

NAME

1.

The name of the Incorporated Association is the Australian Society for Mechanobiology Inc. (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 9.
- "Member" means a member of the Association.
- "Ordinary Member of the Council" means a member of the Council who is not an officer of the Association under Rule 20.
- "The Act" means the Associations Incorporation Act 2009.
- "The Regulations" means Regulations under the Act.

(2) In these Rules, a reference to the Secretary of the 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 Interpretation Act 1987 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3.

(1) Any natural person ordinarily resident in Australia or New Zealand interested in Mechanobiology and who shares the stated purpose of the Association and 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. Sustaining Membership of the Association shall be open to any interested organisation upon payment of an annual subscription in respect of one or more units of subscription of such amount per unit as is from time to time determined by an Annual General Meeting. The privileges of Sustaining Members shall be:

- (a) to be listed in publications distributed within the Association,
- (b) to designate one representative to act on its behalf as an ordinary member of the Association for the purpose of voting and exercising other privileges, and;
- (c) in the case of a sustaining member which subscribes to two or more units of subscription to exhibit its products at meetings of the Association upon conditions to be determined by the Council.

(2) A person or organisation 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) shall not be admitted to membership:

- (a) unless nominated as provided in sub-clause (3); and
- (b) the admission as a member is approved by the Council.

(3) 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.

(4) As soon as is practicable after the receipt of a nomination, the Secretary shall refer the nomination to the Council. Upon a nomination being referred to the Council, the Council shall determine whether to approve or to reject the nomination.

(5) Upon a nomination being approved by the Council, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.

(6) The Secretary shall, upon payment of the amounts referred to in sub-clause (5) within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Association.

(7) 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.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4.

(1) The entrance fee is \$1

(2) The annual subscription shall be such amount as determined by the Annual General Meeting of the Association and is payable in advance on or before 1 July in each year.

REGISTER OF MEMBERS

5.

The Secretary shall keep and maintain a register of members in which shall be entered the full name, email address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request provided that such a list is not to be used to create a commercial mailing list without permission from the Council of the Association.

RESIGNATION AND EXPULSION OF MEMBER

6.

(1) A member of the Association who has paid all monies due and payable by the member to the Association may resign from the Association by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member ceases 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.

(1) Subject to these Rules, the Council may by resolution:

(a) expel a member from the Association;

(b) suspend a member from membership of the Association for a specified period; or

(c) fine a member an amount not exceeding \$20 if the Council is of the opinion that the member:

(i) has refused or neglected to comply with these Rules; or

i. has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.

(2) A resolution of the Council under sub-clause (1):

(a) does not take effect unless the Council, at a meeting held not earlier than 14 and not later than 28 days after the 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 the Association confirms the resolution in accordance with this clause.

(3) If the Council passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, 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 a meeting to be held not earlier than 14 and not less than 28 days after service of the notice;

(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;

i. Give to the Council before the date of that meeting a written statement seeking the revocation of the resolution; and

i. 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 Association in General Meeting 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) If the Secretary receives a notice under sub-clause (3) he or she shall notify the Council and the Council shall convene a General Meeting of the Association to be held within twenty-one days after the date on which the Secretary received the notice.

(6) At a General Meeting of the Association convened under sub-clause (5):

(a) no business other than the question of the appeal shall be transacted;

(b) the Council may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;

(c) the member shall be given an opportunity to be heard; and

(d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

(7) If at the General Meeting -

- (a) two-thirds of the 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

7.

(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. 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 elect officers of the Association and the ordinary members of the Council; and
- (d) to receive and consider the statement submitted by the Association in accordance with the Act.

(4) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

(5) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

(6) The Council shall prepare an Agenda for the Annual General Meeting and shall cause to be placed on the Agenda:

- (a) those matters required by the Constitution;
- (b) those recommendations of the Council for discussion and decision by the meeting;
- (c) any motion properly proposed and seconded provided that the motion is received by the Secretary at least two calendar months before the meeting.

(7) The Secretary shall pre-circulate to each member of the Society a copy of the Agenda to which may be attached or in which may be incorporated:

- (a) A statement prepared by the Council to support each of its recommendations;
 - (b) a statement prepared by the proposer of any motion in support of that motion;
 - (c) a statement prepared by the Council to comment upon any motion.
- (8) The only motions which may be accepted for consideration by the Annual General Meeting other than those prescribed in sub-clause (6) above shall be those which are recommendations to the Council. Any such motion approved by the Annual General Meeting as a recommendation to Council shall appear as a motion on the Agenda for the following Annual General Meeting unless it has been implemented by Council.

SPECIAL GENERAL MEETING

8.

All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

9.

(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 fifteen months would elapse 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 5 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 the 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 three 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

10.

