

Act of Incorporation Rules and By-Laws

of the

ROYAL SOCIETY

of

NEW SOUTH WALES

(INCOPRORATED 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 V presidents from 5 to 3, change composition of executive, change number of years council members can serve and add dissolution rule.
OGM 1166 held on 5 November 2008	Rule 10	Amended to allow President to serve for 4 consecutive years
Council Meeting of 29 October 2008	Add Bylaw 17	Addition of Royal Society of NSE Fellows
Council Meeting of 29 July 2009	Bylaw 17	Altered 17.2 (c) to replace the word two with if necessary

Notice

The **ROYAL SOCIETY of New South Wales** originated in 1821 as the "Philosophical Society of Australasia"; after an interval of inactivity it was resuscitated in 1850, under the name of the "Australian Philosophical Society", by which title it was known until 1856, when the 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 title, and was incorporated by Act of Parliament of New South Wales in 1881.

I certify that this is a true copy of the current Rules and By-Laws of the Royal Society of New South Wales.

Signed

Hon Secretary

Dated:.....

ACT OF INCORPORATION

An Act to incorporate a Society called "The Royal Society of New South Wales."
[16 December, 1881]

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 Honourable Lord Augustus Loftus P.C., G.C.B. Honorary President. The Honourable 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 Esquire 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 fellows:

- Interpretation clause.
1. For the purpose 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. The Honorary President the President Vice-presidents 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 lie 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. 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 sell lands etc.
4. 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. 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. 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. 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 payments of such engagements but shall not lie otherwise individually liable for the same and no member who shall have commuted his annual subscription shall be so liable for any amount beyond the one year's subscription.
- Custody of common seal. 8. 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. 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. 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. 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 file Corporation may be parties.

RULES

1. The Aims of the Society

The aims of the Society shall be to encourage studies in Science, Art, Literature and Philosophy, to promote and further the development of Science and allied disciplines and their applications, to facilitate the exchange of information and ideas amongst the members of the Society and others on Science and kindred topics and to disseminate knowledge relating to Science and allied disciplines and for that purpose the Society may

- (a) hold meetings for reading and discussing communications;
hold and promote congresses, conferences and exhibitions;
print, publish, sell, lend or distribute the proceedings or reports of the Society or any papers, communications, works or treatises;
make grants of money, books, apparatus or otherwise for the purpose of promoting research or otherwise advancing knowledge;
promote and encourage education and training in Science, Art, Literature and Philosophy and subjects related thereto;
invite the co-operation of kindred societies and technical bodies, in any manner calculated to promote the objects of the Society;
establish and maintain libraries and collections;
institute and establish and accept trust funds for the purposes of scholarships, grants, awards, prizes and other distinctions;
publicise any significant achievements and endeavours in Science, Art, Literature and Philosophy;
provide reading, writing and social rooms and facilities for members of the Society, their friends and guests;
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

The Governor-General of the Commonwealth and the Governor of New South Wales shall each be invited to accept the office of Patron.

3. Members of the Society

Members 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.

4. Rights, Privileges and Obligations of Members

- (a) Members shall have the right and privilege
 - (i) to attend meetings of the Society, its Branches and Sections;
 - (ii) to receive a copy of each publication authorised by Council for gratis distribution to members;
 - (iii) to use the library in accordance with the By-laws;
 - (iv) to submit papers and to take part in discussions.
- (b) Upon election to membership a member shall endeavour to promote the interest and welfare of the Society and observe its Rules and By-laws.

5. Termination of Membership

- (a) Any member of the Society not indebted to the Society for subscription or otherwise may resign membership by giving notice to the Honorary Secretaries.
- (b) Any member unfinancial for one year may be expelled by resolution of the Council. Such member may be re-admitted on giving a satisfactory explanation to the Council and meeting such member's financial obligation to the Society.
- (c) The Council shall have the power to expel any member from the Society provided that such resolution is agreed to by at least twelve (12) of the members present. Before a resolution for expulsion is passed the member concerned shall be afforded any opportunity of presenting any explanation or defence the member may think fit.

6. Honorary Members

- (a) A person of eminent learned attainment or a person who has been a benefactor of this or some other Australian state or a distinguished promoter of the Society may be admitted as an Honorary Member of the Society. The number of Honorary Members shall not at any time exceed twenty. Honorary Membership shall be bestowed in accordance with the By-laws of the Society and on not more than two persons in any one year.
- (b) Honorary Members shall be exempted from payment of fees and contributions; they may attend the meetings of the Society and they shall be furnished with copies of the publications of the Society but they shall have no right to hold office, to vote or otherwise take part in the business of the Society.

