

THE ROYAL SOCIETY OF WESTERN AUSTRALIA

THE CONSTITUTION

approved by AGM on 18/07/2016 and accepted by WA Department of Commerce with effect from 24/08/2016
in accordance with the Associations Incorporation Act 2015 (WA)

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GENERAL

1. The scientific society known as "The Royal Society of Western Australia" (hereinafter referred to as "The Society") has the objects, purposes, and powers hereinafter mentioned.

Definitions

- a) In these rules, unless the contrary intention appears-

'The Society' refers to The Royal Society of Western Australia which was incorporated in 1937;

'The Constitution' means these Rules and Regulations of The Society as amended from time to time under rule 67;

'Member' means member of The Society in accordance with rule 11a – f of the Constitution;

'The Council' means those officers duly elected in accordance with rules 25 -29 of the Constitution and charged with the management of the Society;

'Committee Meeting' or **'Council Meeting'** means a meeting referred to in rule 31;

'The Journal' means the Journal of The Royal Society of Western Australia and means the publication produced by the Society in accordance with rules 55-62 of the Constitution;

'The Proceedings' means the Proceedings of the Annual general meeting as referred to in rule 51 of the Constitution;

'Annual general meeting' means a meeting referred to in rule 50 of the Constitution;

'Special general meeting' means a meeting other than the ordinary or annual general meeting which is called in accordance with rule 53;

'Quorum' for all ordinary, annual or special general meetings of the Society means seven Ordinary or Honorary Members personally present in accordance with Rules 49, 52 and 54 of the Constitution. Quorum for Council meetings means five committee members present as defined in rule 32 of the Constitution;

'Poll' means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

'The Act' means the Associations Incorporation Act 2015;

'Commissioner' means the person designated as the 'Commissioner' from time to time under the Act;

'Ordinary resolution' means a resolution by a majority of votes to decide a question, matter or resolution at a General Meeting that is not a Special resolution

'Special resolution' has the meaning given by rule 67 of the Constitution and section 51 of the Act;

'Books of the Association' has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of The Society;

'Financial Statements' has the meaning given to it in section 62 of the Act.

OBJECTS, PURPOSES, AND POWERS

2. To promote and assist in the advancement of science.
3. To print and publish, or join in printing and publishing, one or more journals, periodicals, books, newsletters or other documents relating to science.
4. To promote, produce and to hold, or join in promoting, producing and holding meetings, lectures, conferences, symposia, excursions and exhibitions in furtherance of any objects of The Society.
5. To found, subsidise or contribute to, for the benefit of any institutions or persons, scholarships, grants, prizes, or monetary or other rewards in connection with all or any of the objects or purposes of The Society.
6. To acquire by purchase, lease, exchange, hire, or by way of loan or otherwise, any real or personal property in furtherance of any objects of The Society.
7. To invest, sell, lease, hire, mortgage, charge, lend, surrender or otherwise dispose of, or deal with all or any part of the assets or property, real or personal, of The Society, or to borrow money and grant security therefore and to liquidate, redeem or discharge any obligations undertaken in furtherance of any objects of The Society.
8. To improve, develop or extend all or any of the property or rights of The Society, also to build, erect or alter any buildings or erections, and to furnish, fit up, and maintain the same and provide fittings, equipment and appliances.
9. To amalgamate, co-operate or affiliate with any other society, association or body having objects wholly or in part similar to those of this Society.
10. To protect or assist in protecting the interests or rights of any member or members of The Society.

