keep all financial books and financial records of the Society
  - (iv) arrange for the audit of the Society's accounts at such times as shall be directed by the Council; and
  - (v) prepare and present a duly audited Annual Balance Sheet for the financial year of the Society.
- (b) With the approval of the Council, the Honorary Treasurer may be assisted in any of the above duties by a Council Member or by an employee of the Society.

#### **12. Library**

Library

- (a) To assist the Council in the control of the Library, the Council may appoint a Library Committee, the powers, duties and terms of reference of which shall be determined by the Council.
- (b) The Library shall be open for the use of Members or Fellows at hours determined by the Council.
- (c) Any publications or other item in the Library shall be available for reference by Members or Fellows in the Library and shall not be removed without the Librarian's permission.
- (d) Members or Fellows may borrow a publication from the Library for a period not exceeding fourteen (14) days subject to signing for it in the Librarian's record. Borrowing shall normally be for a period not

exceeding fourteen (14) days but an extension of time may be granted on application.

- (e) Any publication not returned when requested by the Honorary Librarian, or returned damaged, shall be replaceable at the expense of the borrower.
- (f) Members or Fellows requiring a copy of an article must first obtain the consent of the Honorary Librarian and must bear the expense of reproduction.

### **13. Order of Business at an Ordinary General Meeting**

Order of business  
at an Ordinary  
General Meeting

- (a) Unless the Chairperson decides otherwise, business at an Ordinary General Meeting shall be transacted in the following order:
  - (i) Minutes of the previous Ordinary General Meeting
  - (ii) Minutes of all Special Meetings held after the previous Ordinary General Meeting
  - (iii) Business arising out of the minutes
  - (iv) Announcement of names of candidates for Membership or Fellowship
  - (v) Ballot for election of Members or Fellows
  - (vi) Introduction and Admission of new Members or Fellows
  - (vii) Communications from the Council
  - (viii) Communications from the Branches and Sections
  - (ix) Motions from the preceding Ordinary General Meeting
  - (x) General business
  - (xi) Special business
- (b) The Chairman shall be the sole arbiter on the nature of the General Business transacted at meetings.
- (c) The Chairman shall have a deliberative and a casting vote on any motion.

### **14. Visitors**

Visitors

The Council or the Chairman may restrict attendance of visitors at meetings.

### **15. Publications**

Publications

- (a) Material submitted by Members or Fellows for publication or by communication to the Society shall be submitted electronically in accordance with the Society's "Instructions to Authors".
- (b) The receipt of material shall be acknowledged by the Honorary Secretaries.
- (c) No material shall be published or formally communicated to Members or Fellows except with the approval of the Council.
- (d) The original copy of any material accepted for publication by the Society together with illustrations, diagrams, etc., shall become the property of the Society and will not necessarily be returned to the author.
- (e) The author of material which is accepted for publication by the Society shall not publish such material elsewhere, except with the permission of the Council (which shall not be unreasonably withheld) until the paper or an abstract thereof shall have appeared in a publication of the Society.



- (f) The author shall be liable for costs occasioned by alterations or additions made to material, at his or her request, at or after submission of the printers' proofs.

## 16. Branches

Branches

- (a) There shall be a Branch of the Society established in any region where there are sufficient numbers of Members or Fellows willing to host regular meetings and its establishment is agreed upon by Council.
- (b) A Member or Fellow of the Society who is normally resident in a region in which there is a Branch shall be deemed a member of that Branch.
- (c) Membership of the Branch shall cease:
  - (i) on the resolution of the Council at the request of the Branch Committee; or
  - (ii) if the Member or Fellow submits his resignation from the Branch in writing to the Honorary Secretaries of the Society or the Honorary Secretary of the Branch or ceases to be a Member or Fellow of the Society or ceases to reside within the region of the Branch.
- (d) A Member or Fellow not normally resident within the region of a Branch may by written request and with the agreement of the Branch Committee be made a member of a Branch by the Council.
- (e) Membership of a Branch shall not entail any additional application fee or Membership subscription from a Member or Fellow of the Society.
- (f) An Associate of the Society may be attached to a Branch and the provisions of the preceding By-law for membership of the Branch shall apply, *mutatis mutandis*, to such attachment.
- (g) A Branch may frame Rules for the conduct of its own affairs within the framework of the Rules and By-laws of the Society; such Rules shall be subject to the approval of the Council.
- (h) The management of a Branch shall be vested in a Branch Committee which shall consist of a Chairman, Vice-Chairman, Honorary Secretary, Honorary Treasurer and such other Members or Fellows as may be decided by the Branch. One member of the Committee shall be the representative of the Branch on the Council. The offices of Honorary Secretary and Honorary Treasurer may be combined.
- (i) Only members of the Branch shall be eligible for election to the Branch Committee.
- (j) The first Committee of a Branch shall be elected at a meeting convened by the Council to inaugurate the Branch. At such a meeting, only Members or Fellows of the Society normally resident within the region of the Branch shall be eligible for election or eligible to vote.
- (k) The Committee of a Branch shall be elected annually at the Annual General Meeting of the Branch.
- (l) No member of the Branch Committee shall retain office if the person ceases to be a member of the Branch.
- (m) In the event of the position of the Chairperson of a Branch becoming vacant this position shall be filled by the Vice-Chairperson or if the Vice-Chairperson is unavailable the Branch Committee shall elect a Branch Chairperson from among the members of the Branch.

