



Royal Society of New South Wales

Council of the Royal Society of New South Wales

Terms of Reference

Bicentennial Committee

1. General Scope and Authority

1.1 The purpose of the Committee is to exercise the executive authority of the Council on matters relating to the Bicentennial of the Royal Society of New South Wales in 2021.

2. Composition

2.1 The Committee is comprised of members of the Council appointed by Council resolution and *ex officio* members defined in the Rules.

2.2 The Council may appoint to the Committee Fellows or Distinguished Fellows of the Society who may not be members of Council.

2.3 Committee members appointed by resolution of Council shall have their Committee membership reviewed at the Council meeting immediately following the AGM or earlier should circumstances require it.

2.4 The chair of the Committee is appointed by resolution of Council.

2.5 The Committee should appoint a Committee Secretary who may or may not be a Secretary of the Society

2.6 In the chair's absence, the Committee may nominate another Committee member to chair meetings.

2.7 In appointing Council members to the Committee, the Council should take into account special expertise that individual Council members might possess.

2.8 *Ex officio* Committee members have the right but not the obligation to attend meetings.

3. Meetings

3.1 The Committee conducts its business by formal and informal meetings that take place as frequently as required.

3.2 Formal committee meetings

3.2.1 Complex matters or those of material importance to the Society should be dealt with in formal meetings of the Committee.

3.2.2 Any Committee member may request the Chair to call a formal meeting.

3.2.3 An agenda for each formal meeting confirming the date, time, venue and agenda shall be forwarded to each Committee member at least three days prior to the date of the meeting, unless waived by agreement of all Committee members. The agenda should include relevant supporting documents for the items to be discussed.

- 3.2.4 A quorum shall be reached when two-thirds of the members of the Committee are present, provided that at least one of those present is the chair or the President or a Vice President.
- 3.2.5 Minutes of meetings and Committee resolutions are to be kept by the Committee Secretary. The Committee Secretary should distribute draft minutes to all Committee members for confirmation within seven days of Committee meetings. Minutes should be finalised within fourteen days of Committee meetings and when final the Honorary Secretary should distribute them to Council.

3.3 Informal committee meetings

- 3.3.1 The Committee may conduct minor business via telephone, email correspondence and other means, provided that all Committee members are copied on such correspondence and that all decisions are confirmed in writing. All business conducted in such a manner need not be minuted but must be included in the report to Council.
- 3.3.2 At each Council meeting, the Chair or delegate should report to the Council matters discussed at Committee meetings and include all material details of decisions executed by the Committee.

4. External advice

- 4.1 Approval to seek advice from external advisers as might be required for the Committee to discharge its responsibilities requires resolution of the Council.
- 4.2 All such advice shall be communicated to the Council.

5. General responsibilities

- 5.1 Responsibilities include but are not limited to:
- the provision of advice and recommendations to Council on how the Society should mark its bicentenary.

6. Limitations on executive authority

- 6.1 Executive limitations are resolved by Council from time-to-time.