RULES AND REGULATIONS

Membership

11. **Classes of Members:** The Society shall consist of members who are all individuals involved, assisting or interested in the promotion and/or advancement of science. Members shall be divided into the classes hereinafter mentioned, and the members who are, have been, or may be duly elected as members of such respective classes shall have the rights and privileges hereinafter specified as appertaining to such respective classes, subject always to the due and punctual payment of the annual subscription or other sum hereinafter provided to be paid by the respective members of each class, namely:
- (a) **Ordinary Members:** An Ordinary Member if financial shall have the following rights and privileges:
 - (i) To be present and to speak and vote at Ordinary, Special or Annual General Meetings of The Society, to vote in postal ballots conducted by The Society, and to attend excursions, meetings, lectures or other activities arranged from time to time by The Society.
 - (ii) To be eligible for election as a member of the Council hereinafter referred to and also to any office or position in The Society.
 - (iii) To submit to the Council for consideration for publication papers prepared on any scientific subject.
 - (iv) To receive the Journal of The Society.
 - (v) To receive other publications or documents issued by The Society, upon such conditions as the Council may from time to time determine.
 - (vi) To borrow books, periodicals, papers, or other documents belonging to The Society, subject to the approval of the Council.
 - (vii) To propose or second candidates for admission as Ordinary or Student Members of The Society.
 - (viii) At any meeting held by The Society to introduce visitors. Such visitors shall not be entitled to vote at any such meeting or excursion, but may express opinions on any matter under discussion at the invitation of the Chairperson or leader.
 - (ix) To propose or second any Honorary or financial Ordinary Member for election to the Council.
 - (b) **Fellow Members:** An Ordinary Member who has been financial for not less than five years and who has made contributions to scientific knowledge or the advancement of The Society may, on the recommendation of the Council, become a Fellow of the Society. Persons elected as Fellows shall have the same rights and privileges of an Ordinary Member.
 - (c) **Student Members:** The Council may, on application to be made each year in such form it may require, admit as Student Members, persons who are undertaking full-time studies in Western Australia, or as agreed by Council. Student Members shall have the same rights and privileges as Ordinary Members
 - (d) **Honorary Members:** The Society at its Annual General Meeting in any year may, on the recommendation of the Council, admit as Honorary Members persons distinguished in Science or as patrons thereof. Honorary Members shall have the same rights and privileges as Ordinary Members, but without liability for any subscription.
 - (e) **Honorary Fellow Members:** The Society at its Annual General Meeting in any year may, on the recommendation of the Council, admit as many Honorary Fellows persons distinguished in science or as Patrons thereof. Honorary Fellows shall have the same rights and privileges as Fellows, but without liability for subscription.
 - (f) **Corporate Members:** Corporate membership may be made available by the Council to organisations under such terms and with such rights and privileges as the Council may determine.

- 11A. **Voting at Meetings:** Every Member entitled to a vote under rule 11, has one vote at a General Meeting of The Society. A person casts a vote at a meeting either by: voting at the meeting either in person; or by proxy. In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (a) **Proxies:** Each Member is entitled to appoint in writing, a natural person who is also a Member of The Society to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of The Society. Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed. No Member may hold more than five proxies.
 - (b) **Manner of Determining Whether Resolution Carried:** Unless a Poll is demanded, if a question arising at a General Meeting of The Society is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been: carried unanimously; carried by a particular majority; or lost. The declaration made must be entered into the minute book of The Society. The entry in the minute book of The Society is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 - (c) **Poll:** At a General Meeting, a Poll on any question may be demanded by either: the Chairperson of the meeting; or at least three Members present in person or by proxy. If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the Poll is evidence of the matter so declared.
12. **Becoming a Member:** Every person desirous of becoming an Ordinary or Student Member of The Society shall make application in the form prescribed from time to time by the Council and shall be proposed by an Ordinary, Fellow, Honorary, or Honorary Fellow Member of The Society. Each application shall be accompanied by the subscription applicable to the class of membership sought and shall be lodged with the Membership Secretary. The Council shall accept or reject each candidate at a meeting of the Council. Admission shall be made by a two thirds majority of those Council members present and voting.
13. **Admission – complying with The Constitution:** The Membership Secretary shall inform each candidate of his admission or non-admission to the class of membership sought, but is not obliged to provide reasons for the decision. Upon admission, Members shall be provided, a current copy of The Constitution, by being given a link to the page on The Society's Website containing a current copy of The Constitution. Members of The Society, of whatever class, shall be bound to observe and perform, and not commit any breach of The Constitution from time to time in force. Their membership shall be deemed to apply to the whole of the financial year in which they were admitted so that, subject to their availability, they shall be entitled to receive all publications and documents issued during that year to all members of their class. A right, privilege or obligation that a person has because he or she is a Member of The Society is not capable of being transferred to any other person; and ends when the person's membership ceases.

14. **Membership Register:**

- (a) **Register of Members:** The Membership Secretary or a person authorised by The Council from time to time must maintain a register of Members and make sure that the Register is up to date. The Register must contain: the full name of each Member; a contact address (either postal, residential, or email address) of each Member; the class of membership held by the Member; and the date on which the person became a Member. Any change in membership of The Society must be recorded in the Register within 28 days after the change occurs. The Register must be kept, maintained and backed-up at places the Council decides, and will be in the form of an on-line database to which the Membership Secretary and at least one other Council Member have access, as determined by the Council. The Membership Secretary will be responsible for making a regular spreadsheet backup of the register.
- (b) **Inspecting the Register:** Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to The Society and the Member. A Member must contact the Membership Secretary to request to inspect the Register. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- (c) **Copy of the Register:** A Member may make a request in writing for a copy, in the form of a spreadsheet, of the Register. The Council may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Society. The Society may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by The Council from time to time.
- (d) **When Using the Information in the Register is Prohibited:** A Member must not use or disclose the information on the Register: to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes); to contact, send material to The Society or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by The Council, or for any other purpose unless the purpose: is directly connected with the affairs of The Society; or relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