7. Associates

Persons may be admitted as Associates of the Society or have their Associateship terminated in accordance with the By-laws. The rights and privileges of an Associate are as set out in the By-laws.

8. 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) two Honorary Secretaries;
- (f) one representative from each of the Branches;
- (g) ten ordinary Members of Council.

9. 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 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 Honorary Secretaries, the Honorary Treasurer, and the immediate Past-President or another Vice-President if the former is unavailable.
- (d) The quorum for an Executive Committee meeting shall be three.

10. Election of Members of Council

- (a) The President, Vice-Presidents, Honorary Treasurer, Honorary Librarian, the Honorary Secretaries and the ten ordinary Members of 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 Members of the Council 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 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 election as
- (i) President if the member 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 5 years, except by a special resolution of the Society at the Annual General Meeting.
 - (iii) an ordinary Member of the Council if the member has been elected to the Council for the five preceding years.
- (e) Provision shall be made for any financial members of the Society to record an absentee vote as set out in the By-laws.
- (f) No ballot for the election of members of the Council shall be valid unless twenty members 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 of the Society shall be notified at the first general meeting following such action.

11. 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 members and their proxies. Each member present shall have one vote. The Chairman shall have a deliberative vote and a casting vote.

12. Termination of Membership of the Council

The office of a Member of the Council shall be vacated if

- (a) the member ceases to be a member of the Society;
- (b) the member, by notice to the Society, resigns the office the member holds;
- (c) the 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 member is no longer able to carry out the duties of the office through prolonged illness or other causes;

- (e) the office of the 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 25 financial members are present; or being a representative of a Branch the office is declared vacant by a resolution of a meeting of the members attached to that Branch;
- (f) the member becomes bankrupt or makes any arrangement or composition with creditors;
- (g) the member is found lunatic or becomes of unsound mind;
- (h) the 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 members of the Council.

13. Council Meetings

- (a) The Council shall meet during the fortnight preceding each general meeting of the Society.
- (b) The Honorary Secretaries shall call a meeting of the Council
 - (i) by resolution of Council;
 - (ii) at the request of the President;
 - (iii) at the request of three members.
- (c) Due notice, in writing, shall be sent to each Member of the Council at least three days before such meeting.
- (d) The quorum for meetings of Council shall be six members.
- (e) The representative of a Branch may, by instrument in writing, appoint a member of the Society as proxy to act on the member's behalf at any or all meetings of the Council which the 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 members and proxies present shall choose one of their number to be chairman.

14. Duties of the Executive Members of Council

The duties of the Executive Members of Council are as set out in the By-laws.

15. Committees

- (a) The Council may appoint Committees consisting of such member or members of the Council and such other persons as it thinks fit. The President, the Honorary Treasurer and the Honorary Secretaries shall be members ex officio of all such Committees. Any Committees so formed shall
 - (i) work within the terms of reference prescribed for it by the Council and
 - (ii) report its findings and/or actions to Council.

16. 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 of the Society normally resident in the territory of a Branch shall be members of that Branch.

17. 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.

18. 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 members.
- (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:

Minutes of the preceding Annual General Meeting

Ballot for Election of Members

Introduction and Admission of New Members

Announcement and Presentation of Awards

Presentation of the Annual Report of the Council

Presentation and Annual Report of the Honorary Librarian

Presentation of the Annual Income and Expenditure Account and the Balance Sheet of the Society

Election of Auditor

Ballot for Election of Members of the Council (if required)

The Address of the Retiring President

Announcement of the Result of the Election of Members of Council

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) The Council may whenever it thinks fit and shall on the receipt of a written request signed by at least 30 members convene a Special Meeting.

19. 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 members present. Each member present shall have one vote. The Chairman shall have a deliberative vote and a casting vote.

20. Notice to Members

A notice may be given by the Society to any member either personally or by sending it by post to the member's address supplied to the Society for the giving of notices.

21. Visitors

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

22. 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.

23. Subscriptions

- (a) Conditions relating to the payment and remission of application fees, annual subscriptions and levies of members and associates shall be as prescribed in the By-laws.
- (b) Members 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.

24. 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 6 days after the meeting referred to in (a) above, providing at least 30 eligible financial members are present. The proposed alteration or addition shall be adopted if two-thirds of the members present support the motion.
- (c) If the quorum of 30 eligible financial members is not present at the meeting referred to in (b) above Council may organise a postal ballot on the motion. In this case voting papers setting out the motion shall be sent to all eligible financial members within 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 shall be counted. The vote shall be valid if at least 30 valid votes are received. The proposed alteration or addition shall be adopted if at least two thirds 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 of the Society and identified as an amendment or addition to be made to their copy of the Society's Rules and By-Laws.

25. 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 all members 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.