(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 the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

(3) 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.

PROCEEDINGS AT MEETINGS

11.

(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) Five members 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 same day in the next week at the same time and (unless another place 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 and 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 present (being not less than 3) shall be a quorum.

12.

(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, the members present shall elect one of their number to preside as Chairperson at the meeting.

13.

(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 fourteen 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 this sub-clause, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

14.

A question arising at a general meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, 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 proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

15.

(1) Upon any question arising at a General Meeting of the Association, a member has one vote only.

(2) All votes shall be given personally or by proxy.

(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.

16.

(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 question shall be taken at such time before the close of the meeting as the Chairperson may direct.

17.

A member is not entitled to vote at any General Meeting unless all monies 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.

18.

(1) 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 shall be in the form set out in Appendix 2.

COUNCIL

19.

(1) The affairs of the Association shall be managed by the Council constituted as provided in Rule 21 (Members of Council).

(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.

20.

(1) The Officers of the Association shall be:

(a) a President;

(b) a Vice-President;

(c) a Treasurer; and

(d) a Secretary.

(e) a Technical Officer

(2) The provisions of Rule 22 (Election of Officers) 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).

(3) With the exception of the President, each officer of the Association shall hold office until the Annual General Meeting next after the date of his or her election but is eligible for re-election.

(4) The President shall hold office for approximately two years and is not eligible for re-election, as stipulated in this sub-clause. The President shall be elected at the Annual General Meeting in the year prior to the year he or she assumes office, will not assume office until the conclusion of the Annual General Meeting following the Annual General Meeting at which he or she was elected, and will be designated the President-elect in the year prior to assuming office as President. The President of the Association shall hold office until the second Annual General Meeting after the date of his or her assumption of office and is not eligible for re-election. The President will become the Past-President until the conclusion of the Annual General Meeting following his or her relinquishment the office of President.

21.

(1) Subject to section 23 of the Act, the Council shall consist of:

(a) the Officers of the Association; and

(b) the immediate Past President in the year following the election of a new President, or the President-elect in the year preceding the assumption of office as President, depending upon which of those positions is for the time being occupied;

(c) up to seven additional members, known as "State Representatives" or "Regional Representatives" as appropriate, who will be the representatives of the Australian States, the Australian Capital Territory, and New Zealand.

(d) Special Representatives as determined from time to time by the Council.

(e) up to three members co-opted by the Council for the time being of the Council, as the Council deems fit.

(2) State and Regional Representatives shall hold office for one year and shall be eligible for re-election for two, but not more than two, succeeding years. State and Regional Representatives of the Council shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting next after the date of election. In the event of a casual vacancy occurring in the office of a State or Regional Representative of the Council, the Council may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

(3) The Officers and other members of the Council shall serve in an honorary capacity.

(4) The quorum for a meeting of the Council shall be four members of the Council.

ELECTION OF OFFICERS AND VACANCIES

22.

(1) Subject to this clause, the Officers and other members of the Council shall be elected by a ballot of Members of the Association and their Proxies present at the Annual General Meeting.

(2) Nominations of candidates for election as officers of the Association or as State or Regional Representatives of the Council:

(a) shall be made in writing using the proforma given in Appendix 3, which should be signed by the two members of the Association proposing the candidate and by the candidate themselves; and

(b) shall be delivered to the Secretary of the Association not less than seven days before the date fixed for the holding of the ballot. In the case of a State and Regional Representatives the ballot shall be of the members of the Association for the time being resident in the State or Territory or Region which the member of the Council will represent.

(3) If insufficient nominations are received to fill all vacancies on the Council, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

(4) 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.

(5) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

(6) The ballot for the election of officers and State and Regional Representatives of the Council shall be conducted at the Annual General Meeting in such usual and proper manner as the Council may direct.

(7) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

23.

(1) For the purposes of these Rules, the office of an officer of the Association or of a State or Regional Representative of the Council becomes vacant if the officer or member:

(a) ceases to be a member of the Association;

(b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

(c) resigns from office by notice in writing given to the Secretary.

(2) In the event of a casual vacancy (other than a vacancy in the office of President-elect), the Council shall appoint a Member of the Association as an Officer or other member of the Council to fill the vacancy. The appointee shall serve for the remainder of the term of the office or position and during that time shall assume the full privileges and responsibilities of the officer or position. If the vacancy is in the office of President, the Council shall appoint the Past-President or the President-elect, as the case may be, and the appointee shall hold office until the conclusion of

the next General Meeting, during which the office shall be filled by election or by the assumption of office by the President-elect, as the case may require; in either event, the Past-President last holding office shall continue in that office for a further year after the filling of the office of President.

PROCEEDINGS OF COUNCIL

24.