15. **Notices:** Members shall notify the Membership Secretary in writing of their address for receiving notices or communications to be forwarded to them, and shall from time to time notify in writing any change in such address. If any member shall fail to give such notification they shall have no claim against The Society for publications or notices of the meetings or other activities of The Society; notification is deemed to have occurred at the time of posting. Notice can be delivered by hand to the nominated address of the addressee; sent by post to the nominated postal address of the addressee; or sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee. All members of The Society are entitled to receive notice of and to attend any general meeting of The Society.

16. **Ceasing Membership:** Members, on paying to The Society all subscriptions or moneys owed by them and returning all books, papers, manuscripts, or property of The Society which they may have borrowed or received, may resign their membership by giving notice in writing to the Membership Secretary of The Society; and any members ceasing by resignation, death, or otherwise to be a member of The Society shall not, nor shall their representatives have any claim upon or interest in the funds or property of The Society; but nothing herein contained shall prejudice the right of The Society to recover any moneys owing or property of The Society borrowed, held, or received by members at any time.

17. **Liability and Subscription In Arrears:** A Member is only liable for their outstanding membership fees payable, and is not liable for the liabilities of The Society or any costs of winding up The Society. Members whose subscription may be in arrears for a period of more than 6 months shall, on a resolution of the Council being at any time thereafter passed, be declared to be no longer members and thereupon shall cease to have the rights and privileges to which they may have been entitled, provided always that nothing herein contained shall prejudice the right of The Society to recover from such members all moneys or subscriptions due, owing, or payable by them up to the date of such termination of their membership, and also to recover all books, papers, manuscripts or property belonging to The Society which may be held or have been received by such members at any time.
18. **Best Efforts:** Members in the respective classes of membership in The Society shall use their best efforts to promote the objects of The Society and shall not do or commit any act, deed, or thing which may be deemed by the Council to be prejudicial to the interests of The Society.
19. **Suspending or Expelling Members:** The Council may, by an affirmative vote of two thirds of its total membership, remove or suspend from membership or expel any member of The Society. Notice of such removal, suspension, or expulsion, shall be sent by registered post to the last known address of the member concerned within seven days after the decision of the Council. Members against whom such decision of removal, suspension, or expulsion shall be made, shall be entitled to appeal to a Special General Meeting of The Society by notice to be forwarded by them in writing, addressed to the General Secretary within two months after the date of such removal, suspension, or expulsion, stating in such notice the grounds of appeal. It shall be the duty of the Council to summon a Special General Meeting of The Society for the purpose of considering any such appeal, and of hearing statements by any Member of the Council or by the member who may have been removed, suspended or expelled, and if a majority of the members present at such meeting uphold the decision of the Council, then the decision of the Council shall be confirmed, but if such majority shall uphold the appeal, then the decision to remove, suspend, or expel such member shall be set aside. No members shall be entitled to exercise such right of appeal after the expiration of the said period of two months. In the event of any such removal, suspension, or expulsion taking effect, any members concerned shall remain liable for all moneys or subscriptions due or payable by them as at the date of such removal, suspension, or expulsion, and for the return of all property belonging to The Society.

Subscriptions

20. The subscription for each ordinary membership shall be set from time to time on recommendation of the Council and approval by a resolution passed by a two-thirds majority of Ordinary Members voting at any Ordinary or Annual General Meeting of The Society, of which at least twenty eight days notice has been given, and in which notice the proposed alterations have been specified.

Ordinary Members whose subscriptions are not in arrears shall be granted Ordinary Membership for Life upon payment of a fee of twenty years subscription at the rate of the current year.

21. Fellow Membership shall not be more than 150 percent of the Ordinary Membership rate.
22. Student Membership shall not be more than 60 percent of the Ordinary Membership rate.
23. The financial year of The Society shall be from the first day of July in each year to the thirtieth day of June in the following year.
24. All subscriptions shall be payable in advance and shall become due on the first day of July in each year. Any member whose subscription is unpaid six months after the due date in any year shall cease to be a Member as per rule 17.

