

MODEL RULES FOR AN INCORPORATED ASSOCIATION

(Schedule 4, Regulation 12 of the *Associations Incorporation Reform Regulations 2012* (Vic))

PART 1 - PRELIMINARY

1. Australasian Proteomics Society

The name of the incorporated association is the Australasian Proteomics Society ("***the Association***").

2. Purposes

- (1) The purposes of the Association are:
 - (a) to organise and manage symposia, conferences and business meetings concerning Australasian Proteomics;
 - (b) to publish a book of abstracts of proceedings from each conference;
 - (c) to generally promote the field of proteomics research in Australia;
 - (d) to acquire and dispose of any real or personal property and to grant rights and to acquire rights over any real or personal property;
 - (e) to support or subscribe to any charitable or public bodies;
 - (f) to borrow, or raise money on such terms and by such means (including by way of bank overdraft, drawing, discounting or otherwise dealing with bills exchange or raising and securing direct loans for fixed terms or otherwise) as the Committee determines and to secure the payment of any debt, liability or engagement incurred, undertaken or entered into by the Association by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association or by mortgage or charge of all or any part of the property and assets of the Association;
 - (g) to give either a loan or, jointly and severally with any person, any guarantee or indemnity for the payment of money or the performance of any contract, obligation or undertaking by any person, and to secure any manner whatsoever the obligations of the Association under any such guarantee or indemnity;
 - (h) to invest and deal with monies of the Association not immediately required upon such securities and investments and generally in such manner Committee determines;
 - (i) to do all such things as may be incidental or conducive to the attainment of

the purposes of the Association or otherwise to advance the interests of the Association;

- (j) to act as a liason and to facilitate interactions with both local, national and international bodies of like societies involved in proteome research and proteome-related programs and projects and providing support for or assistance with their activities (e.g., Human Proteome Organisation (**HUPO**) and various International Proteomic and Biochemistry Societies);
- (k) to promote the national/international exchange of knowledge and research techniques via training fellowships, instructional courses and workshops, as well as organization and funding for international meetings;
- (l) to collect and distribute information on proteome-related programs and projects as a national resource;
- (m) to promote open access to major State and National Facilities and resources for proteome discovery, analysis and training; and
- (n) to dialogue with various State and Commonwealth Government jurisdictions (including the National Health and Medical Research Council (**NHMRC**) and Australian Research Council (**ARC**)) regarding the funding, growth, development, commercialisation and implementation of proteomics.

3. *Financial Year*

The financial year of the Association is each period of 12 months ending on 31 December.

4. *Definitions*

- (1) In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Reform Act 2012* (Vic) and includes any regulations made under that Act;

"**chairperson**" of a general meeting or committee meeting means the persons chairing the meeting

"**committee**" means the committee having management of the business of the Association;

"**committee meeting**" means a meeting of the committee held in accordance with these Rules;

"**disciplinary appeal meeting**" means a meeting of the members of the Association convened under Rule 11(7);

“disciplinary meeting” means a meeting of the committee convened for the purposes of Rule 11;

"financial year" means the 12 month period specified in Rule 3;

"general meeting" means a general meeting of members convened in accordance with Rule 12 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

"member" means a member of the Association;

"ordinary member of the committee" means a member of the committee who is not an officer of the Association under Rule 21;

"relevant documents" has the same meaning as in the Act;

“special resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person, electronically or by proxy, to vote in favour of the resolution;

- (2) In these Rules a reference to the Secretary of an Association is a reference:
- (a) if a person holds office under these Rules as Secretary of the Association - to that person; and
 - (a) in any other case, to the public officer of the Association.

PART 2 – POWERS OF ASSOCIATION

5. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Association from paying a member:
 - (a) reimbursement for expenses properly incurred by the member;
 - (b) for goods or services provided by the member; or
 - (c) as a recipient of a fellowship, travel grant or other scholarship or award in accordance with clause 2(1)(k)

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3– MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7. Membership, entry fees and subscription

- (1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - (a) he or she applies for membership in accordance with subrule (3); and
 - (b) the admission as a member requires a majority of the committee to approve the admission of a proposed new member.
- (3) An application of a person for membership of the Association must:
 - (a) be made in writing in the form set out in Appendix 1;
 - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee approves an application for membership, the Secretary must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- (9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected and provide reasons for the rejection of the application.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or

resignation or otherwise.

- (11) The annual subscription is the relevant amount as determined by the Association at the annual general meeting from time to time and is payable in advance on or before 1 January in each year.
- (12) A member of the Association who is entitled to vote has the right to:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - (b) to submit items of business for consideration at a general meeting;
 - (c) to attend and be heard at general meetings;
 - (d) to vote at a general meeting;
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under these Rules and the Act; and
 - (f) to inspect the register of members.
- (13) A member is entitled to vote if:
 - (a) the member is a member of the Association; and
 - (b) the member's membership rights are not suspended for any reason.