- (n) A casual vacancy on a Branch Committee, other than in the position of Branch Chairman, shall be filled by the Branch Committee at its discretion.
- (o) An Annual General Meeting of the Branch shall be held each year in the month of March at which a written report of the activities and finances of the Branch shall be presented and at which officers shall be elected for the ensuing year. A copy of the written report shall be forwarded to the Council before 15th March each year.
- (p) Ordinary meetings of a Branch shall be convened by the Committee at such times and places and in such manner as the Committee decides.
- (q) The Committee may when it thinks fit convene a Special Meeting of the Branch. It shall convene such a meeting on receipt of a request signed by at least ten per cent of the membership of the Branch or by five Members or Fellows, whichever is the greater.
- (r) No business shall be transacted at the Annual General Meeting or Special Meeting of a Branch unless ten per cent of the membership of the Branch or five Members or Fellows, whichever is the greater, are present.
- (s) The Council may contribute from the funds of the Society towards the formation and maintenance of a Branch.
- (t) The Committee of a Branch shall have power to accept monies and spend these in addition to those granted to it by the Council provided such monies are used solely to further the objects of the Society.

#### **17. Sections**

Sections

- (a) Sections of the Society may be formed with prior approval of Council to provide forums for Members or Fellows having common special interests.
- (b) Any Member or Fellow of the Society shall be entitled to become a member of a Section without any additional fee.
- (c) The management of a Section shall be vested in a Committee which shall consist of a Chairman, Honorary Secretary and such other Members or Fellows as may be decided by the Section.
- (d) The first Committee of a Section shall be elected at a meeting convened by the Council to inaugurate the Section.
- (e) The Committee of a Section shall be elected annually at the Annual General Meeting of the Section to be held in March. A report of the year's proceedings shall be made in sufficient time for inclusion in the Annual Report of the Council.

#### **18. Annual Reports and Inspections**

Annual reports  
and inspections

- (a) It shall be the duty of the President, Vice-Presidents, Honorary Treasurer, Honorary Secretaries and Honorary Librarian at least once annually to examine and report to the Council upon the state of
  - (i) the Society's effects;
  - (ii) the keeping of the official books and correspondence;
  - (iii) the library, including maps and drawings; and
  - (iv) the Society's cabinets and collections.
- (b) The Honorary Secretary (general) and Honorary Treasurer shall see that all documents relating to the Society's property, the policies of insurance, and other securities are protected in an appropriate manner.

**19. Conduct of Postal or electronic Ballot for Amendments to the Rules**

Conduct of  
postal or  
electronic ballot  
for amendments  
to the Rules

- When a postal or electronic vote is required in accordance with Rule 26 (c):
- (a) A Returning Officer (not a Council Member) shall be appointed by Council;
  - (b) The Honorary Secretaries and Honorary Treasurer shall provide the Returning Officer with a list of financial Members or Fellows;
  - (c) Each financial Member or Fellow shall be provided with:
    - (i) a statement of the proposed amendment with an accompanying space on which the Member or Fellow can mark a response; and
    - (ii) in the case of a postal vote a stamped envelope addressed to the Society, initialled by the Returning Officer.
  - (d) The statement and envelope in (c) shall be sent to Members or Fellows in conjunction with suitable explanatory material and the date of mailing be recorded;
  - (e) Six weeks after the date of (d) the Returning Officer shall count returned ballots and provide Council with a written summary of the result.
  - (f) Council shall inform the Membership of the result in the next issue of the Bulletin.