Management

25. The management of the business and affairs of The Society shall be vested in a Council consisting of at least eight Members of The Society, including a President, two Vice-Presidents, Treasurer, General Secretary, Membership Secretary, Librarian, Editor, and Immediate Past President. No person shall be entitled to hold more than one of the positions at any time. Unless the person has obtained the consent of the Commissioner, no person shall be entitled to hold a position on the Council if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws; or if the person has been convicted of, or imprisoned in the previous five years for: an indictable offence in relation to the promotion, formation or management of a body corporate; an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or an offence under Part 4 Division 3 or section 127 of the Act.
26. All members of the Council shall be elected at the Annual General Meeting of The Society to be held in accordance with rule 50, and serve for a term of one or two years. For the purpose of such election the Council then in office shall submit, at an Ordinary or Special General Meeting held not less than one calendar month before the Annual General Meeting, a list of names of Members proposed by the Council for election indicating the length of term of office and shall appoint a Returning Officer. Any Member present at such Ordinary General Meeting shall be entitled to propose another Member to hold any position on the Council, and if the candidate nominated has signified willingness to accept office if elected, then the name of such nominee shall be added as a candidate. Further, any Member of The Society may lodge with the Returning Officer within seven days after that Ordinary or Special General Meeting, preceding the Annual General Meeting, a nomination in writing in favour of any Member for any position on the Council. Such written nomination shall carry a statement by the candidate nominated as to their willingness to accept the office if elected. Upon receipt of such nomination, the Returning Officer shall add the name of the nominee as a candidate for the Council.
27. If the number of members duly proposed for election does not exceed the number of vacancies for the various offices, the Chairperson of the Annual General Meeting shall declare the persons nominated as duly elected. If the number of nominations for any office exceeds the number of vacancies, an election shall be held and the results ascertained by preferential ballot. For the purpose of such election, a ballot paper containing the names of all persons duly proposed for all contested positions on the Council shall be prepared by the Returning Officer and sent to all Members. Such members desirous of voting shall cause to be delivered to the Returning Officer such ballot papers, duly completed in accordance with any instructions on voting procedure before the formal opening of the Annual General Meeting. A Member who nominates for election or re-election may vote for himself or herself. The Annual General Meeting shall appoint at least two scrutineers, who shall examine the procedures of the Returning Officer in the counting of votes and who shall report the results of the count to the Chairperson of the Annual General Meeting. In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote. Such Chairperson shall announce the result of the ballot at the Annual General Meeting or at the next Ordinary or Special General Meeting of The Society.
28. All members of the Council shall be eligible for re-election.
29. Any casual vacancy in the Council may be filled by resolution of the Council, and any member so appointed shall hold office until the next annual election of Council. Any vacancy not filled at the annual election shall be deemed a casual vacancy.
30. The Council may define the duties of the Secretaries and may add any distinguishing word to the title of any or all Secretaries in accordance with the nature of the duties to be performed. Refer duties defined in rule 41.

31. The Council shall meet at least once in each month from February to November inclusive in each year (unless otherwise decided by Council), at such times and places as may be appointed by the President, or in the President's absence, by one of the Vice-Presidents, and due and sufficient notice shall be previously sent to each member of the Council. Notice of a Council Meeting must specify the general nature of the business to be transacted at the meeting.
32. A quorum for a meeting of the Council shall be the President or one of the Vice-Presidents, a Secretary who may be specially appointed for that meeting, and three other members of the Council, and no business shall be transacted at any Council meeting unless such quorum is present. A question arising at a Council Meeting is to be decided by a majority of votes. In accordance with rule 39, in the case of an equality of votes at any meeting, the President or Vice-President or member presiding shall have a casting vote in addition to a deliberative vote. The General Secretary or a person authorised by the Council from time to time must keep minutes of the resolutions and proceedings of all Council Meetings together with a record of the names of persons present at each meeting. The Chairperson must ensure that the minutes of a Council Meeting or General Meeting are reviewed and signed as correct.
33. Ceasing to be a Member of the Council:-
 - (a) If any members of the Council (including holders of offices) shall fail to attend three consecutive meetings of the Council without satisfactory explanation or reason, or without leave of absence having been first granted to them, then the position or office of such member may by resolution of the Council be declared vacant, and on passing of such resolution they shall cease to be a member of Council and holder of any office to which they may have been elected.
 - (b) A Council Member may resign from the Council by giving written notice of resignation to the General Secretary, or if the Council Member is the General Secretary, to the Chairperson. The Committee Member resigns: at the time the notice is received by the General Secretary or Chairperson; or if a later time is stated in the notice, at the later time.
 - (c) Subject to rule 33 (a), a Council Member may only be removed from his or her position on the Council by resolution at a General Meeting of The Society if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal. The Council Member who faces removal from the Council must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Council. If all Council Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Council. The interim Council must, within two months, convene a General Meeting of The Society for the purpose of electing a new Council.
34. Council shall inform members of activities of the Society including updates on The Society's Website, and notification by email of any events or news.
35. The Council shall present at each Annual General Meeting a report giving a review of the work of The Society during the preceding year and some details and information with regard to its progress and affairs, and shall publish this report.
36. The Council may appoint a Committee from among the financial members of the Society, and by two thirds majority resolution may include non-members in such a Committee. A Committee may be of such number as the Council may decide and may consider and make recommendations on any subject on which Council may require advice, provided that such a Committee includes at least one Council Member. Each Committee so appointed shall be reviewed at regular intervals to be determined by the Council.

37. The Council may from time to time make, alter, and repeal by-laws to enable it more effectually to carry out the management of the affairs of The Society, and to regulate the conduct of members and assist in the protection of its property, and for such purposes as may be calculated to advance the welfare of the Society, provided that such changes are not inconsistent with these Rules and Regulations.
38. The Council, without limiting its general powers of management and carrying on the business and affairs of The Society, may exercise and do all things necessary except such as may be required or directed to be exercised by General Meetings, including power to appoint and remove all or any officers, assistants, employees, or others deemed by the Council to be necessary in connection with the work of The Society, and that with or without remuneration and upon such terms and conditions as the Council may think fit. The Council may also delegate all or any of its powers or authorities to any committee or sub-committee from time to time and may pay all or any expenses or liabilities incurred from time to time and take any steps or proceedings which may be deemed desirable for the purpose of carrying out or securing the fulfilment of any of the objects or purposes of The Society. Council Members must not receive any remuneration for their services as Committee Members, other than as travelling and other expenses as properly incurred in connection with the business of The Society, and which have been authorised for payment by a resolution of the Council.

38A. Obligations of the Council and Responsibilities of Council Members:-

- (a) The Council must take all reasonable steps to ensure The Society complies with its obligations under the Act and The Constitution.
- (b) Each Member of Council must exercise his or her powers and discharge his or her duties: with a degree of care and diligence that a reasonable person would exercise in the circumstances; and in good faith in the best interests of The Society and for a proper purpose.
- (c) Each Member of Council or former Member of Council must not improperly use information obtained, or improperly use his or her position to: gain an advantage for himself or herself or another person; or cause detriment to The Society.
- (d) With the exception of a material personal interest that a Council Member has in common with all, or a substantial proportion of, the members of The Society, a Council Member having any material personal interest in a matter being considered at a Council Meeting must: as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; disclose the nature and extent of the interest at the next General Meeting of The Society; and not be present while the matter is being considered at the Committee Meeting or vote on the matter. The General Secretary must record every disclosure made by a Council Member under this rule in the minutes of the Council Meeting at which the disclosure is made.
- (e) No Member of Council shall make any public statement or comment or cause to be published any words or article concerning the conduct of The Society unless the person is authorised by the Council to do so and such authority is recorded in the minutes of the Council Meeting.

President and Vice-Presidents

39. The duties of the President shall be to preside at all meetings of The Society and Council, and regulate all the proceedings therein and generally to execute or see to the execution of the Rules and Regulations and by-laws of The Society. In the case of an equality of votes at any meeting, the President or Vice-President or member presiding shall have a casting vote in addition to a deliberative vote.
40. In the absence of the President from any meeting of the Council, the President's place shall be filled by one of the Vice-Presidents. In the absence of the President from any other meeting or excursion of The Society, the President's place shall be filled by one of the Vice-Presidents or by a Member of The Society elected as Chairperson or leader by the Members there present.