(1) The Council shall meet at least 3 times in each year at such place and such times as the Council may determine. Meetings may be held by tele- or video conferencing or similar electronic means.

(2) Special meetings of the Council may be convened by the President or by any four 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 and no other business shall be transacted at such a meeting.

(4) Any four members 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 same day in the following week unless the meeting was a special meeting in which case it lapses.

(6) At meetings of the Council:

(a) the President or in the President's absence the Vice-President shall preside; or

(b) if the President and the Vice-President are 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-Council 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 the member at a reasonable time before the meeting or by sending it by pre-paid post, or electronic mail addressed to him or her at his or her usual or last known place of abode or business at least two business days before the date of the meeting. Receipt of a reply from the addressee acknowledging an electronic mail notice shall be deemed to validate such a notice.

(10) Subject to sub-clause (4) the Council may act notwithstanding any vacancy on the Council.

(11) The Members of the Association resident in the State or in the Australian Capital Territory or Region may form a Local Committee for the purpose of organising local and national meetings of the Association in the State or in that Territory, or Region, respectively.

(12) The relevant State or Regional Representative shall, ex officio, be a member of the Local Committee and the Local Committee shall comprise the Chairman and such other members as are elected or appointed by and from the Members of the Association in that State or Territory or Region.

(13) A Local Committee shall be entitled to receive from the funds of the Association such amounts as the Council from time to time allocates. The Committee shall maintain proper records of the receipt and expenditure of the monies so allocated and shall account for the monies according to the directions of the Council.

SECRETARY

25.

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 or electronically together with a record of the names of persons present at Council meetings.

TREASURER

26.

The Treasurer of the Association:

- (a) shall collect and receive all monies 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.

REMOVAL OF A MEMBER OF COUNCIL

27.

(1) The Association in General Meeting may by resolution remove any member of the Council before the expiration of the member's term of office and appoint another member in his or her stead to hold 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) 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.

PAYMENTS

28.

All payments by the association must be made by electronic funds transfer.

SEAL

29.

(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 of two members

of the Council.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

30.

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

NOTICES

31.

(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or electronic mail to the member at the address shown in the Register of Members.

(2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless 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. Receipt of a reply from the addressee acknowledging an electronic mail notice shall be deemed to validate such a notice and, unless the contrary is proved, it will be deemed to have been sent to the person at the time which appears on the mail header.

WINDING UP OR CANCELLATION

32.

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 in accordance with the provisions of the Act. The Association shall not be wound up by the Members except in pursuance of a resolution passed by three quarters of the Members voting in a postal ballot among all Members of the Association.

CUSTODY OF RECORDS

33.

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

(2) All accounts, books, documents and securities of the Association shall be available for inspection and copying by any member of the Association upon request.

FUNDS

34.

(1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

APPENDIX 1: APPLICATION FOR MEMBERSHIP FORM

Title:.....Surname:.....Forenames:.....

Position in Department:.....

Department:.....

Institution:.....

Street/PO Box:.....

Suburb:.....

.

State:.....Postcode:.....Country:.....

.

Phone:.....Fax:.....

Email:.....

Membership Type:

Full.....

Student.....Supervisor's name and Signature required.....

Areas of Research (up to five broad categories)

1.....

2.....

3.....

4.....

5.....

Membership in the Australian Society for Mechanobiology shall be open to scientists who share the purpose of the Society and who have educational or research experience or interest in mechanobiology or in an allied scientific field. The purpose of the Australian Society for Mechanobiology is to encourage development and dissemination of knowledge in biophysics. I share the purpose of the Society and apply for Membership. I have been nominated by a member of the Society who has signed below.

Signature of Applicant:.....Date.....

Nominator:.....[name].....[signature]

Annual membership and five year membership rates are available from the Treasurer

Please return Application Form to the Secretary or Treasurer

APPENDIX 2: NOTICE APPOINTING A PROXY FORM

I would like to nominate,

who is currently a financial member of the Australian Society for Mechanobiology ,

as my proxy for the forthcoming Annual/General/Special* Meeting of the Society on

.....(date).

Name of person nominating proxy:

Date:

* cross out those that do not apply.

APPENDIX 3: NOMINATION PROFORMA FOR ELECTION OF AN OFFICER OF THE SOCIETY

Position for which Candidate is Nominated:.....

Candidate details:

Name:

Address:.....

.....

Telephone:

Fax:

Email:

Signature of Candidate:

Date:

Nominator 1:

Name:

Address:.....

.....

Telephone:

Fax:

Email:

Signature of Nominator1:

Date:

Nominator 2:

Name:

Address:.....

.....

Telephone:

Fax:

Email:

Signature of Nominator 2:

Date:
