

ROYAL SOCIETY NEW SOUTH WALES



ACT OF INCORPORATION AND RULES

ABN 76 470 896 415

INTRODUCTION

The Royal Society of New South Wales traces its origins to *The Philosophical Society of Australasia*, established in 1821. Subsequently, the Philosophical Society became inactive but was revived in 1850 as *The Australian Philosophical Society* and was known by that name until 1856, when its name was changed to *The Philosophical Society of New South Wales*. In 1866, Queen Victoria granted Royal Assent to the Society and it assumed its present name. The Society was incorporated by an Act of the Parliament of New South Wales in 1881.

Rules and By-laws were published at the time of the granting of Royal Assent. Revisions to these were published in 1870, 1875/6, 1900, 1912, 1943, 1968 and 2003, with subsequent minor amendments.

In 2020, the Council undertook a major review of the Rules and By-laws, to remove inconsistencies and to update them, given advances in technology since 2003 and the significant increase in membership of the Society following the introduction of the new Fellow membership grade in 2014. These Rules (incorporating the By-laws) were approved by the membership of the Society at the Ordinary General Meeting held on 9 December 2020.

In February 2023 and April 2024, the Council recommended minor changes to the Rules to ensure they continued to meet the needs of the Society and its members and to reflect contemporary governance practice. In accordance with Rule 32, the recommended changes were put to members, with voting conducted by electronic ballot. The current Rules took effect from noon on 15 April 2024 having been confirmed at the Annual General Meeting held on 17 April 2024.

At its meeting held on 29 May 2024, the Council agreed unanimously to propose to the membership that Rule 10 be changed. Since the introduction of the grade of Fellow, there had been much discussion of the criteria for Fellowship as defined in Rule 10. The main concern was that the wording of the rule may have implied a preference for nominees from an academic background. This was not the intention – its purpose was to qualify accomplished, highly capable people from all disciplines and walks of life for election as Fellows of the Society. Following extensive consideration by the Fellows and Members Assessment Committee (FMAC) and the Executive Committee, the Executive Committee proposed to the Council that Rule 10 be changed to make its intention clear. The proposed changes were put before the membership of the Society for approval and included a consultation period seeking input from members. In August 2024, an electronic ballot was held and the amendments were passed by a large majority.

In February 2026, the Council recommended minor amendments to Rules 8(c) and 8(d) to modernise the process for admitting Members and Fellows and to better reflect the Society's current structure and mode of operation. Rule 8 sets out the process by which applications are assessed, recommended by Council, and approved by the Society's eligible voting members. The existing provisions governing how Council's recommendations are communicated to members, how objections may be made, and when a recommended candidate is taken to be elected were developed before the Society's contemporary branch structure and nationally and internationally distributed membership. The proposed amendments are intended to address these practical limitations by replacing tabling at an Ordinary General Meeting with electronic communication to eligible voting members, confirming the period during which objections may be lodged, and clarifying the timing of admission. In accordance with Rule 32, the recommended changes were put to members, with voting conducted by electronic ballot. The new Rules were confirmed at the Annual General Meeting held on 8 April 2026.

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Royal Society of New South Wales Incorporation Act

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 indicates 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).

2. Incorporation clause

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.

3. Rules and by-laws

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.

4. Power to acquire and hold and to sell lands

Power to acquire and hold and to sell lands

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.

5. Ordinary business to be managed by the Council

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.

6. Powers of Council

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

7. Liability of members

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.

8. Custody of common seal

*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.

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

*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.

10. Elections not made in due time may be made subsequently

*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.