8. *Lifetime Members*

- (1) Each financial year, members of the committee may nominate a member of the Association as a candidate for election as a lifetime member of the Association.
- (2) Candidates must be of particular distinction and have an extensive record of service with the Association.
- (3) Lifetime members will be elected from the candidates nominated by members of the committee by a majority of the committee at the last scheduled committee meeting for the financial year.
- (4) Only 1 lifetime member will be elected in any 12 month period. In the event that more than one candidate is nominated, a vote by the committee will determine the nominee eligible for election.
- (5) Lifetime members are exempt from the requirements of Rule 7(11) and are not required to pay any annual subscription fees.

9. *Register of members*

- (1) The Secretary must keep and maintain a register of members containing:

- (a) the name and address of each member;
 - (b) the date on which each member's name was entered in the register; and
 - (c) any other information determined by the committee.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register and the Association may charge a reasonable fee for the provision of a copy of such a record.

10. *Ceasing membership*

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (2) After the expiry of the period referred to in subrule (1):
 - (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

11. *Discipline, suspension and expulsion of members*

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may resolve to:
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under subrule (1) does not take effect unless:
 - (a) at a meeting held in accordance with subrule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the committee to confirm or revoke a resolution passed under subrule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with subrule (4).
- (4) For the purposes of giving notice in accordance with subrule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:
 - (a) setting out the resolution of the committee and the grounds on which it is based;
 - (b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;

- (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or both of the following –
 - (i) attending that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under subrule (1), the committee must:
- (a) give the member, or his or her representative, an opportunity to be heard;
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under subrule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under subrule (7):
- (a) no business other than the question of the appeal may be conducted;
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

12. *Disputes and mediation*

- (1) The grievance procedure set out in this Rule applies to disputes under these Rules between-
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days of the expiration of the 14 days referred to in subrule (2), hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre or Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard;

- (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

PART 4 – GENERAL MEETINGS OF THE ASSOCIATION

13. Annual general meetings

- (1) The committee may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary member of the committee; and
 - (d) to receive and consider the financial statement submitted by the Association in accordance with Part 7 of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

14. Special general meetings

- (1) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.

- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this subrule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

15. Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

16. Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent:
 - (a) by prepaid post to the postal address appearing in the register of members;

- (b) by facsimile transmission to the facsimile number appearing in the register of members; or
 - (c) by electronic transmission to the email address appearing in the register of members.
- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
 - (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

17. *Quorum at general meetings*

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- (2) Ten members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present:
 - (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place, including reconvening by teleconference, is specified by the chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 5) shall be a quorum.

18. *Presiding at general meetings*

- (1) The President, or in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as chairperson.

19. *Adjournment of general meetings*

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in subrule (13), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- (5) The quorum requirements of Rules 17(2) and 17(4) also apply to adjourned meetings.

20. *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or electronically in accordance with Rule 23.
- (3) In the case of an equality of voting on a question, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

21. *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the chairperson may direct.

22. *Manner of determining whether resolution carried*

- (1) If a question arising at a general meeting of the Association is determined on a show of hands:
 - (a) a declaration by the chairperson that a resolution has been-
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association,

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

23. *Use of Technology and Proxies*

- (1) In the case of meetings convened under Rule 11(7), each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy under subrule (1) must be emailed to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed and be in the form set out in Appendix 2.
- (3) In the case of all meetings other than those convened under Rule 11(7), each member is entitled to vote electronically in the form as determined from time to time by the committee or, in the absence of any such determination, in the form specified at subrule (4).
- (4) In the absence of any determination by the committee specifying the form of electronic vote, the electronic vote must be in the form set out in Appendix 3 and be sent by email to the Secretary no later than 24 hours before the time of the meeting in respect of which the electronic vote or votes is or are to be made.
- (5) Except where an electronic vote is made in a form compliant with the requirements of section 62 of the Act, an electronic vote of a member made in accordance with subrules (3) or (4) will have the effect of appointing the chairperson of the meeting as that member's proxy to vote and speak on his or her behalf at the meeting in respect of which the electronic vote or votes is or are to be made, and the chairperson will be required to vote on behalf of the member in the manner

nominated in the electronic vote.

PART 5 – COMMITTEE

24. Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
- (2) The committee:
 - (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules and the Act, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 77 of the Act, the committee shall consist of:
 - (a) the officers of the Association; and
 - (b) four ordinary members,

each of whom shall be elected at the annual general meeting of the Association held in the year 2016 and then every third year thereafter.

25. Office holders

- (1) The officers of the Association shall be:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of Rule 27, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in subrule (1).
- (3) Each officer of the Association shall:

- (a) hold office until the third annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in subrule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting at which the next election of office holders is scheduled to occur pursuant to Rule 24(3) following the date of the appointment.

26. *Ordinary members of the committee*

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the third annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting at which the next election of office holders is scheduled to occur pursuant to Rule 24(3) following the date of the appointment.

