

# **Australasian Cytometry Society (ACS) Terms, Conditions and Privacy policy for Membership and Event Registration 2018**

## **1. Terms**

You agree to be bound by the Rules of the Australasian Cytometry Society (see below), all applicable laws and regulations, and agree that you are responsible for compliance with any applicable local laws. If you do not agree with any of these terms, you are prohibited from using or accessing this site. The materials contained in this web site are protected by applicable copyright and trade mark law.

## **2. Usage**

Event registration and/or ACS Membership is confirmed after approval by a member of the ACS Executive and receipt of payment of membership subs.

The membership cycle of the ACS is from July 1st to June 30th (financial year).

## **3. Cancellation and Refunds**

You may cancel your membership of the ACS at any time but no refunds are available.

Conference and Workshop Registration cancellations must be notified in writing by email to Conference Organising Committee. Cancellations received 30 days prior to the commencement of the event will receive a refund of registration fees less an administration charge of 15% of the conference fee, plus the cost of any services already provided. Cancellations made after are liable for the full registration fee.

Notification for Roadshow registration cancellations must be given to the organisers 7 days prior to the commencement of the event to receive a refund, with the above conditions.

## **4. Privacy Policy**

ACS will not disclose or share Personal Information of members or attendees with any third party, except as required by law. Information of members and event attendees will only be used for Society specific and event specific operations and communications.

## **5. Disclaimer**

Events run by the ACS are provided "as is". The ACS makes no warranties, expressed or implied, and hereby disclaims and negates all other warranties, including without limitation, implied warranties or conditions of merchantability, fitness for a particular purpose, or non-infringement of intellectual property or other violation of rights. In the event of industrial disruption or other unforeseen circumstances, event organising committees accept no responsibility for loss of monies incurred by delegates. The event organisers reserve the right to amend any part of the conference program if necessary at any time. Further, the ACS does not warrant or make any representations concerning the accuracy, likely results, or reliability of the material presented at events.

## **6. Limitations**

In no event shall ACS or its suppliers be liable for any damages (including, without limitation, damages for loss of data or profit, or due to business interruption,) arising out of participation in the conference, even if ACS or an ACS authorized representative has been notified orally or in writing of the possibility of such damage. Because some jurisdictions do not allow limitations on implied warranties, or limitations of liability for consequential or incidental damages, these limitations may not apply to you.

## **7. Governing Law**

ACS is registered as an incorporated society in the Australian state of Victoria. Thus this agreement shall be governed by the laws of the State of Victoria, Australia, without regard to its conflict of law provisions.

# **ACS Rules** *(Version 1.8; Updated 14th October 2015)*

## **1. Name**

The name of the incorporated association is the *Australasian Cytometry Society Incorporated* (in these rules called "the Association").

## 2. Interpretation

2.1. In these Terms and Conditions, unless the contrary intention appears:

**"Executive"** mean the elected office bearers of the Association;

**"Council"** means the committee of management of the Association and consists of the Executive and any additional council members;

**"Financial year"** means the year ending on 30 June;

**"General Meeting"** means a general meeting of members convened in accordance with Rule 10;

**"Member"** means a member of the Association;

**"Association"** means the incorporated association;

**"The Act"** means the Associations Incorporation Reform Act 2012 (VIC), as amended from time to time;

**"The Regulations"** means regulations under the Act;

**"In Writing"** when referring to communications includes electronic communications such as email or internet forms;

**"Address"** can refer to either a physical postal address or an electronic address as recorded in the register of members; and

**"Meet"** refers to an organised gathering in the presence or company of others, and may include a physical gathering or a gathering facilitated by videoconferencing.

2.2. 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; and
- (b) In any other case, to the Public Officer of the Association.

2.3. Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (VIC).

## 3. Object of the Association

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

## 4. Membership

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 interests in cytometry.

## **5. 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.
- 5.2. An application of a person for membership of the Association:
  - (a) Shall use the electronic form provided for that purpose on the Association website;
  - (b) A paper version of this form shall be made available for those unable to access the electronic form; and
  - (c) Shall be lodged with the Secretary of the Association.
- 5.3. As soon as practicable after the receipt of an application, the Secretary in consultation with any other member of the Council may determine whether to approve or reject the application.
- 5.4. Upon an application being approved by the Secretary, the Secretary shall notify the applicant 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.
- 5.5. The Secretary shall, upon payment of the amounts referred to in sub-clause 5.4 within the period referred to in that sub-clause, enter the applicant's name in the register of members kept by him or her and, upon the name being so entered, the applicant becomes a member of the Association.
- 5.6. In the event of the Secretary rejecting the application, the applicant 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.