11. Secretary may represent corporation for certain purposes

*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
(Incorporating the By-Laws)
15 April 2024**

1. The aims of the Society

Aims

The aims of the Society shall be to advance studies and investigations in all dimensions of learning, including Science, Art, Literature and Philosophy, to facilitate the exchange of information and ideas amongst the Members and Fellows of the Society and others, and to disseminate knowledge to the people of New South Wales and beyond. For that purpose:

- (a) The Society may undertake activities such as:
 - (i) mobilise the multidisciplinary expertise of Society members
 - (ii) provide authentic and authoritative information
 - (iii) address national and global challenges
 - (iv) facilitate debate about contentious issues
 - (v) disseminate the results of current research
 - (vi) hold and promote congresses, conferences and exhibitions
 - (vii) print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works or treatises
 - (viii) make grants of money or otherwise to persons or organisations for the purpose of research and education or otherwise advancing knowledge
 - (ix) promote and encourage education and training in all dimensions of knowledge, including in Science, Art, Literature and Philosophy
 - (x) invite the cooperation of kindred societies and organisations in any manner calculated to promote the objects of the Society
 - (xi) establish and maintain public libraries and collections, and make them accessible to the public
 - (xii) institute and establish and accept funds for the purposes of scholarships, grants, awards, prizes and other distinctions that recognise excellence and/or achievement
 - (xiii) publicise any significant achievements and endeavours in all fields relevant to the Society's activities
 - (xiv) provide reading, writing and social rooms and facilities for Members and Fellows of the Society, their friends and guests.
- (b) The President or other person nominated by the President may speak and act in public or privately on matters of interest to the Society.

2. The Patron of the Society

Patron

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

3. Composition of the Society

Composition

The Society shall comprise its Associate Members, Members, Fellows, Distinguished Fellows, Honorary Fellows, Life Members and Life Fellows. It shall be managed and governed by a Council of elected Members and Fellows which may establish regional Branches and Interest Groups which further the aims of the Society.

4. Meetings of the Society

Meetings

- (a) The meetings of the Society shall comprise the Annual General Meeting, Ordinary General Meetings and Special Meetings.
- (b) At least seven days' notice of each meeting shall be given to the members.
- (c) The Annual General Meeting of the Society shall take place during the month of April. Unless the Chairperson decides otherwise, the business shall be transacted in the following order:
 - (i) Minutes of the preceding Annual General Meeting

- (ii) Presentation of the Annual Report of the Council
- (iii) Presentation of the Annual Income Statement and the Balance Sheet of the Society
- (iv) Election of Auditor (if required)
- (v) Ballot for election of Council Members (if required)
- (vi) Announcement of the result of the election of Council Members.
- (d) There shall be at least six Ordinary General Meetings each year. These meetings usually shall be held on the first Wednesday of the month or other date decided by the Executive Committee.
- (e) The business to be transacted at an Ordinary General Meeting shall be, unless the Chairperson otherwise decides, in the following order:
 - (i) Minutes of the preceding Ordinary General Meeting
 - (ii) Election of Members and Fellows
 - (iii) Announcement of new members and presentation of membership certificates
 - (iv) Communications from Council
 - (v) Announcement of the result of any election of Council vacancies
- (f) A quorum for an Ordinary General Meeting shall be twenty-five (25) Members or Fellows.
- (g) 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.

5. Visitors

Visitors

Visitors may be admitted to the meetings of the Society or Council by the President or in the President's absence the chairperson of the meeting.

6. Business of the Society and its Council

Business of the Society

Where the business of the Society and its Council 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. The Chairperson shall have a deliberative and casting vote in both cases.

7. Questions arising at General or Special Meetings

Questions Arising at Meetings

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 or shall be decided by electronic ballot of the entire membership. The Chairperson shall have a deliberative vote and a casting vote.

8. Admission of Members and Fellows of the Society

Admission to 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 these Rules. Only Members and Fellows who have been thus elected shall be members of the Society and thereby entitled to hold office or vote at meetings 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 must be supported by one Member or Fellow and the nomination form, with agreements from nominee and nominator, shall be sent to the Society's office. The nomination for Fellowship must be supported by two Members or Fellows and the nomination form, with agreements from nominee, the proposer and seconder, shall be sent to the Society's office. The nomination for Fellow must include a curriculum vitae and a full statement of reasons for support by the proposer. If required,

- additional information may be sought from the nominee or nominators.
- (c) After due consideration, the Council will recommend new Members or Fellows for admission by electronic communication with financial members eligible to vote in Council elections.
 - (d) If there is no valid objection to the recommendation for election of a new Member or Fellow raised with the Society Secretary within two weeks of the electronic communication, the new Member or Fellow is deemed elected at the time of the Council meeting. Any issue arising from the objection should be resolved by the Executive Committee.
 - (e) Any candidate whose Membership or Fellowship nomination is not passed by the membership shall have the joining fee and annual subscription refunded if paid already.
 - (f) Every new Member or Fellow shall be notified by letter or email of having been elected.
 - (g) Upon payment of an annual fee determined from time-to-time by resolution of Council, Members shall be entitled to use the post-nominal "MRSN".
 - (h) 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".

