



The Royal Societies of Australia

Supporting a National Culture of Creativity and Knowledge
Science, Medicine, Economics, Philosophy and the Arts

Constitution

of

The Royal Societies of Australia Limited

ACN 126 868 586

A Company Limited by Guarantee

September 2024

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1 Definitions and Interpretation

1.1 Definitions

In this Constitution unless a contrary intention appears:

Auditor means the auditor for the time being of the Company.

Committee means a Council committee constituted under clause 11.

Company means The Royal Societies of Australia Limited being an Australian Public Company Limited by Guarantee established under the Corporations Act 2001 (Commonwealth).

Constitution means this Constitution as amended from time to time and a reference to a clause is a reference to a clause of this Constitution.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Council means all or some of the Councillors acting as a board.

Councillor means a Director of the Company.

Director means a person holding office as Director of the Company.

General Meeting means a meeting of the Members of the Company.

Member means an organisation or person entered on the Register of the Company as a Member.

President means the Councillor appointed as President under clause 9.2.

Register means the register of Members under the Corporations Act.

Registered Office means the registered office for the time being of the Company.

Rule means a rule made by Council in accordance with clause 12.

Schedule means a schedule to this Constitution.

Seal means the common seal (if any) of the Company.

Secretary means a person appointed as a secretary of the Company and includes an

Honorary Secretary and where appropriate includes an acting secretary and a person appointed by the Council to perform all or any of the duties of a secretary of the Company.

Vice-President means the Councillor appointed as Vice-President under clause 9.2.

1.2 Interpretation

In this Constitution unless the contrary intention appears:

- a) words importing any gender include all other genders,
- b) the singular includes the plural and vice versa,
- c) a reference to a law includes regulations and instruments made under the law,
- d) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise,
- e) a person includes any type of entity or body of persons,
- f) any power, authority or discretion residing in a Councillor, the Councillors, the company in general meeting or a Member may be exercised at any time and from time to time,
- g) **writing** and **written** includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise,
- h) Australian dollars, dollars, A\$ or \$ is a reference to the lawful currency of Australia.

1.3 Signing

Where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions, or in any other manner approved by the Council.

1.4 Corporations Act

In this Constitution unless the contrary intention appears:

- a) An expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning

as in that provision of the Corporations Act, and

- b) **Section** means a section of the Corporations Act.

1.5 Headings

Headings are inserted for convenience and are not to affect the interpretation of this Constitution.

1.6 Replaceable rules do not apply

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

2 Purpose of the Company

Aim: To support and promote the work of Australia's Royal Societies through facilitation, coordination, promotion and advocacy nationally.

The **Objects** of the Company are:

- a) To represent, promote and advocate for the joint and concerted interests of Australia's Royal Societies at a national level;
- b) To encourage cooperation and information exchange between Australia's Royal Societies;
- c) To act as an enabler and facilitator between the national government, government agencies, national funding bodies and Australia's Royal Societies;
- d) To facilitate relationships between Australia's Royal Societies and national academies, professional associations and other peak bodies;
- e) To promote and foster science and technology education, research and application through the promotion of the activities of Australia's Royal Societies and by other means;
- f) To promote public awareness, knowledge and understanding of the importance of science and technology in everyday life and their relationship to other areas of human endeavour, and to seek the use of science and other evidence-based knowledge in social systems;
- g) To do such other things as are incidental or conducive to the attainment of these objects, and
- h) To do all or any of the things authorised by the Corporations Act.

3 Powers

The Company has the legal capacity and powers of an individual and also has all the powers of a body corporate under the Corporations Act.

4 Application of income for Objects only

4.1 Profits

The profits (if any) or other income and the property of the Company, however derived:

- a) Must be applied solely towards the promotion of the purposes of the Company as set out in clause 2; and
- b) May not be paid or transferred to the Members, in whole or in part, either directly or indirectly by way of dividend, bonus or otherwise, unless specifically resolved at a properly constituted meeting of Council.

4.2 Payment in good faith

The above clause 4.1 does not prevent payment in good faith to a Member.