## **6. General Rights of Members**

- 6.1. A member of the Association who is entitled to vote has the right:
  - (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) To submit items of business for consideration at a general meeting; and
  - (c) To attend and be heard at general meetings; and
  - (d) To vote at a general meeting; and
  - (e) To have access to the minutes of general meetings and other documents of the Association.
- 6.2. 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.

## **7. Entrance Fee and Annual Subscription**

- 7.1. The entrance fee will be decided upon from time to time at a general meeting.
- 7.2. 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.

## **8. Register of Members**

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.

## **9. Resignation and Expulsion of Member**

- 9.1. 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.
- 9.2. Upon the expiration of a notice given under sub-clause 9.1 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.
- 9.3. 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.
- 9.4. 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;
  - (c) If the Council is of the opinion that the member:
  - (d) Has refused or neglected to comply with these rules; or
  - (e) Has been guilty of conduct unbecoming a member, or prejudicial to the interest of the Association.
- 9.5. A resolution of the Council under sub-clause 9.4:
  - (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 9.6 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.

9.6. Where the Council passes a resolution under sub-clause 9.4 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; and
- (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; and/or
  - 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.

9.7. At a meeting of the Council held in accordance with sub-clause 9.5 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 revoke the resolution.

9.8. Where the Secretary receives a notice under sub-clause 9.6 (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.

9.9. 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.

9.10. 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.

## **10. Annual General Meeting**

- 10.1. The Association shall in each calendar year convene an Annual General Meeting of its members.
- 10.2. The Annual General Meeting shall be held on such day as the Council determines.
- 10.3. The Annual General Meeting shall be specified as such in the notice convening it.
- 10.4. 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 the Act;
  - (d) To consider the place and time of future scientific meetings of the Association;
  - (e) To elect officers of the Association; and
  - (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.

## **11. Special General Meeting**

- 11.1. All general meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11.2. 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.
- 11.3. 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.
- 11.4. 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.
- 11.5. 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.

- 11.6. 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.

## **12. Notice of Meeting**

- 12.1. 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 electronic 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.
- 12.2. 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.
- 12.3. Any matter whatsoever may be discussed and/or transacted at a meeting.

## **13. Proceedings at Meetings**

- 13.1. 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.
- 13.2. 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.
- 13.3. Ten 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.
- 13.4. 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 sub-clause 13.3) shall be deemed a quorum.
- 13.5. The President, or in his or her absence, the President-Elect or the Immediate Past President, whichever is in office, shall preside as Chairperson at each general meeting of the Association.
- 13.6. If the President is absent, and whichever of the President-Elect 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.

- 13.7. 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.
- 13.8. 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.
- 13.9. Except as provided in sub-clause 13.8 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.10. 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 Records 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.
- 13.11. 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.
- 13.12. All votes shall be given personally or by proxy.
- 13.13. 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.
- 13.14. 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.
- 13.15. 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.
- 13.16. 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.

- 13.17. 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.
- 13.18. 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).

#### **14. The Public Officer**

A Public Officer of the Association shall be appointed in accordance with 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.

#### **15. Council**

- 15.1. The affairs of the Association shall be managed by a Council constituted as provided in Rule 16.
- 15.2. 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.

#### **16. Membership of the Council**

- 16.1. The Council of the Association shall consist of the four officers of the Association (that form the Executive), and up to four additional Council members. The officers of the Association shall be:
- (a) A President;
  - (b) A Secretary;

- (c) A Treasurer; and
- (d) An Immediate Past President or a President-Elect.

