

**Rules for the
Australasian Flow Cytometry Group Incorporated**

Name

1. The name of the incorporated association is the Australasian Flow Cytometry Group Incorporated (in these rules called "the Association").

Interpretation

2. (1) In these rules, unless the contrary intention appears:-
 - "Council" means the committee of management of the Association
 - "Financial year" means the year ending on 30 June
 - "General Meeting" means a general meeting of members convened in accordance with Rule 13
 - "Member" means a member of the Association
 - "Association" means the incorporated association
 - "the Act" means the Associations Incorporation Act (Victoria) 1981, as amended from time to time.
 - "The Regulations" means regulations under the Act
 - "the unincorporated Association" means the unincorporated Australasian Flow Cytometry Group.
- (2) In these Rules, a reference to the Secretary of an Association is a reference:-
 - (a) where a person holds office under these Rules as Secretary of the Association - to that person; and
 - (b) in any other case, to the Public Officer of the Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act (Victoria) 1984.

Object of the Association

3. The Association is a scientific and educational organisation whose purpose is to promote research, development and applications in, and to disseminate knowledge of, flow cytometry.

Membership

4. There is one grade of membership of the Association. This is by subscription, and is open to all persons who share the objects of the Association and who have educational, research or practical experience in flow cytometry.

Application for Membership

5. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- (2) All persons who are members of the unincorporated Association shall automatically be members of the Association upon its incorporation.
- (3) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership:-
 - (a) unless he or she is nominated as provided in sub-clause (4); and

- (b) his or her admission as a member is approved by the Association under these Rules.
- (4) A nomination of a person for membership of the Association:-
 (a) shall be made in writing in the form set out in Appendix 1: and
 (b) shall be lodged with the Secretary of the Association.
- (5) As soon as practicable after the receipt of a nomination, the Secretary in consultation with any other member of the council may determine whether to approve or reject the nomination.
- (6) Upon a nomination being approved by the Secretary, the Secretary shall notify the nominee in writing that he or she is approved for membership of the Association. Such person shall pay the sum payable under these rules as the entrance fee and the first year's annual subscription within a period of 28 days after receipt of such notification of approval.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members kept by him or her and, upon the name being so entered, the nominee becomes a member of the Association.
- (8) In the event of the Secretary rejecting the nomination, the nominee shall have the right of appeal by notice in writing to the Council of the Association. Upon receipt of such notice, the Council shall at its next meeting allow or reject such appeal.
- (9) A right, privilege, or obligation of a person by reason of his or her membership of the Association:-
 (a) is not capable of being transferred or transmitted to another person; and
 (b) terminates upon the cessation of his or her membership, whether by death, resignation, expulsion or otherwise.

Entrance Fee and Annual Subscription

6. (1) The entrance fee will be decided upon from time to time at a general meeting.
- (2) The annual subscription will be decided upon from time to time at a general meeting, and is payable in advance on or before the 1st day of July in each year.

Register of Members

7. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members upon reasonable notice being given to the Secretary.

Resignation and Expulsion of Member

8. (1) A member of the Association who has paid all moneys due and payable by him or her to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

(3) Membership of the Association shall automatically cease upon a member's subscription becoming more than two years in arrears. The financial records kept by the Secretary shall, unless and until the contrary is proved, be deemed to be true and correct with regard to whether or not a member's subscription has been received or not by the Association.

9. (1) Subject to these rules, the Council may by resolution:-
- (a) expel a member from the Association; or
 - (b) suspend a member from membership of the Association for a specified period: if the Council is of the opinion that the member:-
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member, or prejudicial to the interest of the Association.
- (2) A resolution of the Council under sub-clause (1):-
- (a) does not take effect unless and until the Council at its next meeting after service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause, does not take effect unless and until the Association confirms the resolution in accordance with this clause.
- (3) Where the Council passes a resolution under sub-clause (1), the Secretary shall cause to be served on the member a notice in writing:-
- (a) setting out the resolution of the Council and the grounds on which it is based;
 - (b) stating that the member may address the Council at its next meeting;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he or she may do one or more of the following:-
 - (i) attend that meeting;
 - (ii) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that he or she wishes to appeal to the Council against the resolution.
- (4) At a meeting of the Council held in accordance with sub-clause (2), the Council:-
- (a) shall give to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the Secretary receives a notice under sub-clause (3)(d)(iii), he or she shall notify the Council and place the matter of the appeal against the resolution on the agenda for such next Council meeting.
- (6) At such next meeting of the Council:-
- (a) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (b) the member shall be given an opportunity to be heard and to call such witnesses as is reasonable; and
 - (c) the Council members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at such Council meeting:-
- (a) two-thirds of the Council members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

Annual General Meeting

10. (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Council determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:-
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Council reports upon the transactions of the Association during the last preceding financial year;
 - (c) to receive and consider the financial statement submitted by the Association in accordance with Section 30 (3) of the Act;
 - (d) to consider the place and time of the next scientific meeting of the Association;
 - (e) to elect officers of the Association;
 - (f) to set the entrance fee and annual subscription fee for the financial year, providing these have not already been set at a general meeting.