- a) Of remuneration for services to the Company,
- b) For goods supplied in the ordinary course of business,
- c) Of interest on money borrowed from a Member at a rate not exceeding that fixed for the purposes of this clause by the Company in a general meeting, or
- d) Of a reasonable rent for premises let by a Member.

5 Membership

5.1 Number of Members

- a) The minimum number of Members of the Company will be 2 or such other number as the Council determines from time to time, subject to that number complying with the Corporations Act.
- b) The Members at the date of adoption of this Constitution and any organisation or person the Council admits to Membership under clause 5.2 are the Members of the Company.

5.2 Admission as Member

The Council may admit any organisation or person as a Member if the organisation or person agrees to be bound by this Constitution in any manner the Council determines.

Notwithstanding the above, Members would normally include any or all of the several Royal Societies from time to time in existence in Australia.

5.3 Membership Criteria

- a) To be eligible to be a Member, an organisation or person must:
 - i) be one of the state or territory-based Royal Societies in Australia which agrees to abide by this Constitution; or
 - ii) be a person or organisation determined by the Council to warrant membership of the Company and who agrees to abide by this Constitution; and
 - iii) consent in writing to become a Member of the Company.
- b) Once admitted, a Member remains a Member except as outlined in Clauses 5.6 and 5.7.
- c) An individual admitted as a Member does not have the authority to vote in general meetings but may participate in such meetings.
- d) An individual admitted as a Member may not serve on the Council of the Company unless they are also an individual member of a Member organisation and nominated to the Council as a representative of that organisation.

5.4 Membership process

- a) The application for Membership must be:
 - i) made in writing, signed by the President or Chair of the organisation, or in the case of an individual, by the applicant;
 - ii) in such form as the Council from time to time prescribes; and
 - iii) accompanied by the appropriate joining fee as set from time to time by the Council.
- b) Each application for Membership must be considered by the Council at the first meeting of Council occurring after the application is received. At that meeting the Council must determine whether to admit the applicant to Membership of the Company or whether to reject the application.

- c) When an applicant has been accepted or rejected for Membership the Secretary must immediately notify the applicant of the decision of the Council.

5.5 Council discretion to admit or refuse admission as Member

The Council has the discretion to refuse any person or organisation admission as a Member without giving any reason for refusing.

5.6 Cessation of membership

A Member ceases to be a Member on:

- a) Death;
- b) The winding up of the Member organisation,
- c) Resignation by written notice to the Company having immediate effect or with effect from a specified date occurring not more than seven days after the service of the notice;
- d) Failing to pay any fee that may be prescribed by the Council from time to time for a period of twelve months after the fee was due and payable;
- e) Becoming of unsound mind or a person whose personal estate is liable to be dealt with in any way under a law related to mental health;
- f) Becoming bankrupt or insolvent or making an arrangement or composition with creditors of a person's joint or separate estate generally;
- g) The passing of a resolution by the Council or Members in General Meeting pursuant to clause 5.7.

5.7 Termination of membership

- a) Subject to this Constitution the Council or Members in General Meeting may at any time terminate the membership of a Member if the Member:
 - i) refuses or neglects to comply with this Constitution or any applicable Rules or regulations made by the Council,
 - ii) engages in conduct which in the opinion of the Council is unbecoming of the Member or prejudicial to the interests of the Company,
 - iii) fails to pay any debt due to the Company for a period of three months after the date for payment (such debt not including a fee referred to in clause 5.6(d)).

- b) For a decision of the Council or the Members in General Meeting under clause 5.7 to be effective the dispute resolution procedure contained in clause 15 must be followed. The general nature of the allegations made against the Member must be notified to the Member and for the purposes of clause 15.1(a) this notification will be the notice of the Dispute.

5.8 Limited liability

A Member has no liability as a Member except as set out in clause 26.1.

6 General Meetings

6.1 Annual General Meetings

Annual General Meetings of the Company are to be held in accordance with the Corporations Act.

6.2 Convening a General Meeting

The Councillors may convene and arrange to hold a General Meeting of the Company when they think fit and must do so if required to do so under the Corporations Act.