Duties of Officers

41. (a) **The General Secretary** must co-ordinate the correspondence of The Society; consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Council Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting; keep and maintain in an up to date condition The Constitution and any by-laws of The Society; maintain the Record of Office Holders of The Society per rule 48 (a); ensure the safe custody of the Books (with the exception of the Accounting Records) of The Society per rule 48 (b), organise inspection of the books per rule 48 (c), keep full and correct minutes of Council Meetings and General Meetings; and perform any other duties as are imposed by The Constitution or The Society. The General Secretary, or a person authorised by the Council from time to time, must keep minutes of the resolutions and proceedings of all General Meetings and Council Meetings together with a record of the names of persons present at each meeting. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose. The Chairperson must ensure that the minutes of a Council Meeting or General Meeting are reviewed and signed as correct.
 - (b) **The Membership Secretary** must process membership applications received, with a report of candidates for consideration by Council, per rule 12; shall inform candidates on admission or non-admission per rule 13; maintain the Register of Members per rule 14 (a); organise inspection of the Membership Register per rule 14 (b); receive notices of member's addresses per rule 15; and receive notices of members ceasing membership per rule 16.
42. **The Treasurer** shall keep a correct record of all receipts and disbursements, including subscriptions and all moneys received for the benefit of The Society, and shall pay those moneys forthwith to the credit of The Society at its bankers. The funds of The Society must be kept in an account in the name of The Society in a financial institution determined by The Council. The funds of The Society are to be used in pursuance of the objects of The Society. The funds of The Society may be derived from membership subscriptions, donations, fund raising activities, grants, interest, and any other sources approved by the Council. As soon as practicable, all money received by The Society must be deposited to the credit of The Society's bank account without deduction. It shall be the duty of the Treasurer to pay all accounts passed by the Council. Payments to any individual Council Member must be authorised by a resolution of the Council. Payments include authorised reimbursement of expenses incurred on behalf of The Society. No moneys shall be withdrawn from the bank account except as authorised by the Treasurer and either the President or one of the Vice Presidents. The Treasurer shall cause the books of The Society to be posted regularly, and shall bring his books to balance as on the thirtieth day of June in each year, or on such other date as the Council may from time to time decide. For monthly meetings of the Council held per rule 31, the Treasurer shall submit a Report of the year to date financial position and performance of The Society. The Treasurer shall maintain an asset register. The Treasurer must keep Financial Records that: correctly record and explain its transactions, financial position and performance; and enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.

43. The Society shall, not later than its Ordinary General Meeting immediately prior to the Annual General Meeting, appoint an **Auditor or Auditors**, but if such Ordinary General Meeting shall fail to make such appointment, then the Council may appoint an Auditor or Auditors. Each financial year, as defined in rule 23, the Treasurer shall annually submit to an Auditor or Auditors all Financial Records and Financial Statements kept by the Treasurer in connection with the affairs of The Society.
44. It shall be the duty of the Auditor or Auditors of The Society to submit a written report each year on the financial affairs of The Society through the Council to the Annual General Meeting of The Society.
45. **The Librarian** shall maintain records and generally manage the books, periodicals and documents of The Society according to the directions of the Council. This responsibility can include answering any queries received about access to copies of Journals kept in the Library, or about Publications for Sale.
46. **The Editor** shall supervise the production of The Society's Journal in accordance with rules 55 to 62, and such other publications as the Council may direct.
47. Members of the Council shall assist in the general management of The Society according to the needs which arise, including:-
 - (a) Management of The Society's events such as monthly talks, symposia, outings, or other activities which promote and assist in the advancement of science.
 - (b) Updates for The Society's Website such as Journal articles, Publications for Sale, Events, Science News, Awards, Annual Reports, and current officers of The Council.

Books and Records

48. (a) **Record of Office Holders:** The General Secretary or a person authorised by The Council from time to time must maintain a record of office holders. The record of office holders must include: the full name of each office holder; the office held and the dates of appointment and (if applicable) cessation of the appointment; and a current contact postal, residential or email address of each office holder. Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to The Society and the Member. The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.
- (b) **Custody of the Books:** Except as otherwise decided by The Council from time to time, the General Secretary must keep in his or her custody or under his or her control all of the Books of The Society with the exception of the Financial Records which, except as otherwise directed by The Council from time to time, are to be kept under the custody or control of the Treasurer. The Books of The Society must be retained for at least 7 years.
- (c) **Inspecting the Books:** A Member is able to inspect the Books of The Society free of charge at such time and place as is mutually convenient to The Society and the Member. The minutes of Council Meetings may be inspected by a Member unless the Committee determines that the minutes of Council Meetings generally, or the minutes of a specific Council Meeting are not to be available for inspection. A Member must contact the General Secretary to request to inspect the Books of The Society.
- (d) **Prohibition on Use of Information in the Books:** A Member must not use or disclose information in the Books of The Society except for a purpose that is directly connected with the affairs of The Society; or related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
- (e) **Returning the Books:** Outgoing Council Members are responsible for returning and transferring all relevant assets and Books of The Society to the Council within 14 days of ceasing to be a Council Member.