9. Rights, privileges and obligations of Members and Fellows

Rights,
Privileges and
Obligations

- (a) Members and Fellows shall have the right and privilege:
 - (i) to attend meetings of the Society, its Branches and Interest Groups
 - (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
 - (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.
- (c) Membership fees should be paid within one month of the invoice date.

10. Fellows

Fellows

- (a) A person who has made outstanding achievements in one or more of academia, industry, government, public administration, culture or civil society, is held in high professional standing or has made a significant contribution to the welfare and well-being of Australia may be elected a Fellow of the Society.
- (b) Fellows shall have the same rights, privileges and obligations as Members.
- (c) Fellowship nominations shall be considered at the next assessment committee meeting following receipt by the Society and a recommendation of approved nominees provided to Council by email. If there are no objections, Fellowship recommendations shall be tabled at the next Ordinary General Meeting for consideration by the membership.
- (d) To qualify for Fellowship, nominees will be resident in or have an established connection with NSW and will provide evidence such as:
 - (i) having expanded the boundaries of knowledge; improved practice and understanding; developed cultural life in NSW or Australia; enhanced NSW's reputation globally;
 - (ii) holding or having held senior leadership role(s);
 - (iii) having been appointed on merit to external roles and activities or election to prestigious institutions;
 - (iv) having doctoral degree, a significant record of cited publications or an equivalent body of work;
 - (v) having received a prestigious award, prize or medal in their profession or discipline;
 - (vi) having extensive and long-term involvement in the Society's affairs.
- (e) Election to Fellowship of the Society shall be published in the New South Wales Government Gazette.

11. Distinguished Fellows

*Distinguished
Fellows*

- (a) A person of exceptional distinction may be admitted as a Distinguished Fellow of the Society.
- (b) 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.
- (c) Distinguished Fellows shall be exempt from payment of annual fees, shall have the rights, privileges and obligations of Members and Fellows, including the right to be elected to office and to vote.
- (d) Distinguished Fellows shall be so elected by Special Resolution of Council subject to notification of the Members and Fellows at the next general meeting of the Society.
- (e) The vote of Council electing a Distinguished Fellow may be overturned only by Special Resolution at that general meeting or the following general meeting.
- (f) To qualify for Distinguished Fellowship a nominee shall **EITHER** satisfy at least four of the following criteria:
 - (vii) fellowship of an Australian Learned Academy
 - (viii) fellowship of a second Australian Learned Academy 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.
 - (ix) be an internationally recognised leader in his or her field and have done some of his or her work in or through strong connections with the State of New South Wales or the Australian Capital Territory
 - (x) have a record of cited publications or equivalent body of work considered to have been important in his or her field
 - (xi) 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
 - (xii) be a recipient of a prestigious international award, prize or medal such as the Nobel Prize, Fields Medal, the Copley Medal or the Holberg Prize
 - (xiii) 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**OR** be a citizen of Australia and a person of international distinction who has made an outstanding contribution to the welfare and wellbeing of Australia and whose appointment is approved by Special Resolution of Council.
- (g) 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.
- (h) Upon election, the Distinguished Fellow may be invited to address the Society.
- (i) Distinguished Fellows shall be entitled to use the post-nominal "DistFRSN".
- (j) Election to Distinguished Fellowship of the Society shall be published in the New South Wales Government Gazette.

12. 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 Rules of the Society and on not more than two persons in any one calendar year.
- (d) Honorary Fellows shall be exempt from payment of annual fees, shall have the rights, privileges and obligations of Members and the right to vote in elections but not hold office, and they shall be included in the body of Fellows of the Society.
- (e) 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.
- (f) The vote of Council electing an Honorary Fellow may be overturned only by Special Resolution at that general meeting.
- (g) Honorary Fellows shall be entitled to use the post-nominal "HonFRSN".
- (h) 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.
- (i) Upon election, the Honorary Fellow may be invited to address the Society.

13. Associate Members

*Associate
Members*

- (a) A person may be admitted as an Associate Member of the Society or have such Associate Membership terminated in accordance with the Rules.
- (b) A person may be admitted as an Associate Member of the Society if they are:
 - (i) under the age of 25 years or
 - (ii) enrolled as a full-time student in a tertiary educational institution or
 - (iii) a partner or close relative of a Member or Fellow.
- (c) An Associate Member shall have the right:
 - (i) to receive notice of and attend meetings of the Society, its Branches and Interest Groups
 - (ii) to read in the library
 - (iii) to submit papers and to take part in discussions at meetings of the Society, its Branches and Interest Groups.
- (d) An Associate Member shall not have the right:
 - (i) to hold office or to vote at any meetings of the Society
 - (ii) to borrow books or periodicals from the library
 - (iii) to vote at any meeting of the Society, its Branches and Interest Groups.
- (e) Associate Membership shall be terminated:
 - (i) by the Associate Member submitting a notice in writing to the Secretary
 - (ii) by the Associate Member ceasing to qualify under 13(b) above
 - (iii) by the Associate Member remaining unfinancial for one year
 - (iv) by motion of the Council to a Special Resolution seeking approval of such termination.
- (f) Every new Associate Member shall be notified by letter or email of their admittance, sent an invoice for membership fees and invited to participate in the Society's activities.

14. Life Members and Fellows

*Life Members
and Fellows*

Members or Fellows can compound their subscription for all future years by paying an amount determined by the Council from time-to-time by actuarial analysis based on age. Life Members and Life Fellows shall have the same rights, privileges and obligations as Members and Fellows.

15. Termination of Membership

*Termination of
Membership*

- (a) No person may be elected to or retain Membership or Fellowship of the Society or may receive any award conferred by the Society if, under a law of the Commonwealth, a State or a Territory or an equivalent law of a foreign

- country, that person has behaved or acted in a manner or has been dealt with by a Court or other body which has resulted in a finding that has brought or might reasonably be expected to bring the Society into disrepute.
- (b) 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 Secretary.
 - (c) Any Member or Fellow who does not pay membership fees by 31 March of the membership year will be declared "unfinancial" and, if unfinancial on 30 June of the membership year, will be removed from the body of members by resolution of the Council. Such a Member or Fellow may be readmitted 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.
 - (d) 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.
 - (e) 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 on false or misleading information or
 - (ii) information subsequently becomes available that was not considered by 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).

16. The Council of the Society

The Council

- (a) The Business, Properties and Affairs of the Society shall be managed by the Council of the Society which shall consist of Members or Fellows of the Society elected at or prior to the Annual General Meeting each year and Members or Fellows appointed in accordance with Rule 18(d).
- (b) 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 Secretary according to the deadline (announced at the Ordinary General meeting in December of the previous year), but no later than the fifteenth day of February each year.
- (c) The following elected office-bearers and ordinary Council members together with the appointed members shall constitute the Council:
 - (i) the President
 - (ii) the Vice-President
 - (iii) the immediate Past President, if available, and only for the first year after leaving the role of President
 - (iv) the Secretary
 - (v) the Treasurer
 - (vi) the Librarian
 - (vii) the Editor of the Journal and Proceedings
 - (viii) the Webmaster
 - (ix) the Chairperson of each of the Branches or another representative that the Branch may nominate and
 - (x) six elected Members or Fellows
 - (xi) two appointed Members or Fellows.
- (d) When a member stands for election in several of the above offices, that person shall be deemed elected to the first office considered for election in the order given above, if successful, and shall be deemed ineligible for subsequent offices.

- (e) 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 remain in office until the declaration of the results of the office bearers at the next relevant Annual General Meeting.
- (f) The Council may at its absolute discretion remove an office-bearer or ordinary member of the Council if Council is satisfied by Special Resolution that the person is not fit to hold office, provided 21 days' notice of a motion for that purpose is given by the person moving the motion.