6.3 Notice of a General Meeting

Notice of a meeting of Members must be given in accordance with clause 20 of this Constitution and the Corporations Act.

6.4 Calculation of period of notice

In computing the period of notice under clause 6.3, both the day on which the notice is given or taken to be given and the day of the meeting convened by it are to be disregarded.

6.5 Cancellation or postponement of General Meeting

- a) Where a meeting of Members (including an Annual General Meeting) is convened by the Councillors they may by notice, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- b) This clause does not apply to a meeting convened in accordance with the Corporations Act by a single Councillor, by Members, by the Councillors on the request of Members or to a meeting convened by a Court.

6.6 Notice of cancellation or postponement of a meeting

Notice of cancellation, postponement or change of place of a General Meeting must state the

reason for cancellation or postponement and be sent:

- a) To each Member individually; and
- b) To each other person entitled to be given notice of a meeting of the Company's Members under the Corporations Act.

6.7 Contents of notice of postponement of meeting

A notice of postponement of a General Meeting must specify:

- a) The postponed date and time for the holding of the meeting,
- b) A place for the holding of the meeting which may be either the same as or different from the place specified in the notice convening the meeting, and
- c) If the meeting is to be held in two (2) or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

6.8 Number of clear days for postponement of meeting

The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the postponed meeting must not be less than the number of clear days' notice of the General Meeting required to be given by this Constitution or the Corporations Act.

6.9 Business at postponed meeting

The only business that may be transacted at a General Meeting the holding of which is postponed is the business specified in the original notice convening the meeting.

6.10 Proxy at postponed meeting

Where, by the terms of an instrument appointing a proxy:

- a) The proxy is authorised to attend and vote at a General Meeting or General Meetings to be held on or before a specified date, and
- b) The date for holding the meeting is postponed to a date later than the date specified in the instrument of proxy,

then, by force of this clause, that later date is substituted for and applies to the exclusion of the date specified in the instrument of proxy, unless the Member appointing the proxy gives to the Company at its Registered Office notice in writing to the contrary not less than forty-eight (48) hours before the time to which the holding of the meeting has been postponed.

6.11 Non-receipt of notice

The:

- a) Non-receipt of notice of a General Meeting or cancellation or postponement of a General Meeting by; or
- b) Accidental omission to give notice of a General Meeting or cancellation or postponement of a General Meeting to,

an organisation or person entitled to receive notice does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of a meeting.

6.12 Councillor entitled to notice of General Meeting

A Councillor is entitled to receive notice of and to attend all General Meetings and is entitled to speak at those General Meetings.

7 Proceedings at General Meetings

7.1 Reference to Member

Unless a contrary intention appears, a reference to a Member in this clause means an organisation or person who is a Member of the Company or a proxy of that Member.

7.2 Number of a quorum

- a) Subject to clause 7.1, fifty per cent of Members present in person, by technology or by proxy shall constitute a quorum at a General Meeting.
- b) In determining whether a quorum is present, each individual attending as a proxy for a Member is to be counted, except that:
 - i) where a Member has appointed more than one (1) proxy, only one (1) is to be counted, and
 - ii) where an individual is attending both as a Member and as a proxy, that individual is to be counted only once.

7.3 Requirement for a quorum

- a) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it.
- b) If a quorum is present at the time the first item of business is transacted, it is

taken to be present when the meeting proceeds to consider each subsequent item of business unless the Chairman of the meeting (on the Chairman's own motion or at the request of a Member or proxy who is present) declares otherwise.

7.4 If quorum not present

If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting:

- a) If convened by a Councillor or at the request of Members, is dissolved, and
- b) In any other case, stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Councillors appoint by notice to the Members and others entitled to notice of the meeting.

7.5 Adjourned meeting

At a meeting adjourned under clause 7.4(b), two (2) persons each representing a Member or proxy present at the meeting are a quorum. If a quorum is not present within fifteen (15) minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

7.6 Appointment and powers of Chairman of General Meeting

If the Councillors have elected one (1) of their number as President, that person is entitled to preside as Chairman at a General Meeting.