Ordinary General Meetings

49. Ordinary General Meetings of The Society shall be held at a time determined by Council on the third Monday of the months March to June and August to December inclusive in each year, unless the Council determines otherwise, but at least three Ordinary General Meetings shall be held in each financial year. Notice of each Ordinary General Meeting shall be sent to all members of each class. The General Secretary must give at least: 14 days' notice of a General Meeting to each Member, or 21 days' notice of a General Meeting to each Member if a Special resolution is proposed to be moved at the General Meeting. The notice convening a General Meeting must specify: the place, date and time of the meeting; and the particulars and order of the business to be conducted at the meeting. A quorum for an Ordinary General Meeting shall be seven Ordinary or Honorary Members personally present. Conduct of an Ordinary General Meeting shall be at the discretion of the President or Chairperson elected by such meeting.

Annual General Meetings

50. The Annual General Meeting of The Society shall be held at a time and place determined by the Council, within 6 months after the end of The Society's Financial Year; or within a longer period as the Commissioner may allow. If The Society requires the approval from the Commissioner to hold its AGM within a longer period, the General Secretary must apply to the Commissioner no later than four months after the end of The Society's Financial Year. Notice of each Annual General Meeting shall be sent to all members of each class at least one calendar month before such meeting.

51. The proceedings of the Annual General Meeting, unless otherwise determined by the Council, shall be as follows:

- (a) Presentation of the minutes of the previous Annual General Meeting.
- (b) Reading of nominations of candidates for Council, and, if necessary, appointment of scrutineers, and counting of votes.
- (c) Presentation of the Annual Report of the Council.
- (d) Presentation of the Financial Statements and Auditor's Report.
- (e) Report (if necessary) of the scrutineers on the ballot and declaration of the results by the retiring President.
- (f) Address by the retiring President.
- (g) Installation of the new President.
- (h) Any other business of which notice may have been given prior to or agreed during the meeting to be considered.

52. A quorum for transaction of business at an Annual General Meeting shall be seven Ordinary or Honorary Members of The Society personally present.

Special General Meetings

53. Special General Meetings of The Society may be called by the Council whenever it may deem such meeting expedient, or on the requisition of at least 20 per cent of the total number of Ordinary or Honorary Members made in writing to the General Secretary and specifying the purpose for which the meeting is required. Upon receipt of such requisition, the General Secretary shall call the meeting within not less than seven days nor more than twenty eight days. Notice of such meeting shall be sent to all members of each class. The meeting shall be chaired by the President or a Vice-President or, in their absence, an Ordinary or Honorary Member elected by the meeting.
54. A quorum for a Special General Meeting of The Society shall be seven Ordinary or Honorary Members personally present.

The Journal of The Society

55. The Society shall publish a Journal at least once a year, in which papers communicated to The Society during or before that year may be printed. The Journal shall be distributed in such form (including hard copy or soft copy) as decided by the Council. As approved, Journal articles shall be made available from the Society's Website to fully paid members for free, and to others as authorised by Council.
56. Every paper intended to be published in The Society's Journal must be sent to the Editor for consideration by Council. The Editor shall Chair a Publications Committee, if such is appointed by Council, to provide assistance and advice to the Editor.
57. The Editor shall seek an expert opinion from any person or persons the Editor may select as referees to judge the suitability of any paper for publication. The Editor shall recommend to the Council whether or not a paper submitted for publication should be accepted for The Society's Journal. A paper of which the Editor is author or co-author shall be edited by a member of Council, so authorised by Council, who is not a co-author of the paper.
58. It shall be the duty of the Council to decide, on the recommendation of the Editor or authorised Council member, whether or not a contribution shall be accepted for publication.
59. Publication in The Society's Journal shall be available to all categories of members and to non members.
60. The original copy of every paper accepted for publication by The Society, with its illustrations, shall become the property of The Society, unless the Council decides otherwise. Authors shall not be at liberty to publish elsewhere papers submitted to The Society for publication in its Journal, unless permission for doing so is given by the Council, or unless The Society fails to publish the paper in the Journal of the year in which it is accepted or of the succeeding year, or does not accept the paper for publication.
61. The published price of the Journal shall be fixed by the Council from time to time.
62. Digital copies of papers shall be available to authors on such terms as shall be decided from time to time by the Council.

The Medal of The Royal Society of Western Australia

63. A Medal, for which Council will call for nominations through its Proceedings, shall be awarded by the Council every fourth year or at such other times or periods as the Council may from time to time decide for distinguished work in science connected with Western Australia. The Council shall appoint a Medal Committee consisting of five members of the Council to assess the nominations and recommend a recipient of the Medal. The recipient shall, on the awarding of the Medal, be requested to deliver a public address to be known as The Royal Society of Western Australia Medal Lecture.