17. The Executive Committee

The Executive Committee

- (a) The Executive Committee consists of the President, Vice-President, immediate Past President, if available, for the first year after leaving the role of President, Secretary, Treasurer and one Council member appointed by resolution of the Council.
- (b) When the immediate Past President is not available, or a year has elapsed since that person left the role of President, another Council member shall be elected by the Council.
- (c) The Executive Committee shall deal with any matters referred to it by the 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 the next meeting of the Council. With 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 that it may not:
 - (i) approve of the expulsion of a Member or Fellow or an Associate Member under these Rules
 - (ii) create or dissolve a Branch or an Interest Group of the Society or vary the geographical territory of a Branch
 - (iii) declare the office of a member of Council vacant
 - (iv) fill a vacancy on the Council
 - (v) enter into contracts or agreements on behalf of the Society.
- (d) The Executive Committee shall report on any action taken under (c) above to the Council meeting immediately following such action.
- (e) The quorum for an Executive Committee meeting shall be the number which exceeds one half of the Committee members provided that at least one of those present is the President or Vice-President.

18. Election of and appointment to the Council

Election of and appointment to the Council

- (a) The President, Vice-President, Secretary, Treasurer, Librarian and Webmaster and the ordinary Members or Fellows elected to Council shall be elected for a period of two years. The position of Editor of the Journal and Proceedings of the Royal Society of New South Wales shall be appointed by Council, based on the skills and experience required to edit a peer-reviewed journal. The Editor shall hold office until the second Annual General Meeting after the appointment. The appointment shall be subject to approval by the membership at the next Ordinary General Meeting after the appointment
- (b) At the first election under these Rules, the President, Vice-President, Secretary, Treasurer, Librarian and Webmaster shall be elected at the Annual General Meeting for a period of two years. One half or, if an uneven number, the number immediately above half of the ordinary Council members shall be elected at that Annual General Meeting for a period of two years based on the number of votes cast for them in the election, and the balance for a period of one year.
- (c) Thereafter, at each Annual General Meeting, there shall be an election for the vacant Council elected member positions for a period of two years.
- (d)
 - (i) One Member or Fellow shall be appointed, based on Council requirements at the time, at the first or second meeting of Council following an Annual General Meeting. Such an appointment shall be

- approved by Council which will in turn inform members at the next Ordinary General Meeting.
- (ii) In both the first and second year in which Councillors are appointed, one Councillor shall be appointed by Council and hold office until the second Annual General Meeting after appointment. Thereafter, following each Annual General Meeting, one Councillor shall be appointed by Council.
 - (e) The representative of any Branch on the Council shall be chosen by that Branch at each Annual General Meeting of the Branch.
 - (f) All positions shall be honorary unless determined by resolution of the Council.
 - (g) Any financial member or Distinguished Fellow of the Society shall be eligible for nomination for any position on the Council of the Society except that no member shall be eligible for nomination:
 - (i) as President if the member has served as President for the whole of the preceding four years
 - (ii) as a member of the Council if that person has served for an aggregate of fifteen years, unless that person is currently serving as President or immediate Past President or
 - (iii) unless that person is permitted to serve beyond the aggregate of fifteen years by a Special Resolution of the Society.
 - (h) A Returning Officer (not a Council Member) shall be appointed by the Council, where a ballot is required:
 - (i) The Treasurer shall provide the Returning Officer with a list of financial Members and Fellows.
 - (ii) The Council shall authorise the use of such electronic voting system that it considers appropriate provided such system establishes a random order for candidates rather than alphabetical. Voting papers setting out the motion(s) and/or ballot(s) shall be made available to all eligible financial members at the time that the electronic voting site is opened for voting. The vote shall be valid if at least thirty (30) valid votes are received by the close of the voting period, which shall be twenty-one (21) days.
 - (iii) In the event that there is an equality of votes in any election, there shall be a further ballot conducted according to Rule 18(g)(ii) after which, if there is a further equality of votes, the name of the successful candidate will be drawn out of a hat by the Returning Officer.
 - (i) The Council shall inform the Membership of the result, including the number of votes for each person elected, on the Society's website and in the next issue of the Society's newsletter.
 - (j) No ballot for the election of Council Members shall be valid unless forty (40) Members or Fellows at least record their votes.
 - (k) Any vacant Office Bearer or Council position may be filled for the balance of the term by election at a Council Meeting. Members or Fellows of the Society shall be notified of the result at the first Ordinary General Meeting following such action.