26. The Seal

The Council shall provide for the safe custody of the Seal which shall be used only by authority of the Council and every instrument to which the Seal is affixed shall be signed by two members of the Council.

27. 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 members of the Council. They shall be open for inspection by members 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 members thereof 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 Public Accountants shall be elected each year at the Annual General Meeting to audit the affairs of the Society for the ensuing year. An auditor may be removed from office by a resolution passed by not less than two-thirds of those voting at a Special Meeting called for the purpose. The quorum for such a meeting shall be 30 members. Council shall have the power to fill any casual vacancy in the office of auditor of the Society.

28. Dissolution

- (a) A decision to disband the Society shall be made only by a majority of three-quarters of the voters in a postal ballot of all full members.
- (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 to be determined by a postal ballot of all full members of the Society at or before its disbandment.

BY-LAWS

1. Members of the Society

- (a) Every candidate for admission to the Society shall be recommended according to a prescribed form of certificate (Appendix A) by not less than two members. The certificate and the first annual subscription shall be delivered to one of the Honorary Secretaries and shall be considered at the next ensuing Council Meeting.
- (b) The vote for election of a new member shall take place at the next ordinary general meeting. The election shall only be agreed to if at least four-fifths of the members voting express their approval.
- (c) Any candidate whose election has not been agreed to shall have the annual subscription refunded.
- (d) Every new member shall be notified of being elected and shall be supplied with a copy of the Rules of the Society.
- (e) At the first ordinary general meeting at which a new member attends after election the member shall be presented to the Chairperson who addressing the member by name shall say "In the name of the Royal Society of New South Wales I welcome you as a member thereof."

2. Associates

- (a) On the recommendation of one member of the Society on a prescribed form of certificate the Council may admit as an associate
 - (i) a person under the age of 25 years or
 - (ii) a close relative of a member.
- (b) 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.
- (c) 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.
- (d) Associateship 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 if not less than two-thirds of those voting express approval of such termination.
- (e) Every new associate shall be notified of their admittance.
- (f) 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.

3. Honorary Members

Honorary Members shall be elected on the unanimous vote of Council. The election shall be communicated to members at the next following general meeting of the Society.

4. Fees, Subscriptions and Levies

- (a) Honorary Members 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) There is no application fee for applying to become a member or associate of the Society.
- (d) The annual subscription shall be determined by 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 associate of the Society as the case may be.
- (f) The annual subscription shall become due on the first day of April for the current financial year.

5. Election of Council

- (a) Any financial member 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 of the Society and counter-signed by the nominee, shall be notified to the Honorary Secretaries before the first day of March.
- (b) After receipt of nominations from members 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 to each financial member of the Society not less than 21 days before the day appointed for the Annual Meeting.
- (d) The retiring Council shall appoint a Returning Officer for the election.
- (e) Should no ballot be necessary, the Returning Officer shall advise the Council and those nominated shall be declared elected at the next Annual General Meeting.
- (f) Where an election is required, such election shall be by secret ballot. Each member voting shall be entitled to vote for as many candidates as there are vacancies to be filled. Those candidates receiving the greater number of votes shall be declared elected.
- (g) The ballot for the election of the Council shall take place at the Annual General Meeting. However, any member may make a postal vote if desired.
- (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.

6. Postal Vote for the Ballot for Election of the Council

- (a) A member desiring to cast a postal vote shall notify the Returning Officer in writing in sufficient time before the date of the ballot, and in any case at least fourteen days before such date.
- (b) On receipt of such notification, the Returning Officer shall forward a ballot paper to the member.
- (c) The ballot paper duly marked shall be invalid unless returned to the Returning Officer before 12 noon on the day which the ballot takes place.

7. 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
 - (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 member of the Council or to an employee of the Society.

8. 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
 - (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 member of the Council or by an employee of the Society.

9. 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 daily, Monday to Friday, from 9.30 a.m. to 4.30 p.m. except in the absence of the staff.
- (c) Any publications or other item in the Library shall be available for reference by members in the Library, and shall not be removed without the Librarian's permission.
- (d) Members may borrow a publication from the Library for a period not exceeding fourteen days subject to signing for it in the Librarian's record. Borrowing shall normally be for a period not exceeding fourteen days but an extension of time may be arranged 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 requiring a copy of an article must first obtain the consent of the Honorary Librarian and must bear the expense of reproduction.

10. 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

Minutes of the previous Ordinary General Meeting
 Minutes of all Special Meetings held after the previous Ordinary General Meeting
 Business arising out of the Minutes
 Announcement of names of candidates for membership
 Ballot for election of members
 Introduction and Admission of new members
 Communications from the Council
 Communications from the Branches and Sections
 Motions from the preceding Ordinary General Meeting
 Announcement of papers accepted for publication in the Journal
 General Business
 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.