Special General Meeting

11. All general meetings other than the Annual General Meeting shall be called special general meetings.
12. (1) The Council may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Council shall, on the requisition in writing of members representing not less than five per cent of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (4) If the Council does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Council and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

Notice of Meeting

13. (1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his or her address appearing in the register of members, a notice by pre-paid post or by electronic means stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- (2) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- (3) Any matter whatsoever may be discussed and/or transacted at a meeting.

Proceedings at Meetings

- 14. (1) All business that is transacted at a special general meeting and all business that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) 10 members or 15% of the membership of the Association, whichever is greater, personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved, and in any other case, shall stand adjourned to the next day at the same place and at the same time (unless another place and/or another time is specified by the Chairperson at the time of the adjournment). If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (if they number half or more of the number specified in section 14(3)) shall be deemed a quorum.
- 15. (1) The President, or in his or her absence, the Vice-President or the Immediate Past President, whichever is in office, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President is absent, and whichever of the Vice-President and Immediate Past President is in office, is also absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 16. (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-clause (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 17. A question arising at a general meeting of the Association shall be determined on a show of hands unless a poll is demanded instead of or immediately after a show of hands. A poll shall override a show of hands. A declaration by the Chairperson that a resolution has, on a show of hands, or instead by a poll where demanded or by a poll overriding a show of hands where demanded, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association, is evidence of the fact, without further proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. (1) Upon any question arising at a general meeting of the Association, a member has one vote only, excepting where there is an equality of voting on a question, then the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (2) All votes shall be given personally or by proxy.
19. (1) If at a meeting a poll on any question is demanded by not less than three members, it shall 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 shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.
20. Upon any question arising at a general meeting of the Association, a postal vote may be called for; providing the motion to conduct a postal vote is called for and carried by a majority of members present and is called for and carried prior to the motion in question being voted on at the meeting. Subject to these Rules, where the postal vote then takes place, the vote on the question is decided by a simple majority of the members who vote in the postal vote.
21. A member is not entitled to vote at any general meeting or on any postal ballot unless and until all moneys due and payable by him or her to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
22. (1) Each member shall be entitled to appoint another member as 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 can according to Council's discretion be either a notice to appoint a proxy (name and address specified) to vote on behalf of the member (name and address specified) at an Annual General Meeting or a Special General Meeting of the Association (as specified and at the day specified) or a notice to authorise a proxy to vote in favour of/against (delete as appropriate) the resolution (details specified).

The Public Officer

23. A Public Officer of the Association shall be appointed in accordance with Part V of the Act. He or she shall be a resident of the State of Victoria and shall have attained the age of 18 years and have not attained the age of 72 years. The first Public Officer shall be the person upon whose application the Association was incorporated under the Act, and shall thereafter be appointed by the Council of the Association in accordance with the Act. The Public Officer may hold any other office in the Association.

Council

24. (1) The affairs of the Association shall be managed by a Council constituted as provided in Rule 25.
- (2) The Council:-
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these rules, the regulations 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, the regulations and the Act, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

Membership of the Council

25. (1) The council of the Association shall consist of the officers of the Association who shall be:
- (a) a President;
 - (b) a Secretary;
 - (c) a Treasurer; and
 - (d) an Immediate Past President or a Vice President.
- On expiry of the term of office of the President of the Association, that person, if available, shall automatically take the office of Immediate Past President. Should that person not be available or have been elected to another office of the association, a Vice President shall be elected.
- (2) The provisions of Rule 26 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1) herein.
- (3) The President, Secretary and Treasurer of the Association shall each hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) The Immediate Past President or Vice President of the Association, whichever is in office, shall hold office until the annual general meeting next at which a new President is elected.
- (5) In the first instance after the incorporation of the Association, the officers of the unincorporated Association will become officers of the Association and shall complete the term of office begun in the previously unincorporated Association.
- (6) In the event of a casual vacancy occurring in any office referred to in sub-clause (1) the Council may appoint a replacement from the members of the Association to the vacant office and the member so appointed shall hold office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

Election of Officers of the Association

26. (1) Candidates for election as officers of the Association must be members of the Association.
- (2) Nominations of candidates for election as officers of the Association:-
- (a) shall be made by two members of the Association with the consent of the candidate; and
 - (b) shall be received by the Secretary of the Association at or before the annual general meeting.
- (3) If one nomination is received to fill any vacant office of the Association, the candidate nominated shall be deemed to be elected.
- (4) If more than one nomination is received for any vacancy, a ballot shall be held.
- (5) The ballot for the election of officers of the Association shall be conducted at the annual general meeting in such usual and proper manner as the Council may direct.
27. For the purposes of these rules, the office of an officer of the Association becomes vacant if the officer:-

- (a) ceases to be a member of the Association; or
- (b) resigns his or her office by notice in writing given to the Secretary; or
- (c) is removed from office by the Association pursuant to these Rules.

