1. **NAME**

The name of the incorporated association is **AMATA - AUSTRALASIAN ~~MICROARRAY AND ASSOCIATED~~ GENOMIC TECHNOLOGIES ASSOCIATION INCORPORATED** (in these Rules called "the Association").

1. **STATEMENT OF PURPOSE**

(1) Promote the understanding and use of genomic technology

(2) Foster communication & collaborations between Australasian research groups utilising genomic technologies

(3) Provide refundable seed capital for the bulk purchase of reagents and resources.

(4) Facilitate and accelerate genomic and related technology development in Australasia

1. **DEFINITIONS**

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

 "**Act**" means the Associations Incorporation Reform Act 2012;

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

 "**elected members of the committee**" means a member of the committee who is elected pursuant to Rule 25;

 "**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;

**“member nodes”** means adopted nodes of the ACRF DNA Resource committee, and other nodes inducted pursuant to Rule 5 (12).

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

 "**relevant documents**" has the same meaning as in the Act.

(2) In these Rules, a reference to the Secretary of the Association is a reference:

 (a) if 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.

**4. ALTERATION OF THE RULES**

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

**5. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION**

(1) A person who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription payable under these Rules.

(2) A person:

 (a) who is not a member of the Association at the time of the incorporation of the Association; or

 (b) who was a member:

 (i) at the time of incorporation of the Association; or

 (ii) at any other time;

 but has ceased to be a member;

 must not be admitted to membership unless:

 (c) he or she applies for membership in accordance with sub-rule (3);

 (d) he or she has an interest in microarray or associated technology;

 (e) he or she is nominated and seconded for membership in each case by a member; and

 (f) the admission as a member is approved by the committee.

(3) An application of a person for membership of the Association must:

 (a) be made in writing in the form set out in Appendix 1; and

 (b) be lodged with the Secretary of the Association.

(4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.

(5) The committee must determine whether to approve or reject the application.

(6) If the committee approves an application for membership, the Secretary must, as soon as practicable:

 (a) notify the applicant in writing of the approval for membership; and

 (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the first year's annual subscription.

 Notwithstanding anything to the contrary in these Rules, the committee may waive or reduce the first year's or any subsequent annual subscription payable by a member where the committee decides that it is in the interests of the Association to do so. This discretion may be exercised in respect of an individual member or prospective member or a class of members or prospective members.

(7) The Secretary must, within 28 days after receipt of the amount referred to in sub-rule (6), enter the applicant's name in the register of members.

(8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.

(9) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

(10) A right, privilege or obligation of a person by reason of membership of the Association:

 (a) is not capable of being transferred or transmitted to another person; and

 (b) terminates upon the cessation of membership whether by death or resignation or otherwise.

(11) The annual subscription is the relevant amount determined by the committee from time to time and is payable in advance on or before 1 July in each year. The initial annual subscription payable for the 2004/2005 financial year will be $40 per full member and $20 for students, payable July 1. Students must provide proof of their status signed by their Department Head. The initial annual subscription for students with a member supervisor (official supervisor) will be $10.

(12) The Association will adopt the number of Member Nodes of the ACRF DNA Resource Network (as named in the contract between ACRF and AGRF) provided that the key representatives from each node consents to becoming members of the Association. Current nodes at the time of incorporation are defined in Appendix 3. New member nodes can be accredited by the Association provided that:

 (a) the node represents a concentrated interest in microarray or associated technology;

 (b) the node is nominated and seconded for membership in each case by a committee member; and

 (c) the admission as a member is approved by majority vote at a Committee meeting.

(13) An active member node, for the purposes of Committee membership, is a node which is actively involved in the meetings / teleconferences of the ACRF DNA Resource, and/or was party to the ACRF DNA Resource purchase of oligonucleotides, and/or is party to other such activities under the auspices of the Association.

**6. REGISTER OF MEMBERS**

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

 (a) the name and address of each member; and

 (b) the date on which each member's name was entered in the register.

(2) The register is available for inspection free of charge by any member upon request.

(3) A member may make a copy of entries in the register.

**7. CEASING MEMBERSHIP**

(1) A member of the Association who:

 (a) has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign;

(b) fails to pay an annual subscription following the giving of once month's notice in writing by the Secretary will be deemed to have given notice of resignation.