11. Visitors

It shall be competent for the Council or the Chairman to restrict attendance of visitors at meetings.

12. Publications

- (a) Material submitted by members for publication or by communication to the Society shall be addressed to the Honorary Secretary of the Society at the Society's office.
- (b) Material submitted for publication shall be in duplicate and accompanied by four copies of an abstract and shall be submitted in accordance with the Society's "Instructions to Authors".
- (c) The receipt of material shall be acknowledged by the Honorary Secretaries.

- (d) No material shall be published or formally communicated to members except with the approval of the Council. Material not accepted by the Council shall be returned to the author forthwith.
- (e) 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.
- (f) 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 until the paper or an abstract thereof shall have appeared in a publication of the Society.
- (g) Reproduction of a paper or part thereof, by any mechanical or photographic means whatsoever is prohibited except with the written consent of the Council.
- (h) Material from non-members will not be considered for publication unless communicated by a member.
- (i) The author shall be liable for costs occasioned by alterations or additions made to material, at his request, at or after submission of the printers' proofs.
- (j) Reprints shall be supplied to authors who are members of the Society under the following conditions:
- (k) Twenty five (25) free copies shall be provided of each paper published.
- (l) Additional copies of reprints may be obtainable from the Society's office provided that such reprints are ordered when the printers' proofs are returned to the Honorary Secretaries.

13. Branches

- (a) There shall be a Branch of the Society established in any region where there are sufficient numbers of members willing to host regular meetings and its establishment is agreed upon by council.
- (b) A member 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 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 of the Society or ceases to reside within the region of the Branch.
- (d) A member 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 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 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 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, 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, 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.

14. Sections

- (a) Sections of the Society may be formed with prior approval of Council to provide forums for members having common special interests.
- (b) Any member 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 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 a 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.

15. 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 house and effects
 - (ii) the keeping of the official books and correspondence
 - (iii) the library, including maps and drawings
 - (iv) the Society's cabinets and collections.
- (b) The keepers of the Society's cabinets and collections shall give a list of the contents, and report upon the condition of the same to the Council annually.
- (c) The Honorary Secretaries and Honorary Treasurer shall see that all documents relating to the Society's property, the obligations given by members, the policies of insurance, and other securities shall be lodged in a safe deposit, the receipt for which shall be inspected by the Council once a year; a list of such receipts shall be kept, and such list shall be signed by the President or one of the Vice-Presidents at the annual inspection.

16. Conduct of Postal Ballot for Amendments to the Constitution

When a postal vote is required in accordance with Rule 24 (c);

- (a) A Returning Officer (not a member of Council) be appointed by Council;
- (b) The Honorary Secretaries and Honorary Treasurer provide the Returning Officer with a list of financial members;
- (c) Each financial member be provided with: a statement of the proposed amendment with an accompanying space on which the member mark a response; and a stamped envelope addressed to the Society, initialled by the Returning Officer;
- (d) The statement and envelope in (c) be mailed to members in conjunction with suitable explanatory material and the date of mailing be recorded;
- (e) Six weeks after the date of (d) the Returning Officer open and count returned envelopes and ballots and provide Council with a written summary of the result.
- (f) Council inform the membership of the result in the next issue of the Bulletin.

17 Royal Society of NSW Fellows

17.1 Appointment of Fellows

A Society Fellow may be appointed at the discretion of the Council following the procedures listed below.

17.2 Nomination procedure for Fellows

- (a) Nominations should be made in confidence to the President by any two members of the Society and seconded by a member of Council
- (b) Nominations should give the nominee's curriculum vitae, relevant biography, a description of scientific or technological achievements and/or contributions to science or technology and/or scientific communication in NSW or related to NSW and state the award category for which the nominee is recommended.
- (c) Appointments will be ratified by a Fellowship Nomination Committee consisting of the President, a Vice President, the Honorary Secretary and if necessary other persons appointed by Council who may or may not be councillors but should have knowledge of the field in which the appointment is to be made.
- (d) The Fellowship Nomination Committee will be convened by the President and will recommend to Council that the nomination be accepted or rejected. The decision of Council is final. The President will then in confidence inform the proposers of Council's decision. The President shall write inviting a successful nominee to accept the award and indicating how the Fellow may contribute to the well being of the society.
- (e) Initially up to four Fellows will be selected and thereafter up to two per year until a total of fifteen is reached. No further nominations will be accepted till a vacancy occurs.
- (f) A Fellow of the Royal Society of NSW shall be entitled to use the post nominal FRSN.
- (g) Fellowship shall be conferred at a time and place determined by the Council, and will be accompanied by the reading of a citation and an address by the newly appointed Fellow.