Proceedings of Council

28. (1) The Council shall meet at least once in each year at such place and such times as the Council may determine.
- (2) Special meetings of the Council may be convened by the President or by any three of the members of the Council.
- (3) Notice shall be given to members of the Council of any special meeting specifying the general nature of the business to be transacted. Other business which is not on the notice paper may be transacted at such a meeting.
- (4) Any three officers of the Council constitute a quorum for the transaction of the business of a meeting of the Council.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the next day following (unless another time, place and/or day is specified by the Chairperson at the time of the adjournment). However, if the meeting was a special meeting it will lapse.
- (6) At meetings of the Council:-
- (a) the President or in his or her absence whichever of the Vice-President or the Immediate Past President is in office, shall preside; or
 - (b) if the President is absent and whichever of the Vice President or Immediate Past President is in office is also absent, such one of the remaining members of the Council as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Council or of any sub-committee appointed by the Council shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Council or of any sub-committee appointed by the Council (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.
- (9) Written notice of each Council meeting shall be served on each member of the Council by delivering it to him or her at a reasonable time before the meeting or by sending it by pre-paid post and addressed to his or her usual or last known address at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4), the Council may act notwithstanding any vacancy on the Council.

Secretary

29. (1) The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in books provided for that purpose together with a record of the names of persons present at Council meetings.
- (2) The secretary, with assistance from the treasurer of the Association, has primary responsibility for the organisation of the annual scientific meeting of the Association but may request assistance in this task from any member or members of the Association.

The Treasurer

30. (1) The Treasurer of the Association:-
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall 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) The accounts and books referred to in sub-clause (1) shall be available for inspection by members upon reasonable notice being given.
- (3) The Treasurer of the Association will assist the secretary of the Association in organising the annual scientific meeting of the Association.

Removal of Members of Council

- 31 (1) The Association in general meeting may by resolution remove any member of the Council before the expiration of his or her term of office and appoint another member to hold that office until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) refers makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

Cheques

32. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two officers of the Association.

Common Seal

33. (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Council and the affixing of the Common Seal shall be attested by the signatures either of two members of the Council, or of one member of the Council and of the Public Officer of the Association.

Alteration of Rules and Statement of Purposes

34. These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

Notice to Amend the Rules

35. A resolution to amend the Rules or the Statement of Purposes of the Association shall take place at a General Meeting of the Association or by postal vote or by a vote by electronic means. Members shall receive notification of the resolutions to be put according to rule 13 (1). For a change to be effected the resolution must be accepted by a majority of not less than three-fourths of those members of the Association voting on the resolution according to Rules 14, 15, 16, 17, 18, 19, 20, 21 and 22 of the Association.

Notices

36. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his or her address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless and until the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

Winding Up or Cancellation

37. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be disposed of as follows:

The Registrar of Incorporated Associations shall request the Australian Academy of Science or any successor body thereto, to appoint Trustees to disburse the assets of the Association as far as possible in keeping with the objects of the Association.

Custody of Records

38. Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or control all books, documents and securities of the Association.

Funds

39. The funds of the Association shall be derived from membership entrance fees, annual subscriptions, fees payable to register at scientific meetings of the Association, donations and from such other sources as the Council determines.

Affiliated Societies

40. The Association may form affiliations with groups of like interest for the benefit of both parties. Such an affiliation must necessarily be confirmed either by:-
- (a) a special general meeting of members called for that purpose;
 - (b) a majority of the members voting in a postal vote of members; or
 - (c) a majority of the members voting at the Annual General Meeting of the Association.

AFCG Volunteers for Cell Analysis

41. (1) The AFCG Volunteers for Cell Analysis (henceforth to be known as AVoCA) is a charitable not for profit volunteer project of the Association.
- (2) Members of AVoCA are members of the Association who have volunteered to undertake training of flow cytometry technicians in flow cytometry in resource poor nations.
- (3) Funding for AVoCA activities shall be by donation from sympathetic organisations, individual member fund-raising or via direct grant from commercial and/or government agencies. All AVoCA funds shall be held in a separate bank account under the same provisions in Clause 30 (1) and (2) and Clause 32.
- (4) The Association shall appoint an officer at the Association AGM to be the AVoCA Chairperson who shall report directly to the Association Committee.
- (5) The AVoCA Chairperson and/or Association shall appoint a sub-committee to assist with AVoCA duties including matters of finance.
- (6) All AVoCA financial records shall be subject to the same auditing conditions as the Association.