- 16.2. The provisions of Rule 17 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 16.1 herein.
- 16.3. The President-Elect will be elected at the Annual General Meeting of the Association and shall hold that office until the following Annual General Meeting, at which time they will automatically take the office of President (i.e. normally a period of approximately 12 months). The term of office for the President will extend through the next Annual General Meeting and conclude at second Annual General Meeting after taking the role of President (i.e. normally a period of approximately 24 months). Following the end of their term as President, they will continue to serve as Immediate Past President until the next Annual General Meeting. At that Annual General Meeting, a new President-Elect will be appointed. Thus an individual will serve one interval (being the time between Annual General Meetings) as President-Elect, two intervals as President and one interval as Immediate Past President. The Association will have either an Immediate Past President (during a President's first interval) or a President-Elect (during a President's second interval).
- 16.4. The Treasurer and Secretary will each serve for two intervals, that is, their terms will extend through the next Annual General Meeting and conclude at the second Annual General Meeting after taking the role. The terms of the Treasurer and Secretary should be staggered such that one office becomes vacant at each Annual General Meeting. The Treasurer and Secretary are eligible for re-election.
- 16.5. Up to four additional Council members may be elected at the Annual General Meeting of the Association. At least one of these additional members will be the Convenor of the Annual Scientific Meeting (see Rule 22), unless the Convenor also holds office as member of the Executive. The Annual General Meeting should consider if additional Council members are required in order to ensure adequate representation of the membership, for example in terms of cytometry field (research, clinical, industrial) or geographical area (Australia, New Zealand). Additional Council members shall serve until the next Annual General Meeting.
- 16.6. In the event of a casual vacancy occurring in any office referred to in sub-clause 16.1 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.

## **17. Election of Officers and Council Members of the Association**

- 17.1. Candidates for election as officers or Council members of the Association must be members of the Association.
- 17.2. Nominations of candidates for election as officers or Council members 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.

17.3. If one nomination is received to fill any vacant office of the Association, the candidate nominated shall be deemed to be elected.

17.4. If more than one nomination is received for any vacancy, a ballot shall be held.

17.5. 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.

17.6. For the purposes of these Rules, the office of an officer or Council members of the Association becomes vacant if the individual:

- (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.

## **18. Proceedings of Council**

18.1. The Council shall meet at least once in each year at such place and such times as the Council may determine.

18.2. Special meetings of the Council may be convened by the President or by any three of the members of the Council.

18.3. 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.

18.4. Any three Executive officers, or a total of five members of the Council constitute a quorum for the transaction of the business of a meeting of the Council.

18.5. 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.

18.6. At meetings of the Council:

- (a) The President or in his or her absence whichever of the President-Elect or the Immediate Past President is in office, shall preside; or
- (b) If the President is absent and whichever of the President-Elect 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.

- 18.7. 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.
- 18.8. 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.
- 18.9. 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 prepaid or electronic post and addressed to his or her usual or last known address at least two business days before the date of the meeting.
- 18.10. Subject to sub-clause 18.4, the Council may act notwithstanding any vacancy on the Council.

## **19. Secretary**

- 19.1. The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Council meeting in books or electronic records provided for that purpose together with a record of the names of persons present at Council meetings.
- 19.2. The Secretary of the Association is responsible for official Association communications (including email and website) but may request assistance from any other member of Council in this task.

## **20. The Treasurer**

- 20.1. 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.
- 20.2. The accounts and books referred to in sub-clause 20.1 shall be available for inspection by members upon reasonable notice being given.

## **21. Custody and Inspection of Books and Records**

- 21.1. Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or control all books, documents, electronic records and securities of the Association.
- 21.2. Members may on request inspect free of charge:

- (a) The minutes of general meetings;
- (b) The financial records, books, securities and any other relevant document of the Association; unless the Council determines member request relates to confidential, personal, employment, commercial or legal matters or where in sharing the information may be prejudicial to the interests of the Association.

21.3. The Council on request will make these rules available to members and applicants for membership free of charge.

21.4. For purposes 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 financial statements;
- (b) Its financial records; and
- (c) Records and documents relating to transactions, dealings, business or property of the Association.

## **22. The Annual Scientific Meeting**

22.1. The Association will hold an Annual Scientific Conference (or Meeting).

22.2. A Conference Convenor will be appointed at the Annual General Meeting two years prior to the planned meeting.

22.3. The Convenor shall be a member of the Association.

22.4. The Convenor will become a member of the Council at the Annual General Meeting immediately prior to planned meeting (unless already a member of the Council).

22.5. The Convenor will be responsible for appointing a Conference Organising Committee to assist in the organising of the conference.

22.6. The Convenor will be responsible for preparing and administering a budget for the conference. Once that budget is approved by the Council the Convenor will have delegated authority to initiate expenditure within that budget but authorisation for actual payments will remain under Rule 24.

22.7. The Convenor will report regularly to Council (not less than once per quarter in the period up to 12 months prior to the Conference and not less than once per month in the period less than 12 months prior to the Conference).

