



Australian Academy of Science
BYE-LAWS

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SUPPLEMENTAL ROYAL CHARTER

Elizabeth the Second, by the Grace of God Queen of Australia and Her Other Realms and Territories, Head of the Commonwealth, GREETING:

Whereas Your Majesty Queen Elizabeth the Second on 16 February 1954 by Royal Charter (here called 'the Original Charter') constituted a Body Corporate and Politic by the name of the 'Australian Academy of Science' (here called 'the Academy') with perpetual succession and a Common Seal:

And Whereas on 8 December 1987 *We* have assigned to Our Governor-General of the Commonwealth of Australia all our powers and functions in respect of the issuing of Letters Patent:

- a. granting a Supplemental Charter to anyone in the Commonwealth of Australia to whom a Charter of incorporation has been granted by *Us* or Our predecessors; or
- b. revoking, amending, or adding to, any Charter of incorporation or Supplemental Charter granted to anyone in the Commonwealth of Australia by *Us* or Our predecessors,

and have authorised the Governor-General to exercise any of those powers and functions in Our name and on Our behalf:

And Whereas the Academy has made representation to *Us* as follows:

That since the grant of the Original Charter the Academy has pursued the aims and objects of the Charter and has sought to promote, declare and disseminate scientific knowledge, establish and maintain standards of scientific endeavour and achievement in the natural sciences in Australia, and has recognised outstanding contributions to the advancement of science.

That it has done so by establishing and maintaining associations and relations between Australian scientists and the International Scientific Unions and other international groups, meetings and unions of scientists, and between Australian scientific activities and the activities of scientists in other countries, by administering or helping to administer funds for purposes of scientific research or projects of a scientific character, by arranging or joining in arranging meetings of scientists inside or outside Australia, holding symposia, and arranging for visits of scientists from other countries to Australia, by correlating and assisting in correlating the efforts of other scientific bodies, by suggesting ways in which scientific projects in Australia may be instituted, carried out or revised, by publishing or assisting in the publication of scientific knowledge, and by providing guidance to sources of scientific information.

That it is the belief of the Academy that certain amendments to its Original Charter would make its laws consistent with Australian law and would also assist in the better administration of its affairs.

And Whereas the Academy has by that representation requested *Us* to grant a Supplemental Charter for the above-mentioned purposes.

Now Therefore We do, by these Our Letters Patent issued in Our name by Our Governor-General of the Commonwealth of Australia, grant and declare as follows:

1. All of the provisions of the Original Charter, apart from clause 1 of the Original Charter, are hereby revoked, and the provisions of this Supplemental Royal Charter replace those provisions. Accordingly, the Academy shall continue to be a Body Corporate and Politic by the name of the 'Australian Academy of Science' and by the same name shall and may sue and be sued in all Courts and in all manner of actions and suits and shall have power to do all other matters and things incidental or appertaining to a body corporate, including power to take and hold personal

property and power to purchase, take on lease and hold lands tenements or hereditaments, or any interest in any lands tenements or hereditaments whatsoever, within Our Commonwealth of Australia for the purposes of the Academy and power to sell, let on lease, alienate or otherwise dispose of the same or any part thereof. Nothing in this revocation shall affect the validity or legality of the Bye-Laws or of any act, deed or thing done or executed under or pursuant to the provisions of the Original Charter.

2. The income and property of the Academy, whencesoever derived, shall be applied solely towards the promotion of the objects of the Academy and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Academy or to any of them or to any person claiming through any of them: provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Academy or to any member thereof or other person in return for services actually rendered to the Academy or for goods supplied in the ordinary way of business nor prevent the payment of interest on money borrowed or the payment of rent for premises let to the Academy.
3. The objects and purposes of the Academy shall be:
 1. To promote, declare and disseminate scientific knowledge, to establish and maintain standards of scientific endeavour and achievement in the natural sciences in Australia; and to recognise outstanding contributions to the advancement of science.
 2. To establish and maintain associations and relations between Australian scientists and the International Scientific Unions and other international groups, meetings and unions of scientists; and between Australian scientific activities and the activities of scientists in other countries.
 3. To administer or help in administering funds for purposes of scientific research or projects of a scientific character.
 4. To arrange or join in arranging meetings of scientists inside or outside Australia, to hold symposia, and to arrange for visits of scientists to other countries to Australia.
 5. To correlate and assist in correlating the efforts of other scientific bodies.
 6. To suggest ways in which scientific projects in Australia may be instituted, carried out, or revised.
 7. To publish or assist in the publication of scientific knowledge.
 8. To provide guidance to sources of scientific information.
 9. To do all such other lawful things as the Academy may think incidental or conducive to the attainment of its objects or any of them.
4. Subject to the Bye-Laws of the Academy the members thereof (except Corresponding Members) shall be designated Fellows. Unless and until such Bye-Laws otherwise provide:
 - a. there shall be two classes of members, namely Fellows and Corresponding Members;
 - b. Fellows shall be Australian citizens or permanent residents of Australia; and
 - c. Corresponding Members shall be persons, not normally resident in Australia, who are eminent in some branch of natural knowledge.
5. Subject to the Bye-Laws, Fellows may be elected annually.
6. Subject to these Presents the qualifications and conditions of election of Fellows, the method of election, the privileges and obligations of Fellows including liability to expulsion or suspension, and the conditions of termination of membership, shall be such as the Bye-Laws of the Academy from time to time prescribe.
7. The affairs of the Academy shall be managed by a body to be called 'the Council' which shall be the governing body of the Academy.
8. Unless and until the Bye-Laws of the Academy otherwise provide the Council shall consist of the President, the Treasurer, the Secretary (Physical Sciences), the Secretary (Biological Sciences), the Secretary (Science Policy), the Secretary (Education and Public Awareness), the Foreign

Secretary and ten other members, all elected from the body of Fellows by the Fellows in general meeting. Members of the Council shall not be paid or receive any remuneration or fees for acting as such and no member of the Council shall be appointed to any salaried office of the Academy or any office of the Academy paid by fees.