19. Termination of membership of the Council

Termination of Council membership

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 Secretary, 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
- (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 of 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 that interest to the remaining Council Members.

20. Council meetings

Council Meetings

- (a) The Council shall meet at least six times a year.
- (b) The Secretary shall call a meeting of the Council:
 - (i) by resolution of Council
 - (ii) at the request of the President or
 - (iii) at the written request of four 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 the Council shall be eight Council Members.
- (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 Branch representative's behalf at any or all meetings of the Council which the Council Member is unable to attend.
- (f) At meetings of the Council, the President or in the President's absence the Vice-President shall be chairperson. In the absence of the President and the Vice-President, the Council Members present and any Branch proxies shall choose one of their number to be chairperson.

21. Committees

Committees

The Council may appoint Committees consisting of such member or members of the Council and such other persons as it thinks fit to further specific aspects of the Society's objectives. The President and the Secretary 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 the Council.

22. Branches

Branches

- (a) To further its objects, the Society may establish Branches on a geographical basis to conduct activities in that region.
- (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.
- (d) Financial Members or Fellows of the Society normally resident in the territory of a Branch shall be members of that Branch.
- (e) 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.
- (f) Membership of a Branch shall not entail any additional application fee or Membership subscription from a Member or Fellow of the Society.
- (g) An Associate Member of the Society may be attached to a Branch and the provisions of the preceding sub-rule for membership of the Branch shall apply, *mutatis mutandis*, to such attachment.
- (h) A Branch may frame rules for the conduct of its own affairs within the framework of these Rules; such rules shall be subject to the approval of the Council.
- (i) The management of a Branch shall be vested in a Branch Committee which shall consist of a Chairperson, Deputy Chairperson, Secretary and Treasurer, who shall be elected for a period of two years at every second Annual

- General Meeting of the Branch. The offices of Secretary and Treasurer may be combined. The immediate Past Chairperson will be a member of the Committee for one year after holding office.
- (j) Up to six additional members of the Branch shall be eligible for election to the Branch Committee. At the first election under these Rules, one half or, if an uneven number, the number immediately above half of the Branch Committee Members shall be elected at the Annual General Meeting of the Branch for a period of two years based on the number of votes cast for them in the election, and the balance for a period of one year.
 - (k) Thereafter, at each Annual General Meeting of the Branch, there shall be an election for the vacant Branch Member positions for a period of two years.
 - (l) The first Committee of a new 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.
 - (m) One Member of the Committee shall be chosen as the representative of the Branch on the Council for a period of two years at the first Annual General Meeting of the Branch, and at every second Annual General Meeting thereafter.
 - (n) No member of the Branch Committee shall retain office if the person ceases to be a member of the Branch.
 - (o) In the event of the position of the Chairperson of a Branch becoming vacant this position shall be filled by the Deputy-Chairperson or if the Deputy-Chairperson is unavailable the Branch Committee shall elect a Branch Chairperson from among the members of the Branch.
 - (p) A casual vacancy on a Branch Committee, other than in the position of Branch Chairperson, shall be filled by the Branch Committee at its discretion and notified to the Society's Secretary.
 - (q) An Annual General Meeting of the Branch shall be held each year during the first three months, 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 in sufficient time for inclusion in the Society's Annual Report and shall be published on the website.
 - (r) Ordinary meetings of a Branch shall be convened by the Committee at such times and places and in such manner as the Committee decides.
 - (s) 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 Branch Members or Fellows, whichever is the greater.
 - (t) 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.
 - (u) The Council may contribute from the funds of the Society towards the formation and maintenance of a Branch.
 - (v) 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.
 - (w) Monies received by the Branch and which are managed by the Branch shall remain the property of the Society as a whole.