## **23. Removal of Members of Council**

23.1. 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.

- 23.2. Where the member to whom a proposed resolution referred to in sub-clause 23.1 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.

## **24. Payments**

All cheques, drafts, bills of exchange, promissory notes, electronic transfers and other negotiable instruments shall be signed or electronically authorised by two Executive Officers (Council and Public Officer) of the Association.

## **25. Task Forces and Interest Groups**

- 25.1. From time to time the Council may appoint Task Forces to address specific areas consistent with the objectives of the Association.
- 25.2. Tasks Forces will consist of members of the Association that are appointed by the Council.
- 25.3. Task Forces will have specific terms of reference that will be approved by Council.
- 25.4. A Chair will be appointed by the Council who will be responsible for coordinating the efforts of the Task Force and reporting regularly (at least once per quarter) to the Council on the Task Force's progress.
- 25.5. If the Task Force requires a budget, then that budget will be approved by the Council and the Task Force Chair will be delegated authority to initiate expenditure within that budget. Authorisation for actual payments will remain under Rule 24.
- 25.6. The Association may agree to the establishment of Interest Groups of the organisation, these may be geographically-based (for example state or city-based branches) or field-based (e.g. industrial cytometry).
- 25.7. In order for an Interest Group to be recognised by the Association, the Chair of the interest must be member of the Association and an application for recognition as an affiliated Interest Group must be approved by the Council.
- 25.8. Interest groups may use their own names and logos but must acknowledge their linkage with the Association wherever reasonable.
- 25.9. The Chair of the Interest Group will provide regular reports to the Council (at least twice per year).
- 25.10. The Chair of the Interest Group is responsible for the Group's budget/finances but the Council of the Association, in particular the Treasurer, may provide assistance with transactions.

## **26. Policies**

- 26.1. From time to time the Council will develop Policies which describe how the Association shall act in defined circumstances (e.g. conflict of interest policy and advertising policy).
- 26.2. Once accepted by a Council meeting such a policy will be in-force until:
- (a) Removed by the Council;
  - (b) Removed by members during a vote at the Annual General Meeting of the Association;  
or
  - (c) Its validity period expires.
- 26.3. The maximum validity period of a policy will be three years (but may be less) at which point it must be reviewed and either removed or renewed.
- 26.4. Current policies will be noted at the Annual General Meeting and be available for members to inspect upon request.

## **27. Common Seal**

- 27.1. The Common Seal of the Association shall be kept in the custody of the Secretary.
- 27.2. 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.

## **28. Alteration of Rules and Statement of Purposes**

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

## **29. Notice to Amend the Rules**

- 29.1. 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. Members shall receive notification of the resolutions to be put according to sub-clause 12.1.
- 29.2. 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 Rule 13 of the Association.

## **30. Notices**

- 30.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by physical or electronic post to the member at his or her physical or electronic address shown in the Register of Members.

- 30.2. Where a document is properly addressed pre-paid and posted to a person as a letter, or sent to a valid electronic mail address, 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.

### **31. Winding Up or Cancellation**

In the event of the winding up or the cancellation of the incorporation of the Association, 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.

### **32. Funds**

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.

### **33. Affiliated Societies**

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:

- 33.1. A Special General Meeting of members called for that purpose;
- 33.2. A majority of the members voting in a postal vote of members; or
- 33.3. A majority of the members voting at the Annual General Meeting of the Association.

### **34. Grievances**

- 34.1. 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.
- 34.2. 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 the parties.
- 34.3. 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, hold a meeting in the presence of a mediator.
- 34.4. The mediator must be a person chosen by agreement between the parties.
- 34.5. In the absence of agreement between the parties, the following will apply in assigning a mediator:

- (a) In the case of a dispute between a member and another member, the Council of the Association will nominate a mediator; or
- (b) In the case of a dispute between a member and the Association, a mediator will be sourced from the Dispute Settlement Centre of Victoria (Department of Justice).

34.6. A member of the Association can be a mediator.

34.7. The mediator cannot be a member who is a party in the dispute.

34.8. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

34.9. The mediator, in conducting the mediation, must:

- (a) Give the parties to the mediation process every opportunity to be heard; and
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to all parties to the dispute throughout the mediation process.

34.10. The mediator must not determine the dispute.

34.11. 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 or otherwise at law.