9. The Council shall have the sole control, management and superintendence of the property, income, affairs and concerns of the Academy and may appoint such secretaries and officers as it deems necessary; and, if not contrary to or inconsistent with the provisions of this Our Charter or any Bye-Laws made hereunder or the laws and statutes of Our Commonwealth of Australia or any State or Territory thereof, may do all such acts as may appear to it to be necessary or desirable for the purpose of carrying into effect the objects of the Academy and in particular and without prejudice to the foregoing powers the Council shall have the following powers:
 - a. to accept any gift of property whether subject to any special trust or not for any of the objects of the Academy;
 - b. to invest any moneys of or belonging to the Academy in such manner as may from time to time be prescribed by the Bye-Laws of the Academy;
 - c. to borrow, raise or secure the payment or repayment of moneys in such manner as it may think fit;
 - d. to construct, maintain or alter any buildings or works necessary or convenient for the purposes of the Academy;
 - e. to sell, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Academy.
10. The Council may so far as it deems expedient delegate any of its powers (except this power of delegation) to committees including the Regional Advisory Committees for the time being of the Academy and any other committees established as hereinafter provided.
11. To enable the objects of the Academy to be carried out more effectually—
 - a. The Council may establish Regional Advisory Committees. Subject to the Bye-laws of the Academy, every Regional Advisory Committee shall be composed of Fellows normally resident within the region for which the Advisory Committee is established and such other persons as, by reason of their contributions to the advancement of science, are considered by the Council to be competent to act on the Advisory Committee;
 - b. the Council may also establish from time to time such other committees as it thinks expedient;
 - c. each Regional Advisory Committee (and each other committee) shall elect one of its number to be its Chairman;
 - d. unless and until otherwise provided by the Bye-laws of the Academy the Council shall appoint the members of the Regional Advisory Committees and other committees and may determine the terms for which the members thereof are respectively to hold office and make such rules for the conduct of their proceedings and otherwise regulate their activities as it thinks fit.
12. Unless and until the Bye-laws of the Academy otherwise provide, a general meeting, to be called the Annual General Meeting, shall be held at Canberra in the Australian Capital Territory in the second quarter in each year.

Other general meetings of the Fellows of the Academy, to be called Special General Meetings, may be convened by the Council at any time, and shall be convened by the Council on the requisition of such number of Fellows as the Bye-laws of the Academy from time to time prescribe.

Subject to the Bye-laws the Council may determine any question as to the notice to be given of or to any matter of procedure at any general meeting of the Fellows.

The Council may submit any question to the vote of the Fellows of the Academy by means of a ballot to be conducted in such manner as the Council (subject to the Bye-laws) may decide, and

the decision upon such a vote shall have the same force and effect as a resolution of the Fellows in general meeting.

13. A majority of not less than three-fourths of the Fellows present in person or by proxy and voting at a general meeting of the Fellows of the Academy specially called for the purpose of which due notice has been given or the like majority of the Fellows voting by means of a ballot as hereinafter provided shall have power from time to time to make such Bye-laws as shall seem requisite and convenient for the regulation, government and advance of the Academy its members and property and for the furtherance of its objects and purposes and from time to time to revoke or amend any Bye-laws or Bye-laws previously made but so that the same be not repugnant to these Presents or to the laws and statutes of Our Commonwealth of Australia or any State or Territory thereof; provided that no such Bye-law, revocation or amendment shall take effect until approved by Our Governor-General of Our Commonwealth of Australia. The Academy shall cause all such Bye-laws when allowed with the formal allowance to be printed and published in the official Gazette published by Our Government of Our Commonwealth of Australia.
14. Unless and until rescinded, varied or added to in accordance with the preceding Articles, the Bye-laws appended to this Our Supplemental Charter shall constitute the Bye-laws of the Academy.

AND LASTLY WE do grant and declare for US, Our Heirs and Our Successors that this Our Supplemental Charter shall be in all things valid and effectual in law according to its true intent and meaning and shall be taken, construed and adjudged in the most favourable and beneficial sense for the best advantage of the Academy as well in Our Courts of Record as elsewhere by all judges, justices, officers, ministers and other subjects of US, Our Heirs, and Our Successors any non-recital, mis-recital or other omission defect or thing to the contrary notwithstanding

Witness under my hand and the }
Great Seal of Australia on } (THE GREAT SEAL OF AUSTRALIA)
(18th September 2003) }

Michael Jeffery
Governor-General

BYE-LAWS

Adopted by a General Meeting on 12 November 1954 and approved by the Governor-General-in-Council on 6 April 1955. The dates of amendments made since 1987 are indicated in footnotes; the dates of amendments made prior to 1987 may be found in the *Year Book* for that year.

Chapter I: INTERPRETATION

In these Bye-Laws, unless the context indicates a contrary intention:

- ¹words importing a gender include any other gender;
- words importing the singular number include the plural, and *vice versa*;
- ²'in writing' and 'written' includes any means of reproducing and transmitting words, including electronically;
- ³'send' 'submit' and 'return' includes transmission/submission by electronic means such as, via email, the Internet and web-based systems;
- ⁴'election ballot' includes ballots conducted electronically, such as, via email or via web-based voting systems;
- ⁵'present' at meetings includes attendance via electronic means, such as, via teleconference or web conferencing software, except for the AGM (where Fellows must be physically present);
- ⁶'sign', 'signed' and 'signature' includes electronic signatures and agreement in writing sent to the Secretariat via electronic means;
- 'year' means calendar year;
- 'The Secretaries' means the Secretary (Physical Sciences) and the Secretary (Biological Sciences);
- ⁷persons may be deemed to be normally resident in Australia if their absence from Australia is due to their holding an academic or other appointment of a short-term or temporary character.

Chapter II: MEMBERSHIP

- Eligibility. **1** The Academy shall consist of Fellows and Corresponding Members, elected as hereinafter provided. Subject to Section 10 of this chapter, Fellows shall at the time of their election be normally resident in Australia and be eminent by reason of their scientific attainments and their researches in natural science. Corresponding Members shall be persons eminent by reason of their scientific attainments and discoveries but not normally resident in Australia.
- 2** At the date of the adoption of these Bye-Laws the Fellows of the Academy consist of the petitioners named in the first paragraph of the original⁸ Charter of Incorporation and the Fellows who have been elected in pursuance of the fifth clause of the original Charter.

¹ 09 June 2002.

² 11 December 2017. Amended to allow electronic transfer of information to and from Fellows.

³ 11 December 2017. Amended to allow electronic transfer of information to and from Fellows.

⁴ 11 December 2017. Inserted to allow 'electronic' voting for all Academy elections

⁵ 11 December 2017. Inserted to allow 'attendance' at committee meetings via electronic means, except at the AGM.

⁶ 11 December 2017. Inserted to allow electronic signatures and agreement sent, for example, via email confirmation.

⁷ 19 June 2002

⁸ 18 September 2003.

Ordinary Election of Fellows

- 3a** The ordinary election of Fellows shall take place annually.⁹
- Number to be elected. **b** Subject to Section 8 and Section 9 of this Chapter¹⁰, the number of Fellows to be elected in each year shall be twenty¹¹ and up to an additional four in milestone anniversary years (generally every 25 years)¹², until otherwise determined by an official election ballot¹³ passed by at least a two-thirds¹⁴ majority of Fellows voting. Such determination may be made from time to time and shall take effect immediately.¹⁵
- Sectional Committees. **4a** In order that the Council may be advised regarding the qualifications of candidates for election, it shall appoint, not later than the thirty-first day of July in each year, such number of Sectional Committees composed of Fellows as it thinks fit.
- b** ¹⁶On the advice of The Secretaries, the Council shall from time to time with respect to each committee:
- i) fix the number of Fellows of which it is to consist;
 - ii) prescribe its title and functions;
 - iii) appoint Fellows to serve as its members, including a Chair; and
 - iv) give directions for its guidance.
- c** Provided that:
- i) a Fellow who has been a member of any Sectional Committee for four consecutive years shall not be eligible for appointment to that committee for the next year;
 - ii) in exercising its powers under this Section the Council shall endeavour to ensure that the whole field of the natural sciences is adequately covered by Sectional Committees consisting of Fellows who are competent to assess the qualifications of candidates;
 - iii) any casual vacancy on any Sectional Committee may be filled by resolution of the Council at any time.
- Certificate of election. **5** Candidates for election shall be proposed by means of certificates, and the following provisions shall apply:
- a** certificates shall be in the form from time to time prescribed by the Council (subject to this Section);
 - ¹⁷**b** they shall specify the name,¹⁸ professional position and usual residence of candidates, shall contain a statement in less than 100 words of their qualifications (hereinafter called 'the citation'), and shall be accompanied by a complete list of their publications;
 - c** they shall be signed by at least four Fellows, one of whom shall sign as proposer and one as seconder;
 - d** Fellows signing the certificate will be deemed thereby to certify that to the best of their knowledge and belief the candidate is qualified to become a Fellow;

⁹ Originally elections of ordinary Fellows took place at the Annual General Meeting, commencing with the Annual General Meeting in 1955.

¹⁰ 11 December 2017. Minor correction – was 'subject to paragraph (a) of Section 8 and paragraph (f) of Section 9'.

¹¹ Originally five in 1954, increased to six in 1958; to nine in 1970; to 12 in 1992; to 16 in 2000; to 20 in 2012.

¹² 18 September 2003.

¹³ 18 September 2003.

¹⁴ 2 February 2000.

¹⁵ 18 September 2003.

¹⁶ 11 December 2017. Added 'On the advice of the Secretaries' to reflect current practice that The Secretaries provide advice to Council on the election process and that Council appoints members and Chairs.

¹⁷ 16 November 1993.

¹⁸ 11 December 2017. The 'rank' of the candidate was omitted as it is no longer requested.

Duties of
proposers and
supporters.

e candidates and their work must be known personally to the proposer and seconder; and other Fellows signing the certificate shall signify whether they support candidates from personal knowledge or from general knowledge of their work. Fellows (other than the proposer and seconder) who desire to sign the certificate of a candidate but find it impracticable to do so before the date prescribed in paragraph (g) below, may in writing request The Secretaries or either of them to append their names to that certificate as supporting a candidate either from personal knowledge or from general knowledge of their work; and shall thereupon be deemed to have signed the certificate. Such letter of request shall be kept by The Secretaries during the validity of the certificate and be available for inspection at the Rooms of the Academy upon demand by any Fellow;

f proposers shall obtain the consent of candidates to nomination and their agreement that, if elected, they will subscribe to the Obligation and pay the annual dues;

Certificates due
by 31 July.

g ¹⁹a certificate shall be received by The Secretaries not later than the thirty-first day of July²⁰ for consideration in the following election round;

h the date of the receipt of a certificate by The Secretaries shall be entered by them in the Register of Candidates to be kept pursuant to Section 15 of this Chapter;

i a certificate received by the date specified in paragraph (g) shall be valid for the next five annual elections; there may be attached to a certificate at any time supplementary information signed by the proposer and seconder named therein; corrections of fact may be made upon the certificate at any time if initialed by the proposer and seconder named therein and unmistakably marked as new matter, or, if either the proposer or seconder is unavailable by reason of death or otherwise, in their place by one of the other Fellows who signed the certificate;

j a certificate may be withdrawn by the proposer and seconder before the date specified in paragraph (g) or after the next following election;

k The Secretaries shall strike off the Register of Candidates any candidate who has been elected or whose certificate is no longer valid.

²¹ when a certificate for a candidate has expired after five annual elections, The Secretaries will not accept a new certificate until the second calendar year following the year of expiry.

List of candidates
to be sent to all
Fellows by 1 Sept.

6 Not later than the first day of September in each year, The Secretaries shall send to each Fellow a list of candidates whose names appeared on the Register of Candidates on the preceding second day of August. Such list shall be in alphabetical order, shall contain with respect to candidates a copy of the citation appearing in their certificates, and the names of the Fellows who have signed the certificates (the proposer and seconder appearing first in that order) and shall specify the number of elections for which certificates in respect of them have been valid.

Candidate
information to be
sent to Sectional
Committees
by 1 Sept.

7 Not later than the date prescribed in Section 6, The Secretaries shall send to each member of every Sectional Committee a complete list of candidates, in which candidates' names are placed under the heading or headings of the section or sections appropriate for their work. By the same date The Secretaries shall send to the members of the appropriate Sectional Committee or Committees lists of candidates' publications, also, with respect to candidates, the information, including supplementary information (if any), appearing in or attached to their certificates.

Chairs' written
reports to Council
by 17 Feb.

Each Chair of a Sectional Committee shall ascertain, either at a meeting of the members thereof or by correspondence with them, their views as to the most eligible candidate within the purview of this committee, and as to any comment or recommendation with respect to any other candidate or candidates which should be submitted to the Council. Where necessary or desirable, Committee members may

¹⁹ 11 December 2017. Amended to clarify the timing of the election process. Original words: 'a certificate shall be in the hands of The Secretaries not later than the thirty-first day of July immediately preceding the election.'

²⁰ 18 September 2003.

²¹ 26 November 1997.

seek opinions from other recognized experts in Australia or overseas. The Chair shall deliver to The Secretaries²² a written report to the Council not later than the seventeenth day of February²³ then next, setting out the names of the candidates recommended for consideration in order of merit and giving comments and recommendations with respect to them, in accordance with the opinions of the majority of the members of the Sectional Committee.

Election meeting/s of Council.

8a A meeting of the Council shall be held as soon as practicable after the first day of March in each year, at which the reports of the Sectional Committees shall be considered. At that or a subsequent meeting the Council shall resolve upon the names of candidates (from among those recommended by the Sectional Committees and corresponding in number to the number of Fellows to be elected as determined under paragraph (b) of Section 3) to be recommended by it for ordinary election under that paragraph as Fellow of the Academy: provided that, if the Council is of the opinion that the number of candidates whose scientific attainments and researches are such as to qualify them for membership of the Academy is less than the number so determined, it may resolve upon the names of a smaller number to be so recommended.

b in resolving upon its recommendations, the Council shall have regard to, amongst other things, the desirability of maintaining a just distribution of the membership of the Academy over the various branches of natural science.

Election ballot to be sent to all Fellows.

c An official election ballot²⁴ containing the names recommended by the Council in alphabetical order shall be sent to each of the Fellows at least fourteen days before the Annual General Meeting.

²⁵**9a** Fellows desiring to vote shall do so by sending to the Returning Officer an election ballot (being an election ballot sent in pursuance of paragraph (c) of the last preceding Section or one identical therewith). Before doing so, they may delete from the election ballot one or more of the names recommended by the Council; and may, if they think fit, replace any name so deleted by writing thereon the name of another of the candidates whose names appeared on the list sent to Fellows in pursuance of Section 6.

b An official election ballot on which the name of any candidate appears more than once shall be informal; and no name may be added except in replacement of a name recommended by the Council.

c Each Fellow who returns an official election ballot shall be deemed to cast one vote for each candidate whose name appears thereon and has not been deleted.

d Council shall appoint a Returning Officer who may determine any questions as to the procedure in the election and as to the validity or effect of any election ballot.

e The candidates, equal in number to the number recommended by the Council in the election ballot submitted by it, who receive the greatest number of votes shall be declared elected; provided that (subject to paragraph (f) hereunder) no candidate whose name appears on less than two-thirds of the official election ballots returned shall be declared elected.

f If two or more candidates for the last place or places to be filled receive an equal number of votes, a supplementary poll or polls shall be taken in such manner as the Returning Officer directs. Candidates shall not be declared elected as the result of any supplementary poll unless in the course of such poll, or on a resolution for their election, they have received the votes of not less than two-thirds of the Fellows voting.

²² 11 December 2017. 'Executive Secretary' was replaced with 'The Secretaries' to reflect current practice.

²³ 18 September 2003.

²⁴ 18 September 2003.

²⁵ 19 June 2002.

Special Election of Fellows

- Number which may be elected. **10** ²⁶Each year the Council may deem it desirable that the Academy elect to Fellowship up to four persons whose election would expand the diversity of the Fellowship and be of signal benefit to the Academy and to the advancement of science.
- Qualifications for special election. ²⁷Specially elected Fellows will have: rendered conspicuous service to the cause of science OR; demonstrated outstanding innovation or entrepreneurial spirit through the translation of the results of scientific research that have led to global impact.
- Council ballot. Accordingly, the following provisions shall apply:
- a** at a meeting to be held as soon as practicable after the first day of March in each year the Council may nominate for special election as a Fellow up to four persons⁽²⁶⁾ who in its opinion are within the terms of the preamble to this Section; but no such nomination shall be made unless upon a ballot of the members of the Council at least nine votes have been cast in favour of the nomination being made. In determining the nomination, Council may interview the proposer of the person for nomination for special election;²⁸
- b** ²⁹nomination shall be by means of a certificate, and the provisions of paragraphs (a) to (d) inclusive of Section 5 of this Chapter shall apply thereto, except that no list of publications need be furnished;
- c** an official election ballot containing a resolution for the election of the person/s nominated for special election³⁰ along with particulars of any nomination, and the information contained in the certificate by means of which it is made, shall be sent to each Fellow at least fourteen days before the Annual General Meeting;
- Election ballot. **d** the nominee shall be declared elected if a resolution for his or her election is passed by a majority of not less than two-thirds of the Fellows voting;³¹
- e** ³²Council shall appoint a Returning Officer who may determine any questions as to the procedure in the election and as to the validity or effect of any official election ballot and shall supervise the counting of votes.

Corresponding Members

- Eligibility. **11** The Council may from time to time by resolution elect as a Corresponding Member of the Academy a person who in its opinion is eminent in respect of scientific discoveries and attainments but who is not normally resident in Australia provided that:
- Number which may be elected. **a** not more than two persons may be elected in any year;
- b** no such election shall be made if it would make the number of Corresponding Members for the time being exceed one-tenth of the number of Fellows for the time being;
- Council ballot. **c** such resolution has been carried with at least nine votes cast in favour of the resolution;
- d** a Corresponding Member shall not be required to pay any subscription, shall not be eligible for membership of Council or any Sectional Committee, and shall not be entitled to receive notice of or to vote at any General Meeting of the Academy.

²⁶ 25 February 2019. Replaced, 'From time to time the Council may deem it desirable that the Academy should elect to Fellowship a person who has rendered conspicuous service to the cause of science or whose election would be of signal benefit to the Academy and to the advancement of science', to increase the number which may be elected each year from one to up to four.

²⁷ 25 February 2019. Inserted new paragraph to expand the criteria for special election to include high-profile industry leaders, technological innovators and entrepreneurs.

²⁸ 18 September 2003.

²⁹ 25 February 2019. Removed, 'normally not more than one person shall be specially elected each year, ^[01 February 2012] with the exception of milestone anniversary years (generally every 25 years) for the Academy in which up to three persons may be specially elected' ^[18 September 2003] in line with the change in the number which may be elected.

³⁰ 18 September 2003.

³¹ 18 September 2003.

³² 18 September 2003.

12 Royal Fellows³³

The Council may from time to time by resolution elect as a Royal Fellow of the Academy a Royal Prince or Princess who, in its opinion, is eminent in respect of his or her interest in science; provided that such resolution has been carried with at least nine votes cast in favour of the resolution.

Register of Members

- 13 The Secretaries shall keep a³⁴Register of Members, in which shall be entered the name, address and date of election of each Fellow and Corresponding Member and such other particulars as the Council may from time to time determine.

Charter Book and Obligation

- Signing of Charter Book. 14 ³⁵There shall be a Charter Book that Fellows shall sign at an induction ceremony held in the week of the Annual General Meeting held after the date of their election, or within such period thereafter as the Council may permit. In signing they shall subscribe the following Obligation, which shall be written at the head of each page.

The Obligation. *I hereby solemnly promise to promote, declare and disseminate scientific knowledge, and to serve the Academy according to its Charter and Bye-Laws, provided that whenever under my own hand I notify the President that I wish to resign from the Academy I shall be free from this obligation.*

Corresponding Members shall sign the Charter Book at the first convenient opportunity after their election, but shall not be required to subscribe the Obligation.

Register of Candidates

- 15 ³⁶The Secretaries shall also keep a Register of Candidates, in which shall be entered the name, position, institution and State of each candidate for ordinary election (submitted in accordance with Section 5 of this Chapter) the date of receipt of the certificate, and such other particulars as the Council may from time to time determine.

Subscriptions

- Due by one month after the AGM. 16 Fellows shall pay, for the year in which they are elected and for each calendar year thereafter while they remain Fellows, a subscription of such amount as is prescribed from time to time by the Council. The subscription for each year shall become payable one month after the Annual General Meeting. In exceptional circumstances the Council may remit all or part of a Fellow's subscription for any year or years.

Termination of Membership

- 17 Fellows shall cease to be members of the Academy upon the happening of any of the following events:
- a if they resign by notice in writing to the President;
 - b if they are in default for two consecutive years in the payment of the subscription and the Council resolves that they shall cease to be a member; provided that, on payment of all arrears of subscriptions, a Fellow may be reinstated as a member by resolution of the Council;

³³ 11 December 2017. This section moved from '9a' to correct a numbering error (in Section 11) and to give Royal Fellows its own section '12'.

³⁴ 11 December 2017. Removed the words 'book called the' Register of Members. The Fellowship Office maintains an electronic Directory of Fellows (with name, contact details and date of election) which is available to all Fellows online.

³⁵ 11 December 2017. Originally, new Fellows signed the Charter book at the AGM, they now sign at the new Fellows' Induction Ceremony held during the week of the AGM.

³⁶ 11 December 2017. Removed the words 'book called the' Register of Candidates, to reflect current practice. The old 'Register of Candidates' is a book in which candidate details were handwritten. All candidate details are now captured and recorded electronically. The new Register of Candidates records the name, position, institution and State of each candidate. The words 'name and address of each candidate' were replaced with 'name, position, institution and State'.

- c if a resolution is passed by ballot of the members of the Council to the effect that in its opinion they have been guilty of conduct detrimental to the Academy; and the following provisions shall apply with respect to any such resolution:
 - i) before it is submitted to such ballot, the Fellow shall be informed of the conduct complained of and given a reasonable opportunity to show cause against his or her expulsion; and
 - ii) if less than nine members of the Council vote in favour of it, it shall be deemed to have lapsed.

Chapter III: THE COUNCIL AND OFFICERS

The Council

- Membership. **1a** The affairs of the Academy shall be managed by a Council consisting of:
- ³⁷i) seven Officers, namely, the President, the Treasurer, The Secretaries, the Secretary (Science Policy), the Secretary (Education and Public Awareness) and the Foreign Secretary,
 - ii) five ordinary members representing physical sciences, and
 - iii) five ordinary members representing biological sciences.
- b** The Council may exercise all the powers of the Academy which are not by the Charter or Bye-Laws required to be exercised by a general meeting of the Fellows.
- Standing Orders. **c** The Council may regulate the affairs of the Academy by means of Standing Orders, provided that such orders are not contrary to the Charter or the Bye-Laws of the Academy. Such Standing Orders may be made, amended or repealed at any Council meeting, provided that notice of the proposed new Standing Order, amendment, or repeal has been given at the preceding Council meeting.
- Term of office. **d** Subject to Section 8 of this chapter, members of Council ³⁸shall hold office from the conclusion of the Annual General Meeting immediately following their election until the conclusion of the Annual General Meeting in the year in which their term of office expires.
- ³⁹e** The term of office of the President, Treasurer, The Secretaries, the Secretary (Science Policy), the Secretary (Education and Public Awareness) and Foreign Secretary shall be four years. The term of office of an ordinary member of Council shall be three years. Fellows shall not be eligible for re-election to Council in the same capacity in the year in which they complete their term of office.
- Nominations to Council. **f** Subject to paragraphs (a), (e) and (g) of this Section, any Fellow may be nominated for any vacancy on Council by any four other Fellows. Before the nomination is made, the consent of the nominee must be obtained by the proposers. A Fellow shall not accept nomination for more than one vacancy.
- Council vacancies and nominations to be sent to all Fellows by 14 Sept. Further nominations to be received by 1 Nov. **g** Not later than the fourteenth day of September in each year, Council shall cause to be sent to each Fellow a paper setting out the number of vacancies to be filled at the succeeding Annual General Meeting. The paper shall specify the title of each vacancy for Officer and the number of vacancies for ordinary members (physical sciences) and ordinary members (biological sciences). The paper shall include a list of names of Fellows, ⁴⁰one for each ordinary member position, one for the position of President and up to two for each other Officer vacancy, nominated by Council. In accordance with paragraph (f) of this Section, Fellows may submit further

³⁷ 19 June 2002. Increased from six to seven Officers.

³⁸ 11 December 2017. To clarify when a Council member's term of office commences, the words 'shall be elected at the AGM' were removed and, shall hold office 'from the conclusion of the AGM immediately following their election' was added. Council members are elected through the Council election process (described further below) not at the AGM.

³⁹ 19 June 2002.

⁴⁰ 11 December 2017. Originally 'one for each vacancy, nominated by Council'. The change to 'up to two for each other Officer' vacancy was a recommendation by the Governance Review in 2016, to further engage the Fellowship in the election process for the Officer positions of Council.

nominations for the vacancies, in writing, to The Secretaries not later than the first day of November.

Council election
ballot to be sent
to all Fellows
by 14 Nov.

412 Not later than the fourteenth day of November in each year the Council shall cause to be sent to each Fellow an official election ballot containing all the nominations for the vacant seats on Council.

3a If only one nomination for any vacant office has been made, the Fellow nominated shall be declared elected.

b If the number of nominations for ordinary members representing physical sciences equals the number of vacancies, then the Fellows nominated shall be declared elected; with a similar provision in respect of ordinary members representing biological sciences.

c If there is more than one nomination for a post of Officer, or if there are more nominations than vacancies for ordinary members representing physical sciences or biological sciences, then the following voting procedure shall apply:

Fellows wishing to vote shall do so by writing against the name of each candidate for a particular office a number indicating their order of preference for that candidate, commencing with the number 1 for the most preferred candidate and continuing until consecutive numbers have been assigned to all those candidates for whom it is desired to vote. An official election ballot on which not all candidates have been assigned consecutive numbers shall be valid only to the first omitted number.

d Fellows wishing to vote shall do so by completing the official election ballot in accordance with instructions provided with the ballot and returned⁴² to The Secretaries no later than the ⁴³twenty-eighth day of November. Election ballots received after this date shall not be valid. Counting of votes shall not commence before this closing date.

e Before each election the Council shall appoint a Returning Officer who shall determine any question as to procedure in the election and as to the validity or effect of any election ballot, and shall supervise the counting of votes.

f Upon the first counting of election ballots votes shall be distributed among the candidates in accord with the first preferences (indicated by the number 1). The candidate receiving the least number of first preferences shall be eliminated and his or her votes distributed among the remaining candidates in accord with their indication of second preference. The candidate now holding the smallest total number of votes shall again be eliminated and his or her votes distributed among the remaining candidates ranking next in preference on each individual election ballot. This procedure shall be continued until the number of candidates remaining is equal to the number of vacancies. The remaining candidates shall then be declared elected.

g If there is an equality of votes among the least favoured candidates at any stage of this procedure, then the candidate having the least number of votes before the immediately preceding distribution of preferences shall be eliminated. If this procedure does not resolve the difference then the preceding distribution stage shall be similarly considered and so on. If these procedures fail to resolve the matter then the candidate to be eliminated shall be determined by lot.

h For the purpose of determining the term of office in accordance with Section 1 (d), members of Council on the 1st day of May 1974, shall be deemed to have served the number of years elapsing since their first election to that office or seat on or after the Annual General Meeting in 1970.

⁴¹ 06 September 1983.

⁴² 18 September 2003.

⁴³ 11 December 2017. Originally election ballots (sent out by 14 November) were due by the '1st day of February'. This has been changed to 28th November to allow Fellows 14 days to submit their vote, the same time as for the new Fellow's ballot. The earlier declared result allows new members to attend a Council meeting as an observer prior to taking up their role in May and for a longer hand-over period for new Officers on EXCOM.

Two Vice-Presidents to be appointed by Council at the first meeting after the AGM.

Procedures for meetings of Council.

Quorum shall be nine.

Council voting.

Filling of casual vacancies.

- 4** At the first meeting of the Council after the Annual General Meeting, the Council, on the nomination of the President, shall appoint two of its members as Vice-Presidents, to hold office as such until the conclusion of the next Annual General Meeting.
- 5a** Meetings of the Council may be convened by the President or The Secretaries.
- b** Except as otherwise decided by the Council, **or** in special circumstances, by the President, meetings shall be held in Canberra.
- c** The Council shall meet at least four times in each year, and at intervals no longer than four months.
- d** Unless otherwise determined by resolution of the Fellows in General Meeting, the quorum for a meeting of the Council shall be ⁴⁴nine. No business shall be transacted at any meeting unless a quorum is present at the commencement of the meeting; provided that the decisions (not requiring any specified number or majority of votes) of a meeting at which a quorum is not so present shall be valid if ratified by the resolution of a subsequent meeting at which a quorum is present, or by the written approval of a sufficient number of members of the Council to constitute a quorum.
- e** Except as otherwise provided by the Charter or the Bye-Laws, all questions before the Council shall be decided by a majority of votes, the Chair having a deliberative, and, in the case of an equality of voting, a casting vote.
- f** Voting at meetings of the Council shall be upon the voices or by show of hands, unless the Charter or Bye-Laws require a ballot, or a ballot is demanded by a member before the declaration of the result of a vote upon the voices or by a show of hands or immediately thereafter and before the Council proceeds to the next business.
- g** A ballot shall be taken in such manner as the Chair directs.
- h** The President, if present, shall take the Chair at every meeting of the Council. In his or her absence, the meeting shall elect one of the Vice-Presidents, or, if neither of them is present, one of the other members, to act as Chair thereof.
- 6** A resolution in writing signed by all the members of the Council who are for the time being in Australia shall be as valid and effectual in all respects as if it had been passed at a meeting of the Council duly convened.
- 7** Members of the Council who fail to attend two consecutive meetings of the Council without leave of absence from one or both of them having been granted to them shall cease to be a member of the Council unless it otherwise determines.
- 8** Any casual vacancy occurring in any office or seat on the Council shall be filled by resolution of the Council, and the Fellow so appointed shall hold office until the conclusion of the next Annual General Meeting. Such tenure of office by the appointee shall not be taken into account for the purpose of paragraph (e) of Section 1 of this Chapter.
- 9** A report on every meeting of the Council shall be sent to each Fellow as soon as practicable after the meeting.

The President

- 10** The President shall preside at every general meeting of the Academy and meeting of the Council at which he or she is present.

The Secretaries

- ⁴⁵**11** The Secretaries shall be responsible for recording the proceedings of the Academy, for the keeping of the minutes of general meetings of the Academy and of the meetings of the Council, for the conduct of the Academy's correspondence, for the keeping of its records, for its publications, and for all other business except that

⁴⁴ 11 December 2017. Council quorum was originally 'eight'. 'Nine' is a majority of its seventeen members.

⁴⁵ 19 June 2002.

relating to finance, science policy, education and public awareness and international relations.

The Secretaries or one of them or in emergency a Fellow appointed by the President to act in their stead shall attend all general meetings of the Academy and meetings of the Council.

The Foreign Secretary

- a** The Foreign Secretary shall be responsible, subject to the direction of the Council, for the international relations of the Academy and for the conduct of the relevant correspondence.

The Secretary (Science Policy)

- 46b** The Secretary (Science Policy) shall be responsible, subject to the direction of the Council, for the Academy's relations with government and other bodies on matters of science policy.

The Secretary (Education and Public Awareness)

- 47c** The Secretary (Education and Public Awareness) shall be responsible, subject to the direction of Council, for the Academy's relations with national organisations concerned with science education, including mathematics, and public awareness.

The Treasurer and the Finance, Audit and Risk Management Committee (FINCOM)

Responsibilities
of the Treasurer.

- 12a** The Treasurer shall oversee and actively monitor the Academy's budgets, finances, investments, funds under management, strategic risk management and audit, and shall advise and assist Council in these matters. The Treasurer presents the financial report to the Fellowship at the Annual General Meeting.
- b** In the opinion of the President, if the Treasurer is unable to perform his or her duties, or is unfit to act, the President may appoint a member of Council to act as Treasurer until a new Treasurer is appointed by Council.

Council to
appoint members
at first meeting
after the AGM.

- 13a** At its first meeting after the Annual General Meeting in each year, the Council shall appoint a Finance, Audit and Risk Management Committee of seven members consisting of: the Treasurer (Chair); the President (Ex-Officio); one Council member (who is not an Officer); one Fellow (who is not on Council); and up to three external members. One of the external members (with appropriate experience) will be appointed by Council as the Chair of Audit. The Chair of Audit will advise and assist the Treasurer to oversee his or her portfolio responsibilities and will Chair the Committee when audit-related matters are before it.
- b** The Committee shall normally meet at least four times in each financial year and further meetings may be convened by the Treasurer or the President, as required.
- c** The Treasurer shall preside at every meeting of the Committee but in his or her absence the Committee shall elect one of its members (who is a Fellow) to act as Chair of the meeting.
- d** A quorum of a meeting of the Committee shall be four, including the Treasurer and the Chair of Audit.
- e** The Finance, Audit and Risk Management Committee shall provide assurance, advice and assistance to Council on the Academy's risk management, compliance, audit and governance frameworks, and its internal and external accountability responsibilities including in relation to financial statements and reporting. Annually, it will recommend to Council a budget for the Academy including any expenditure from the Academy's reserves and/or endowments. The Council may delegate to it, subject to such conditions (if any) as the Council thinks fit, the power to manage the investment of funds, including the power to select, purchase, sell and otherwise manage the investments.

⁴⁶ 19 June 2002.

⁴⁷ 19 June 2002.

NB: Additional footnotes to be added for the 2020 FINCOM changes, following date of Gazettal.

Chapter IV: FINANCES AND ACCOUNTS

Expenditure of Funds

- Authority for expenditure.
- 1a** Subject to this Section, no expenditure by or on behalf of the Academy or of the funds of the Academy shall be incurred or made without the authority of the Council.⁴⁹
- b** The Council may delegate to any committee the power to authorise expenditure to be incurred or made, provided that particulars of expenditure so authorised shall be submitted by the Chair of the Committee to the next meeting of the Council after it is authorised.
- c** Any such delegation may be made subject to such conditions, and to such restrictions as to amount, locality, subject matter or otherwise as the Council from time to time prescribes.
- d** Any such committee may, if the Council so decides, include a Fellow who is not a member of the Council.
- e** Bye-Law omitted.⁵⁰

Banking Accounts and Disbursements of Funds

- Signing of cheques.
- 3** Cheques and other negotiable instruments drawn made or accepted on behalf of the Academy shall be signed by the Treasurer or his or her deputy and by such other person (whether a member of the Council or not) as the Council from time to time determines.⁵¹
- 4** Cheques and other negotiable instruments for collection and crediting to a banking account of the Academy may be endorsed by any member of the Council or by the Chief Executive⁵² or by such other person as the Council from time to time prescribes.
- 5** No banker or other person paying or dealing with any cheque or negotiable instrument signed in accordance with Sections 3 and 4 of this chapter shall be concerned to inquire whether any of the provisions of Section I have been complied with.

Investments⁵³

- 6a** The funds of the Academy shall be invested according to the policy determined by Council and embodied in a Standing Order titled 'Investment Policy'.
- b** No investment of the funds of the Academy or of any trust moneys under its control shall be made except in the manner specified in the Standing Order.

Annual Accounts

- Summary of the annual accounts to be submitted to the AGM.
- 7a** ⁵⁴The Council shall cause to be submitted to the Annual General Meeting in each year a balance sheet and a statement of income and expenditure, together with a statement showing the consolidated position of the trust funds, all made up to the previous thirtieth day of June.
- b** Such balance sheet and statement shall be prepared by the Treasurer and submitted for the consideration of the Council at a meeting held in October ⁵⁵prior to the General Meeting to which they are to be presented.
- c** Before being so submitted they shall be audited and their correctness ascertained.

⁴⁹ 18 September 2003.

⁵⁰ 18 September 2003. Bye-Law regarding Running Expenses Account removed as no longer in keeping with practice.

⁵¹ 18 September 2003.

⁵² 11 December 2017. The title of 'Executive Secretary' was changed to 'Chief Executive' in 2008.

⁵³ 02 February 2000.

⁵⁴ 11 December 2017. Minor updates to this section in terminology. The balance sheet and summary of the Annual accounts are included in the Annual Report, which is tabled at the AGM (and made available to Fellows online).

⁵⁵ 11 December 2017. The words 'next before' were replaced with the words 'prior to'.

Annual accounts to be sent to all Fellows by 31 Oct.

- d** By the thirty-first day of October in each year copies of such balance sheet and statements shall be sent to every Fellow.

Audit

- 8** Once at least in every year the accounts of the Academy shall be examined and the correctness of the balance sheet and financial statements ascertained by an Auditor.
- 9** The Auditor shall be elected at the Annual General Meeting. Any casual vacancy in the office of Auditor shall be filled by appointment by the Council, and the Auditor so appointed shall hold office until the conclusion of the next Annual General Meeting.
- 10** An Auditor shall not be a Fellow of the Academy or a candidate for election as such.
- 11** The remuneration of the Auditor shall be fixed by the Annual General Meeting, or, if it so decides, may be left for the determination of the Council.

Chapter V: GENERAL MEETINGS

AGM to be held before the last Thursday in May.

- 1** An Annual General Meeting of the Academy shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and at such time and place as the Council decides. Unless for special reasons the Council otherwise determines, each Annual General Meeting shall be held in Canberra before the last Thursday in May.⁵⁶

Special meetings.

- 2** A Special General Meeting of the Academy may be convened by the Council at any time, and the Council shall convene such a meeting on the written requisition of ten percent⁵⁷ of the Fellowship, and in this case the meeting shall be convened for a date not later than sixty days after the receipt of the requisition.

Notice of meetings.

- 3** Not less than twenty-one days' notice of every general meeting specifying the place, day and hour of meeting and, in the case of special business, the general nature thereof, shall be sent to each of the Fellows: provided that the accidental omission to give notice of any meeting to or the non-receipt of any notice by any of the Fellows shall not invalidate the proceedings of any meeting.

Ballot in lieu of vote at a General Meeting.

- 4** The Council may submit any question to the vote of the Fellows by means of an official election ballot to be conducted in such manner as the Council decides, and the decision upon such a vote shall have the same force and effect as a resolution of the Fellows in general meeting.

Business of the AGM.

- 5** The business of the Annual General Meeting shall be:
- a** to receive and consider the Report of the Council;
 - b** to receive and consider the balance sheet, statement of receipts and expenditure, and other financial statements (if any), and the Auditor's Report.
 - c** to receive and consider reports from Regional Advisory Committees;
 - d** to elect Auditors, and, if so decided, to fix their remuneration;
 - e** ⁵⁸to note any election of a President, Treasurer, The Secretaries, the Secretary (Science Policy), the Secretary (Education and Public Awareness), the Foreign Secretary⁵⁹ and ordinary members of the Council in accordance with the provisions of Chapter III; and

⁵⁶ 18 September 2003.

⁵⁷ 11 December 2017. The word 'percent' added. Since the Bye-Laws were written in 1954 (when there were 64 Fellows), 'ten' was the number of Fellows required to call a Special General Meeting of the Fellowship. Changing this to a percentage (10%) of the Fellowship will mean that this will not need amending again in the future as the Fellowship continues to grow.

⁵⁸ 11 December 2017. The words 'to elect' changed to 'to note any election of'. These positions are no longer 'elected' at the AGM as Council elections are conducted in November, if required – refer to Chapter III: 2-3.

⁵⁹ 18 September 2003.

- f to transact any other business which may, consistently with the Charter and Bye-Laws, be transacted at a general meeting.
- Notice of special business to be given at least 14 days before the AGM. **6** All business transacted at the Annual General Meeting other than that specified in paragraphs (a) to (f) of the last preceding Section, and all business transacted at a Special General Meeting, shall be deemed special. No special business shall be brought forward at the Annual General Meeting unless at least fourteen days' notice of it has been given in writing to The Secretaries or the Council has approved of its submission to the meeting. No business shall be transacted at a Special General Meeting other than that the general nature of which has been set out in the notice convening the meeting.
- Quorum. **7** Fifteen percent of the Fellowship⁶⁰ personally present shall be a quorum for a general meeting. No business shall be transacted unless a quorum is present at the commencement of business.
- Chair. **8** The President shall be entitled to take the chair at every general meeting at which he or she is present; but in his or her absence from any general meeting may nominate one of the Vice-Presidents who shall be entitled to take the chair thereat; but if neither of the Vice-Presidents has been so nominated, the Fellows present shall choose a Vice-President, or, if neither of the Vice-Presidents be present, one of the other members of the Council, as Chair of the meeting.
- Adjournments. **9** The Chair of a general meeting may, with the consent of the meeting, adjourn it from time to time for an agreed period but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for more than six days, notice of the adjourned meeting shall be given to the Fellows; but in case of a shorter adjournment no notice need be given to any Fellow.
- Procedures and voting. **10** Except as otherwise provided by the Charter or Bye-Laws, all questions before a general meeting shall be decided by a majority of the votes of the Fellows present (including the Fellows voting by proxy)⁶¹ the Chair having a deliberative, and, in the case of an equality of voting, a casting vote.
- 11** Every question submitted to a general meeting shall be decided upon the voices or by a show of hands, unless the Charter or Bye-Laws require a ballot, or a ballot is demanded by one of the Fellows present either before the declaration of the result of a vote upon the voices or by a show of hands or immediately thereafter and before the meeting proceeds to the next business.
- 12** A ballot, if so required or demanded, shall be taken in such manner as the Chair of the meeting directs.
- 13** On a show of hands and on a ballot, each Fellow present shall have one vote, subject to Section 10 of this Chapter.