27. *Election of officers and ordinary committee members*

- (1) Nominations of candidates for election of officers of the Association or as ordinary members of the committee must be:
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 21 days before the date fixed for the holding of the annual general meeting at which the next election of office holders is scheduled to occur pursuant to Rule 24(3).
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) Candidates for election of officers of the Association must, at the time of nomination, hold two consecutive years of financial membership with the Association in the period immediately prior to nomination. This subrule does not apply to lifetime members of the Association.
- (4) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected.
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (6) If the number of nominations exceeds the number of vacancies to be filled, a ballot

must be held.

- (7) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

28. *Vacancies*

- (1) The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:
 - (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary.

29. *Meetings of the committee*

- (1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 6 members of the committee.

30. *Notice of committee meetings*

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

31. *Quorum for committee meetings*

- (1) Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half of hour of the time appointed for the meeting a quorum is not present:
 - (a) in the case of a special meeting- the meeting lapses;
 - (b) in any other case- the meeting shall stand adjourned to the same place and the same time and day in the following week unless otherwise specified by the

chairperson at the time of the adjournment or written notice is given to members before the day to which the meeting is adjourned.

- (4) The committee may act notwithstanding any vacancy on the committee.

32. *Presiding at committee meetings*

- (1) At meetings of the committee:
 - (a) the President or, in the President's absence, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

33. *Voting at committee meetings*

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

34. *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

35. *Minutes of meetings*

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

PART 6 – FINANCIAL MATTERS

36. *Funds*

- (1) The Treasurer of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.
- (4) Any proposed use or allocation of Association funds, with the exception of funds allocated for organisation of the annual APS Proteomics Symposium, that would deplete the reserved funds of the Association below the level required to fund the operating budget of the Association for one calendar year requires a majority of the membership to approve the use or allocation before those funds are allocated or expended.

37. *Financial records*

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the committee.

38. *Financial statements*

- (1) For each financial year, the committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

- (2) Without limiting subrule (1), those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – GENERAL MATTERS

39. Registered Address

- (1) The registered address of the Association is:
- (a) the address determined from time to time by resolution of the committee; or
 - (b) if the committee has not determined an address to be the registered address, the postal address of the Secretary.

40. Notice

- (1) Except for the requirement in Rule 16, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:
- (a) delivering the notice to the member personally;
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members;
 - (c) facsimile transmission to the member at that member's address shown in the register of members; or
 - (d) electronic transmission to the member at that member's address shown in the register of members.
- (2) Except for the requirement in Rule 23, any notice required to be given to the Association or the committee may be given by:
- (a) delivering the notice to a member of the committee personally;
 - (b) sending it by prepaid post addressed to the registered address of Association;

- (c) by leaving it at the registered address of Association; or
- (d) if the committee determines that it is appropriate in the circumstances:
 - (i) facsimile transmission to the facsimile number of the Association; or
 - (ii) electronic transmission to the email address of the Association or the Secretary.

41. *Winding up*

In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association be transferred to The Lorne Conference on Protein Structure and/or Function Inc. and/or The Australian Society for Biochemistry and Molecular Biology Inc. and/or to such other organization or society of similar objects as may be determined by the committee and in accordance with the provisions of the Act.

42. *Custody and inspection of books and records*

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association and the Association may charge a reasonable fee for the provision of a copy of such a record.
- (4) For the purpose of this rule:

“**relevant documents**” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records; and
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

43. *Alteration of the rules*

These Rules must not be altered except in accordance with the Act.

APPENDIX 1
APPLICATION FOR MEMBERSHIP OF THE
AUSTRALASIAN PROTEOMICS SOCIETY

I, _____,
(name and occupation)

of _____
(address)

desire to become a member of the Australasian Proteomics Society. In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

Signature of Applicant

Date

I, _____,
(name)

a member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

Signature of Proposer

Date

I, _____,
(name)

a member of the Association, second the nomination of the applicant, who is personally know to me, for membership of the Association.

Signature of Seconder

Date

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 11(7)**

I, _____,
(name)

of _____
(address)

being a member of the Australasian Proteomics Society

appoint

_____,
(name of proxy holder)

of _____
(address)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under Rule 11(7), to be held on:

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under rule 11(1)):

Signed

Date

APPENDIX 3
FORM OF ELECTRONIC VOTE

I, _____,
(name)

of _____
(address)

being a member of the Australasian Proteomics Society

give notice of my vote at the annual/special* general meeting of the Association to be held on:

(date of meeting)

and at any adjournment of that meeting.

I vote in favour or/against* following resolution (insert details of resolution):

I acknowledge that, in providing my vote electronically, in accordance with Rule 23(5) I agree to the appointment of the chairperson of the meeting as my proxy to vote and speak on my behalf at the meeting and authorise the chairperson to vote on my behalf of in the manner nominated in this electronic vote.

Signed

Date

*Delete if not applicable