7.7 Absence of Chairman at General Meeting

If a General Meeting is held and:

- a) A President has not been elected by the Councillors, or
- b) The elected President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unable or unwilling to act,

then the following may preside as chair of the meeting (in order of precedence):

- c) The Vice-President if a Councillor has been so elected by the Councillors, or
- d) A Councillor or Member elected by the Members present to preside as Chairman of the meeting.

7.8 Conduct of General Meetings

- a) General Meetings of the Company may be held in person and/or using available technology.

- b) The Chairman of a General Meeting:
 - i) has charge of the general conduct of the meeting and of the procedures to be adopted at the meeting,
 - ii) may require the adoption of any procedure which is, in the Chairman's opinion, necessary or desirable for proper and orderly debate or discussion and the proper and orderly casting or recording of votes at the General Meeting, and
 - iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever the Chairman considers it necessary or desirable for the proper conduct of the meeting.
- c) A decision by the Chairman under this clause is final.

7.9 Adjournment of General Meeting

- a) The Chairman of a General Meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting either to a later time at the same meeting or to an adjourned meeting at any time and any place, but:
 - i) in exercising the discretion to do so, the Chairman may, but need not, seek the approval of the Members present in person, online or by proxy, and
 - ii) only unfinished business is to be transacted at a meeting resumed after an adjournment.
- b) Unless required by the Chairman, a vote may not be taken or demanded by the Members present in person or by proxy in respect of any adjournment.

7.10 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one (1) month or more. In that case, notice of the adjourned meeting must be given as in the case of an original meeting.

7.11 Questions decided by majority

Subject to the requirements of the Corporations Act, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

7.12 Equality of votes – no casting vote for Chairman

If there is an equality of votes, either on a show of hands or on a poll, then the Chairman of the meeting is not entitled to a casting vote in addition to any votes to which the Chairman is entitled as a Member or proxy or attorney or Representative.

7.13 Voting on show of hands

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact. Neither the Chairman nor the minutes need state and it is not necessary to prove the number or proportion of the votes recorded in favour of or against the resolution.

7.14 Poll

If a poll is demanded:

- a) It must be taken in the manner and at the date and time directed by the Chairman and the result of the poll is the resolution of the meeting at which the poll was demanded,
- b) On the election of a Chairman or on a question of adjournment, it must be taken immediately,
- c) The demand may be withdrawn, and
- d) The demand does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

7.15 Votes of Members

- a) Every Member organisation has one (1) vote.
- b) Subject to this Constitution:
 - i) each Member present in person or by technology, and each other person present as a proxy of a Member has one (1) vote, and
 - ii) on a poll, each Member present in person or by technology has one (1) vote and each person present as proxy of a Member has one (1) vote for each Member that the person represents.

7.16 Right to appoint proxy

- a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company is entitled to appoint a representative as proxy to attend in the Member's place at the meeting. A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one (1) meeting.
- b) The instrument appointing a proxy must be in writing over the signature of the person authorised by the appointor or their attorney duly authorised in writing.
- c) The instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll. A Member will be entitled to instruct their proxy to vote in favour of or against any proposed resolutions. The proxy may vote as they think fit unless otherwise instructed.
- d) The instrument appointing a proxy may be in the form set out in Schedule 1 to this Constitution.
- e) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority will be deposited at the registered office of the Company, or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy will not be treated as valid.
- f) A vote given in accordance with the terms of an instrument of proxy will be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of such death unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office by 5pm on the day before the commencement of the meeting or adjourned meeting at which the instrument is used.

7.17 Validity of vote in certain circumstances

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a person votes as a proxy, attorney or Representative, a vote cast by that person is valid even if, before the person votes:

- a) The appointing Member dies or is wound up, or
- b) The Member revokes the appointment or authority.

7.18 Objection to voting qualification

- a) An objection to the right of a person to attend or vote at the meeting or adjourned meeting:
 - i) may not be raised except at that meeting or adjourned meeting, and
 - ii) must be referred to the Chairman of the meeting, whose decision is final.
- b) A vote not disallowed under the objection is valid for all purposes.

8 Council (Board of Directors)

8.1 Councillors (Directors)

- a) The number of Councillors shall be at least four (4) or such other number as may be determined by the Members from time to time.
- b) The following shall be Councillors elected at the Annual General Meeting:
 - i) At least two (2) and not more than three (3) representatives nominated by each Member organisation; and
 - ii) Up to two (2) additional Councillors if so determined by the Members in accordance with clause 8.1(a).
- c) Councillors shall hold a term of office for one (1) year and may be reappointed or re-elected in accordance with the provisions of this Constitution.
- d) The number and duties of the officers shall be determined as corporate policy by the Councillors from time to time and each officer must adhere to the relevant corporate policy or policies.
- e) The Councillors shall appoint a Public Officer of the Company.
- f) The Public Officer may not be a Director of the Company.
- g) The Members may by ordinary resolution remove any Councillor before the expiration of that Councillor's period of office, and may by an ordinary resolution appoint another person in the place of that Councillor.

8.2 Officebearers

- a) The number and duties of the officebearers shall be determined as corporate policy by the Council from time to time and each office-bearer must adhere to the relevant corporate policy or policies.
- b) The Members may by ordinary resolution remove any officebearer before the expiration of that officebearer's period of office, and may by an ordinary resolution appoint another person in the place of that officebearer.

8.3 Change of number of Councillors

The Company in General Meeting may by special resolution increase or reduce the number of Councillors and may also determine the rotation in which the increased or reduced number of Councillors is to retire from office.

8.4 Requirements of Councillors

- a) A Councillor must have the suitable qualifications, skills and experience to discharge the function of a Councillor as determined by the Council from time to time.
- b) A Councillor must represent a Member of the Company.

8.5 Office held until conclusion of meeting

A retiring Councillor holds office until the conclusion of the meeting at which that Councillor retires but is eligible for re-election.

8.6 Casual vacancy or additional Councillor

- a) Councillors will have the power at any time, and from time to time, to appoint any representative of a Member as a Councillor of the Company either to fill a casual vacancy or as an addition to the existing Councillors so that the total number of Councillors must not at any time exceed the number fixed in accordance with this Constitution.
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- b) In the event of a vacancy or vacancies in the office of a Councillor or offices of Councillors, the remaining Councillors may act but, if the number of remaining Councillors is not sufficient to constitute a quorum at a meeting of Council, they may act only for the purpose of increasing the number of Councillors to a number sufficient to constitute such a quorum or of convening a meeting of the Company's Members for that purpose.

- c) A Councillor appointed under this clause 8.6 holds office until the conclusion of the next Annual General Meeting of the Company but is eligible for election at that meeting and shall not then be taken into account in determining the number of Councillors who are to retire by rotation at such meeting.

8.7 Remuneration

A Councillor may not be paid any remuneration for his/her services as a Director.

8.8 Expenses

- a) A Councillor is entitled to be reimbursed out of the funds of the Company for such reasonable travelling, accommodation and other expenses as the Councillor may incur when travelling to or from meetings of the Council or a Committee or when otherwise engaged on the business of the Company.
- b) Any payment to a Councillor must be approved by the President and the Council informed.

8.9 Vacation of office of Councillor

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Councillor becomes vacant if the Councillor:

- a) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,
- b) Resigns from the office by notice in writing to the Company,
- c) Becomes insolvent or bankrupt, compounds with his creditors, or assigns his estate for the benefit of his creditors,
- d) Is absent personally or by proxy or Alternate Director at three (3) successive meetings of the Council without leave of absence from the Council, or
- e) Becomes prohibited for being a Director by reason of any order of any court of competent jurisdiction.

8.10 Councillors to manage Company

- a) The Councillors are to manage the business of the Company and may exercise all the powers of the Company that are not, by the Corporations Act or by this Constitution, required to be exercised by the Company in General Meeting.
- b) The Councillors will cause the Company to be conducted in accordance with the Constitution.

8.11 Specific powers of Councillors

Without limiting the generality of clause 8.10 and subject to any trusts relating to the assets of the Company, the Councillors may exercise all the powers of the Company to borrow or raise money, to charge any property or business of the Company, and to give any security for a debt, liability or obligation of the Company or of any other person.

9 Meetings of Council

- a) The Councillors may meet together for conducting business, adjourn and otherwise regulate their Councillors' Meetings as they think fit.
- b) A Councillor may at any time, and the Secretary must on the written request of a Councillor, convene a Meeting of Council.

9.1 Questions decided by majority

A question arising at a Council Meeting is to be decided by a majority of votes of Councillors present and entitled to vote, and that decision is for all purposes a decision of the Council.

9.2 Election of President and Vice-President

The Councillors may elect from their number a President and a Vice-President and may also determine the period for which the persons elected as President and Vice-President are to hold office. The President will chair the meetings of the Council except as provided for under clause 9.3.

9.3 Absence of President at Council Meeting

If a Council Meeting is held and:

- a) A President has not been elected under clause 9.2, or
- b) The President is not present within ten (10) minutes after the time appointed for the holding of the Council Meeting or is unable or unwilling to act,

then the Vice-President, if elected under clause 9.2, must be the Chair of the Council Meeting or, if the Vice-President is not present, the Councillors present must elect one (1) of their number to be the Chair of the Council Meeting.

9.4 No casting vote for Chair at Council Meetings

In the event of an equality of votes cast for and against a question, the Chair of the Council Meeting does not have a second or casting vote.

9.5 Quorum for Council Meetings

- a) At a meeting of Council, the number of Councillors whose presence in person or electronically is necessary to constitute a quorum is as determined by the Council, and, unless so determined, is one half of the Councillors holding office, or if there is an odd number of Councillors, then the majority of Councillors holding office.
- b) The continuing Councillors may act despite a vacancy in their number. If their number is reduced below the minimum fixed by clause 8.1 (a) the continuing Councillors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or to convene a General Meeting.

9.6 Circulating resolutions

- a) Councillors may pass a resolution without a Council Meeting being held if all of the Councillors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b) Separate copies of a document may be used for signing by Councillors if the wording of the resolution and statement is identical in each copy.
- c) The resolution is passed when the last Councillor signs.

9.7 Validity of acts of Councillors

All acts done at a Council Meeting or at a Meeting of a Committee of Council, or by a person acting as a Councillor are, even if it is afterwards discovered that:

- a) There was a defect in the appointment or continuance in office of a person as a Councillor or of the person so acting, or
- b) A person acting as a Councillor was disqualified or was not entitled to vote,

as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

10 Secretary

10.1 Appointment of Secretary

There must be at least one (1) Secretary who is to be appointed by the Councillors.

10.2 Suspension and removal of Secretary

The Councillors may suspend or remove a Secretary from that office.

10.3 Powers, duties and authorities of Secretary

- a) A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Council.
- b) The exercise of those powers and authorities and the performance of those duties by a Secretary are subject at all times to the control of the Council.

11 Committees of Council

- a) The Councillors may delegate any of their powers, other than powers required by law to be dealt with by Directors as a board, to a committee or committees consisting of such one (1) or more of their number, and such co-opted members, as they think fit.
- b) A committee to which any powers have been delegated under clause 11(a) must exercise those powers in accordance with any directions of the Council. A power so exercised is taken to have been exercised by the Councillors.

11.1 Chairs of Committees of Council

The Members of a Committee of Council may elect one (1) of their number as Chair of their Committee Meetings. If a Meeting of a Committee of Council is held and:

- a) A Chair has not been elected, or
- b) The Chair is not present within ten (10) minutes after the time appointed for the holding of the Meeting or is unable or unwilling to act,

then the Members involved may elect one of their number to be the Chair of the Meeting.

11.2 Meetings of Committees of Council

- a) **Adjourning a Meeting of a Committee of Council**
A Committee may meet and adjourn as it thinks proper.
- b) **Determination of questions**
 - (i) Questions arising at a Meeting of a Committee of Council are to be determined by a majority of votes of the members of the Committee

present and voting.

- (ii) In the event of an equality of votes, the Chairman of the Meeting of the Committee does not have a casting vote.

12 Rules

Subject to this Constitution, the Councillors may from time to time by resolution make and rescind or alter Rules which are binding on Members for the management and conduct of the business of the Company.

13 Appointment of attorney

The Councillors may, by power of attorney, appoint any person to be the attorney of the Company for the purposes and with the powers, authorities and discretions held by the Councillors for the period and subject to the conditions that they think fit.

A power of attorney granted under clause 13 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Councillors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

14 Powers of delegation

The powers of delegation expressly or impliedly conferred by this Constitution on the Councillors are conferred in substitution for, and to the exclusion of, the power conferred by Section 198D of the Corporations Act.

15 Dispute resolution

15.1 Dispute handling

Where there is a dispute, grievance or other disagreement between a Member and the Company, whether arising out of the application of these rules or otherwise (**Dispute**), then either must, prior to the commencement of any proceedings in a Court or Tribunal or before any authority or board, notify the other in writing of the nature of the Dispute, and the following must occur:

- a) The Member and the Company must in the period fourteen (14) days from the service of the notice of the Dispute (**Initial Period**) use their best endeavours to resolve the Dispute.

- b) If the Company and the Member are unable to resolve the Dispute within the Initial Period, then the Dispute must be referred for mediation to a mediator agreed by the Member and the Company.
- c) If the disputants are unable to agree on a mediator within seven days of the Initial Period, the Member or the Company may request the President of LEADR to nominate a mediator to whom the dispute will be referred.
- d) The costs of the mediation will be shared equally between the Member and the Company.
- e) Where:
 - i) the party receiving the notice of the Dispute fails to attend the mediation required by clause 15.1(b), or
 - ii) the mediation has not occurred within six weeks of the date of the notice of the Dispute, or
 - iii) the mediation fails to resolve the Dispute,then the party serving the notice of Dispute will be entitled to commence any proceedings in a Court or Tribunal or before any authority or board in respect of the Dispute.
- f) The procedure in this clause will not apply in respect of proceedings for urgent or interlocutory relief.

16 Documents

Documents executed for and on behalf of the Company must be executed by:

- a) Two (2) Councillors,
- b) One (1) Councillor and the Secretary, or
- c) Such other persons as the Council by resolution may appoint from time to time.

17 Accounts

The Councillors must cause proper accounting and other records to be kept and must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the auditor's report thereon if required, provided, however, that the Councillors must cause to be made out and laid before

each Annual General Meeting a balance sheet and profit and loss account made up to date not more than six (6) months before the date of the Annual General Meeting.

18 Seals

18.1 Safe custody of common seals

The Councillors must provide for the safe custody of any seal of the Company.

18.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- a) It may be used only by the authority of the Council, or of a Committee of Council authorised by the Council to authorise its use, and
- b) Every document to which it is affixed must be signed by a Councillor and be countersigned by another Councillor, a Secretary or another person appointed by the Council to countersign that document or a class of documents in which that document is included.

19 Inspection of records

19.1 Inspection by Members

Subject to the Corporations Act, the Council may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to inspection by the Members (other than a Councillor).

19.2 Right of a Member to inspect

A Member (other than a Councillor) does not have the right to inspect any document of the Company except as provided by law or authorised by the Council or by the Company in General Meeting.

20 Service of documents

20.1 Document includes notice

In this clause 20, a reference to a document includes a notice.

20.2 Methods of service

- a) The Company may give a document to a Member:
 - i) personally,
 - ii) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member, or
 - iii) by sending it to an electronic address or fax number nominated by the Member.

- b) A document sent by post:
 - i) if sent to an address in Australia, may be sent by ordinary post, and
 - ii) if sent to an address outside Australia, must be sent by airmail, and
 - iii) in either case is taken to have been received on the day after the date of its posting.

- c) If a document is sent by electronic transmission or by fax, delivery of the document is taken:
 - i) to be effected by properly addressing and transmitting the electronic message or fax, and
 - ii) to have been delivered on the day following its transmission.