23. Interest Groups

Interest Groups

- (a) To further its aims within specific subjects, the Society may establish Interest Groups.
- (b) Council may establish or disestablish an Interest Group.
- (c) An Interest Group shall be constituted, and its affairs shall be carried out in accordance with these Rules.
- (d) The first Committee of an Interest Group shall be elected at a meeting convened by the Council to inaugurate the Interest Group.
- (e) The Committee of an Interest Group shall be elected annually at the Annual

General Meeting of the Interest Group 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.

24. Duties of the Secretary

Duties of the Secretary

- (a) The duties of the Secretary shall include:
 - (i) provide due notice of all meetings of the Society, the Council and Executive Committee, and take and record the minutes of these meetings
 - (ii) attend all meetings of the Society, the Council, and the Executive Committee
 - (iii) receive and record all the correspondence of the Society and the Council
 - (iv) be responsible for the safe custody of the property of the Society
 - (v) provide written acknowledgement of all donations to the Society.
- (b) With the approval of the Council, the Secretary may delegate any of the above duties to a Council Member or to an employee of the Society.

25. Duties of the Treasurer

Duties of the Treasurer

- (a) The duties of the Treasurer shall include:
 - (i) ensure that all monies are paid to the Society and deposited into the account or the accounts of the Society
 - (ii) make such disbursements as shall be delegated by the Council
 - (iii) provide a report on the Society's finances to each meeting of Council
 - (iv) maintain a register of the Society's assets
 - (v) ensure that all financial books and financial records of the Society are maintained in a proper manner
 - (vi) arrange for the audit of the Society's accounts at such times as shall be directed by the Council and
 - (vii) prepare and present a duly audited Annual Balance Sheet for the financial year of the Society.
- (b) With the approval of the Council, the Treasurer may be assisted in any of the above duties by a Council Member or by an employee of the Society or an appropriate agency.

26. Notice to Members and Fellows

Notice to members

A notice may be given by the Society to any Member, Fellow or Associate Member either personally or by sending it by post or email to that person's postal or email address supplied to the Society for the giving of notices.

27. Publishing

Publishing

- (a) The Society shall publish both invited and submitted material which supports its objectives in a variety of publications and formats. The conditions relating to the submission, acceptance or otherwise and publication of material by the Society shall be as follows:
- (b) The Society's Journal and Proceedings shall be published at least annually or as determined from time-to-time by the Council.
- (c) The Editor shall be responsible for all aspects of the Journal and Proceedings including the creation and maintenance of an Editorial Board, the soliciting and receipt of articles and other content, their assessment as suitable for publication, copy editing, formatting and printing/distribution. The membership of the Editorial Board should be approved by Council and reflect as broadly as possible the Society's objects and areas of interest.
- (d) The conditions relating to the submission, acceptance, or otherwise, and publication of material in the Journal and Proceedings shall be as set out in the 'Instructions to Authors' which shall be published in the Journal and

- Proceedings on the Society's website.
- (e) The Society shall maintain a website which as much as possible uses up-to-date technologies and publishing conventions.
 - (f) The Society's website shall be managed in a manner which promotes the best interests of the Society.
 - (g) The website shall amass and aggregate as far as possible all relevant and current information available about the Society for an external audience, as well as providing Members and Fellows with timely information about the services, events and activities provided to them by the Society.
 - (h) The Society shall utilise appropriate social media and other media outlets to promote itself and its activities to the community at large, including an online library of event video recordings on a video streaming service.
 - (i) The Society shall publish a regular newsletter specifically for Members and Fellows, encouraging engagement with the Society. The newsletter shall be published on the Society's website.
 - (j) The Society shall, from time-to-time, publish other material as required and necessary to further the aims of the Society.

28. Subscriptions and levies

Subscriptions and Levies

- (a) Conditions may be attached to the payment and remission of application fees, annual subscriptions and levies of Members, Fellows and Associate Members as determined from time-to-time by Council.
- (b) Journal subscriptions shall be determined from time-to-time by Council.
- (c) From time-to-time, the Society may impose a levy, by way of financial payment, on members, excluding Honorary Fellows. Such a levy will not be in excess of one annual subscription over and above the annual subscription fixed for that year.
- (d) Council shall have the power to waive or alter the application fees, annual subscriptions and levies in special circumstances.