Formation of Sections

64. Sections may be formed for the purpose of any particular branch of science. Any member of The Society may be enrolled as a member of one or more sections. Each section shall appoint a Chairperson and Secretary, with the approval of Council. Sections shall not incur expenditure without first obtaining the approval of the Council. Any communication to a section may be presented subsequently at a general meeting of The Society.

Common Seal and Executing Documents

65. (a) The Common Seal of The Society shall be in the custody of the President or one of the Vice-Presidents, and the President or any one Vice-President shall respectively be authorized to use the same, and when required to be affixed to any deed, document, or writing, shall be so affixed and signed by either the President or one of the Vice-Presidents and countersigned by a Secretary of The Society. Every use of the common seal must be recorded in the Council's minute book.
- (b) The Society may execute a document without using a common seal if the document is signed by: any two Council Members; or one Council Member and a person authorised by the Council.

Interpretation of The Constitution and Rules and Regulations

66. The Council of The Society shall be the sole authority for the interpretation of the Constitution and of the Rules and Regulations of The Society, and the decisions of the Council on questions of interpretation shall be final and binding on all members, subject to the following:

- (a) **Disputes Arising under the Rules:** This rule applies to disputes between Members, and disputes between The Society and one or more Members that arise under the rules or relate to the rules of The Society. In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the General Secretary of the parties to, and details of, the dispute. The General Secretary must convene a Council Meeting within 28 days after the General Secretary receives notice of the dispute for the Council to determine the dispute. At the Council Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both. The General Secretary must inform the parties to the dispute of the Council’s decision and the reasons for the decision within 7 days after the Council Meeting. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in rule 66(b) or rule 66(c).
- (b) **Mediation:** This rule applies where a person is dissatisfied with a decision made by the Council under rule 66(a); or where a dispute arises between a Member or more than one Member and The Society and any party to the dispute elects not to have the matter determined by the Council. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 66(a), or a party to the dispute is dissatisfied with a decision made by the Council under rule 66(a), a party to a dispute may provide written notice to the General Secretary of the parties to, and the details of, the dispute; agree to, or request the appointment of, a mediator. The party, or parties requesting the mediation must pay the costs of the mediation. The mediator must be a person chosen by agreement between the parties; or in the absence of agreement: if the dispute is between a Member and another Member – a person appointed by the Council; or if the dispute is between a Member or more than one Member and The Society, the Council or a Council Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session. The mediator, in conducting the mediation, must: give the parties to the mediation process every opportunity to be heard; allow all parties to consider any written statement submitted by any party; and ensure that natural justice is accorded to the parties to the dispute throughout the mediation process. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.
- (c) **Inability to Resolve Disputes:** If a dispute cannot be resolved under the procedures set out in these rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

Alteration of The Constitution and Rules and Regulations

67. The Constitution (Rules and Regulations) or any of them may be amended, altered, enlarged or repealed, in accordance with the procedure set out in sections 30 to 34 of the Act, by a resolution passed by 75 percent of Ordinary and Honorary Members voting at a general meeting of the Society, or by proxy or postal vote. Notice of intention to propose the resolution shall be given with notice of an impending Ordinary or Annual or Special General Meeting of The Society. Notice of a Special Resolution must: be in writing; include the place, date and time of the meeting; include the intention to propose a Special Resolution; set out the wording of the proposed Special Resolution; and be given in accordance with rule 15. When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within: one month after the Special Resolution is passed; or a longer period as the Commissioner may allow.

Non-Profit Organisation

68. The Society is operated as a non-profit organisation. The assets and income of The Society shall be applied solely in furtherance of its above mentioned objects and purposes and no portion shall be distributed directly or indirectly to the members of The Society except as bone fide compensation for services rendered or expenses incurred on behalf of The Society.

Winding up of The Society

69. The Society may be wound up by a resolution to be passed by a four fifths majority of the Ordinary and Honorary Members of The Society present and voting at a Special General Meeting summoned for such purpose, whereof at least twenty eight days notice shall be given. In the event of the fund being wound up or dissolved, any surplus assets remaining after the payment of the fund's liabilities shall not be paid to or distributed among the members but shall be transferred to one or more of the following: an incorporated association under the Act; a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia; a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Commonwealth); a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Commonwealth); a body corporate or a trustee for a body corporate that is a Member or former member of The Society and at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members; a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act; another fund, authority or institution which has similar objects and to which income tax deductible gifts can be made.