20.3 Evidence of service

A certificate in writing signed by a Councillor or a Secretary stating that a document was sent to a Member by post or by electronic transmission or by fax on a particular date is prima facie evidence that the document was so sent on that date.

21 Indemnity

The Company may indemnify any current or former Councillor, Secretary or executive officer of the Company or of a Related Body Corporate of the Company out of the property of the Company against:

- a) Every liability incurred by the person in that capacity (except a liability for legal costs), and
- b) All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or

investigatory nature, in which the person becomes involved because of that capacity,

except to the extent that:

- c) The Company is forbidden by statute to indemnify the person against the liability or legal costs, or
- d) An indemnity by the Company of the person against the liability or legal costs would, if given, be made void by statute.

22 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Councillor or Secretary or executive officer of the Company or of a Related Body Corporate of the Company against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- a) The Company is forbidden by statute to pay or agree to pay the premium, or
- b) The contract would, if the Company paid the premium, be made void by statute.

23 Directors' liability insurance

To the extent permitted by the Corporations Act, the Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been a Director of the Company against costs and expenses incurred by the person as a director in defending proceedings (whether civil or criminal, and whatever their outcome) provided that the liability does not arise out of conduct involving:

- a) A wilful breach of duty in relation to the Company, or
- b) A contravention of subsections 232(5) or (6) or any other provision of the Corporations Act.

24 Contract

- a) The Company may enter into an agreement with a person referred to in clauses 11 and 22 with respect to the matters covered by these clauses.
- b) An agreement entered into pursuant to this clause may include provisions relating to rights of access to the books of the Company conferred by the Corporations Act or otherwise by law.

25 Audit or review

The Councillors must cause the accounts of the Company to be audited or reviewed in accordance with the requirements of the Corporations Act unless the company is exempt under the terms of the Australian Charities and Not-for-profit Commission or its successors if the company falls within its jurisdiction.

26 Winding up

26.1 Contributions by members

- a) Each Member undertakes to contribute to the Company's property if the Company is wound up while they are a Member, or within one (1) year after they cease to be a Member.
- b) This contribution is for:
 - i) payment of the Company's debts and liabilities contracted before they ceased to be a Member,
 - ii) the costs of winding up, and
 - iii) adjustment of the rights of the contributories among themselves.
- c) The amount is not to exceed \$1.

26.2 Application of property

- a) If any property remains on the winding up or dissolution of the Company and after satisfaction of all its debts and liabilities, that property may be paid to or distributed among the Members provided they are an organisation:
 - i) having objects similar to the objects of the Company, and
 - ii) whose constitution prohibits the distribution of its income and property

among its Members.

- b) The recipient organisation or organisations will be determined by the Members at or before the time of dissolution.

26.3 Revocation of Australian Tax Office Endorsement

- a) Where the Company has been endorsed as a deductible gift recipient as an organisation or in relation to a public fund under Subdivision 30-BA of the *Income Tax Assessment Act 1997* (Cth) (as amended) (**ITAA**), then where:
 - i) the Company is wound up, or
 - ii) the fund is wound up, or
 - iii) the endorsement under Subdivision 30-BA of the *ITAA 1997* (Cth) is revoked,

then any surplus assets of the Company or fund remaining after payment of all liabilities must be transferred to an organisation or fund that complies with clause 26.2 and is an endorsed deductible gift recipient.

- b) Where the Company operates more than one (1) gift fund for which it is a deductible gift recipient and its endorsement under Subdivision 30-BA of the ITAA is revoked only in relation to one (1) of those gift funds then it may transfer any surplus assets of the fund after payment of all liabilities to any other gift fund for which it is endorsed as a deductible gift recipient

Schedule 1

Appointment of Proxy

The Royal Societies of Australia Ltd

I/We _____

being a member/members of the abovenamed Company hereby appoint

of _____

or, in his or her absence

of _____

as my/our proxy to vote for me/us on my/our behalf at the meeting of the Company's members of the Company to be held on the _____ day of _____ 20__ and at any adjournment of that meeting.

This form is to be used *in favour of / *against the resolution

SIGNED _____

NAME _____

DATED _____

To be inserted if desired

Strike out whichever is not desired