29. Policies

Policies

The Council of the Society may from time-to-time formulate policies on any relevant subject matter. Such policies shall be published on the website.

30. Management of funds and property

Management of Funds and Property

The Council shall have control over the management of the funds and of the property of the Society and:

- (a) May 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.
- (b) May enter into any arrangements or contract with any government, organisation, company, corporation, public body or other authority, including municipal or local, that may seem conducive to the Society's objects and obtain from any such government, organisation, company, corporation, public body or other authority, including municipal or local, 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.
- (c) May 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.
- (d) May 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.
- (e) May enter into any insurance agreement in respect to any matter in keeping with the objects of the Society.

- (f) May draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange warrants debentures and other negotiable or transferable instruments or securities.
- (g) May 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.
- (h) May 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.
- (i) Must not invest any of the Society's funds other than in the manner in which trustees are permitted by Australian law to invest trust moneys without special authorisation.
- (j) Must, in managing the Society's assets:
 - (i) maintain a prudent investment strategy
 - (ii) seek and take expert or independent advice regarding commitments that would have a material financial impact
 - (iii) keep a full record of reasons for financial decisions and records of meetings with expert or independent advisers.
- (k) Must not:
 - (i) make any investment where potential losses might exceed the amount invested or
 - (ii) enter into any loan agreement or mortgage where the amount borrowed is greater than 50% of the value of the security provided.
- (l) May do all or any of the above things in any part of the world, 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.

31. Accounts and audit

*Accounts and
Audit*

- (a) 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.
- (b) The accounts shall be kept at the registered office of the Society either as hardcopy or electronically and shall be open for inspection by members during business hours, subject to reasonable restrictions determined by the Council.
- (c) The financial year of the Society shall terminate on the last day of December.
- (d) The Council shall cause to be prepared and placed before the Society at its Annual General Meeting an audited Annual Income and Expenditure account and Balance Sheet made up to the end of the financial year immediately preceding the Annual General Meeting.
- (e) 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 Journal and Proceedings of the Society.
- (f) 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.
- (g) The Council shall have the power to fill any casual vacancy in the office of auditor of the Society until the next Annual General Meeting.

32. Alteration to the Rules of the Society

Alteration to the Rules

No alteration or addition to the Rules of the Society shall be made unless:

- (a) The full text of a Special Resolution proposing the alteration or addition shall be communicated in writing to the Secretary who shall place it on the Agenda for the next Council meeting. If permitted by Council, the proposed resolution shall be communicated to the membership within five(5) business days of the Council meeting.
- (b) A motion embodying the proposed alteration or addition shall be determined by electronic ballot. Voting shall be conducted by such electronic balloting system as may be approved by Council and published on the website. Voting papers setting out the motion shall be made available to all eligible financial members at the time that the electronic voting site is opened for voting. The vote shall be valid if at least thirty (30) valid votes are received by the close of the voting period, which shall be twenty-one (21) days. The proposal shall be adopted if two-thirds of the Members or Fellows who voted support it.
- (c) The text of the Rule(s) amended or added by the foregoing procedure shall be notified by the Secretary to all Members and Fellows of the Society and identified as an amendment or addition to be made to the Rules on the Society's website.

33. 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 and Fellowship certificates and the Society's Award certificates. Use of the Seal shall be authorised by resolution of the Council or by the Executive Committee 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.

34. Dissolution

Dissolution

- (a) A decision to disband the Society shall be made by a Special Resolution by electronic ballot of all Members and Fellows. Voting papers setting out the motion(s) shall be made available to all eligible financial members at the time that the electronic voting site is opened for voting. The vote shall be valid if at least eighty (80) valid votes are received by the close of the voting period, which shall be twenty-one (21) days. The proposal shall be adopted if two thirds of the Members or Fellows who voted support it.
- (b) The liability of members 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, the institution to be determined by electronic ballot of all members of the Society at or before its disbandment. Voting papers setting out the motion(s) shall be sent to all eligible financial members at the time that the electronic voting site is opened for voting. The vote shall be valid if at least eighty (80) valid votes are received by the close of the voting period, which shall be twenty-one (21) days. The proposal shall be adopted if two thirds of the Members or Fellows who voted support it.