Chapter VI: COMMITTEES

- 1a** The Council may from time to time appoint such Committees as it thinks expedient for any of the purposes of the Academy.⁶²
- 2** The Council shall appoint Sectional Committees for the purpose of Sections 4, 7 and 8⁶³ of Chapter II of these Bye-Laws, and to advise it generally on sectional matters.

⁶⁰ 11 December 2017. The words 'Fifteen Fellows' replaced with 'Fifteen percent of the Fellowship'. The quorum of 15 Fellows for a general meeting was set in 1954 (when there were 64 Fellows).

⁶¹ 11 December 2017. The words 'including the Fellows voting by proxy' added. Clause 13 of the Supplemental Royal Charter allows voting by proxy at General Meetings.

⁶² On 11 July 1984, Council delegated making and implementing day-to-day decisions on the routine business of the Academy on all matters, except those specifically designated, to the Officers of Council acting as the Executive Committee' (EXCOM).

⁶³ 11 December 2017. The words 'Section 4' changed to 'Sections 4, 7 and 8', as these sections are also relevant.

- Regional Advisory Committees.
- 3 The Council may appoint Regional Advisory Committees, composed as provided by paragraph (a) of Clause 12 of the Charter. Persons who are not Fellows may be nominated by notice in writing to the Council by a Fellow who has personal knowledge of their qualifications.
- 4 (Repealed)
- Terms of membership.
- 5 The Council shall determine from time to time the terms for which the members of Committees are to hold office and may make rules for the conduct of their proceedings.
- Annual report to be considered at the AGM.
- 6 The Chair of each Regional Advisory Committee and of each Standing Committee shall make an annual report to the Council upon its activities for the consideration of the Annual General Meeting of the Academy.
- 7 A meeting of a committee may be convened at any time by its Chair, and shall be convened by the Chair thereof within thirty days after a requisition for such meeting, signed by any three of its members, or signed by one of The Secretaries, or the Chief Executive⁶⁴ under the direction of the Council, has been received by such Chair. Any such requisition may specify a matter which the Committee concerned is required to consider, and the Committee shall consider the same and make a report thereon to the Council.
- 8 Each Regional Advisory Committee shall meet at least once in every year.

Chapter VII: GENERAL AND ADMINISTRATIVE

Non-disclosure of Confidential Business

- 1 Unless otherwise determined by the Council, all business transacted at a general meeting of the Academy, or at a meeting of the Council or any Committee, shall be treated as confidential to the members of the Academy and the other members (if any) of the committee.

Minutes

- 2 ⁶⁵The Council shall cause minutes to be made which record all decisions, resolutions and proceedings of every general meeting and of every meeting of the Council. Such minutes shall be approved at the next meeting whereupon they shall be regarded as conclusive evidence of the facts therein stated. The approved minutes will then be made available to Fellows and archived.

Chief Executive⁶⁶

- 3a The Council may appoint a Chief Executive and determine his or her remuneration and conditions of employment.
- b No Fellow shall be appointed to or hold the position of Chief Executive.
- ⁶⁷c The Chief Executive shall be responsible to the President.
- d Subject to paragraph (c) of this Section, and to the directions of the Council, the Chief Executive shall administer the affairs of the Academy, control its staff, offices and library and have the care of its records and archives. The Chief Executive shall have financial autonomy within agreed budget and as per the current Delegations Policy.

⁶⁴ 11 December 2017. The words 'Executive Secretary' changed to 'Chief Executive', as per Council decision in 2008.

⁶⁵ 11 December 2017. The words in this section changed from 'The Council shall cause minutes to be made in books provided for the purpose of all resolutions and proceedings of every general meeting and of every meeting of the Council, and any such minutes if signed by the Chair of the meeting to which they relate or at which they are read shall be received as conclusive evidence of the facts therein stated', to clarify the process for minute-taking and archiving of Academy records.

⁶⁶ 11 December 2017. 'Executive Secretary' changed to 'Chief Executive' and from here on in this document.

⁶⁷ 19 June 2002.

- e Unless otherwise provided by The Secretaries, the Chief Executive shall attend the meetings of the Council,⁶⁸ the Executive Committee (EXCOM) and the Finance Audit and Risk Management Committee and shall be responsible for the minutes of the proceedings thereof.

Common Seal

- 4a The Chief Executive shall be responsible for the safe custody of the Common Seal of the Academy.
- b Every instrument to which the Common Seal is to be affixed shall normally be passed and sealed in Council but when urgency demands an instrument may be passed and sealed by order of the President or a Vice-President in the intervals between meetings of the Council. Every such occasion of urgency shall be reported at the next meeting of the Council. Every instrument to which the Common Seal is affixed shall be signed by any two of the Officers of the Academy.

Dissolution Clause⁶⁹

- 5 In the event of the Australian Academy of Science being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members

Chapter VIII: REVOCATION OF, AMENDMENTS, OR ADDITIONS TO BYE-LAWS

Each proposal to change or repeal a Bye-Law, or to make a new Bye-Law shall be given to The Secretaries in writing and shall specify exactly the alterations proposed. The next two meetings of Council shall consider the proposed alteration, and Council shall recommend that the alterations be (a) approved or (b) rejected or (c) approved with amendment. Council shall then submit the proposal together with its recommendations to Fellows, either at the next Annual General Meeting⁷⁰, a Special General Meeting convened as in Chapter V, or by a ballot as Council determines.

If the proposed alteration receives the affirmative votes of not less than three-fourths of the Fellows voting as specified in Clause 13 of the Supplemental Charter⁷¹, it shall be submitted for the approval of the Governor-General⁷², and shall take effect from the date of formal allowance as published in the official Gazette of the Commonwealth of Australia.

Witness under my hand on 15 April 2020

General David Hurley AC
Governor-General

⁶⁸ 11 December 2017. The words 'shall attend the meetings of the Council and shall take minutes of the proceedings thereof' were replaced with 'shall attend the meetings of the Council, the Executive Committee (EXCOM) and the Finance Committee and shall be responsible for the minutes of the proceedings thereof'.

⁶⁹ 11 December 2017. Dissolution Clause inserted to satisfy the requirements of registration for the Australian Charities and Not for Profit Commission.

⁷⁰ 11 December 2017. The words 'the next Annual General Meeting' added.

⁷¹ 11 December 2017. 'Clause 14 of the Charter' changed to 'Clause 13 of the Supplemental Charter'. The Bye-Laws should reference the Supplemental Charter only. This change should have been made when The Royal Charter was revoked in 2003.

⁷² 18 September 2003.