(2) After the expiry of the period referred to in sub-rule (1)(a):

(a) the member ceases to be a member; and

1. the Secretary must record in the register of members the date on which the member ceased to be a member.
2. At any time after the expiry of the period referred to in sub-rule (1)(b) and before the payment by the member of all monies due and payable to the Association, upon a decision of the committee to the effect that the member ceases to be a member:
3. the member shall cease to be a member; and
4. the Secretary must record in the register of members the date on which the member ceased to be a member.

**8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

(1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution:

(a) fine that member an amount not exceeding $500; or

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

(c) expel that member from the Association.

(2) A resolution of the committee under sub-rule (1) does not take effect unless:

(a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and

(b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.

(3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).

(4) For the purposes of giving notice in accordance with sub-rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice:

(a) setting out the resolution of the committee and the grounds on which it is based; and

(b) stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and

(c) stating the date, place and time of that meeting; and

(d) informing the member that he or she may do one or both of the following:

(i) attend that meeting;

(ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;

(e) informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must:

(a) give the member, or his or her representative, an opportunity to be heard; and

(b) give due consideration to any written statement submitted by the member; and

(c) determine by resolution whether to confirm or to revoke the resolution.

(6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.

(7) If the Secretary receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

(8) At a general meeting of the Association convened under sub-rule (7):

(a) no business other than the question of the appeal may be conducted; and

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

(c) the member, or his or her representative, must be given an opportunity to be heard; and

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

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

**9. DISPUTES AND MEDIATION**

(1) The grievance procedure set out in this rule applies to disputes under these Rules between:

(a) a member and another member; or

(b) a member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

(ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard; 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 the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**10. ANNUAL GENERAL MEETINGS**

(1) The committee may determine the date, time and place of the annual general meeting of the Association.

(2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

(3) The ordinary business of the annual general meeting shall be:

(a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and

(b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and

(c) to elect officers of the Association and the elected members of the committee; and

(d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

(4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

**11. SPECIAL GENERAL MEETINGS**

(1) In addition to the annual general meeting, any other general meetings may be held in the same year.

(2) All general meetings other than the annual general meeting are special general meetings.

(3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

(5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.

(6) The request for a special general meeting must

(a) state the objects of the meeting; and

(b) be signed by the members requesting the meeting; and

(c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

**12. SPECIAL BUSINESS**

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

**13. NOTICE OF GENERAL MEETINGS**

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent by prepaid post, facsimile transmission or electronic transmission to the address appearing in the register of members.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, facsimile transmission, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

**14. QUORUM AT GENERAL MEETINGS**

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.

1. Ten members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting. For the purposes of calculating a quorum, those members attending by any technological means are included, as well as any member represented by proxy.

(3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:

(i) in the case of a meeting convened upon the request of members-the meeting must be dissolved; and

(ii) in any other case-the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

**14A. Technology and General Meetings**

1. The Association may hold a general meeting of its members at two or more venues using any technology that enables the members to participate in the general meeting.
2. Where more than 25% of the total number of members are denied the opportunity of participating in a meeting due to a failure of technology, the meeting shall be automatically adjourned until such time as either:
3. the opportunity of participating in the meeting is restored to those members affected; or
4. the meeting is rescheduled for some later date and time as determined by the Chairperson at the meeting.

**15. PRESIDING AT GENERAL MEETINGS**

(1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

**16. ADJOURNMENT OF general MEETINGS**

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**17. VOTING AT GENERAL MEETINGS**

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

(2) All votes must be given personally or 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.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

**18. POLL AT GENERAL MEETINGS**

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

**19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

If a question arising at a general meeting of the Association is determined on a show of hands:

(a) a declaration by the Chairperson that a resolution has been:

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) an entry to that effect in the minute book of the Association- is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

**20. PROXIES**

(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 must be:

(a) for a meeting of the Association convened under rule 8(7), in the form set out in Appendix 2; or

(b) in any other case, in the form set out in Appendix 3.

**21. COMMITTEE OF MANAGEMENT**

(1) The affairs of the Association shall be managed by the committee of management.

(2) The committee:

(a) shall control and manage the business and affairs of the Association; and

(b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

(3) Subject to section 77 of the Act and Rule 26 below, the committee shall consist of fifteen ~~twelve~~ persons, at least four of whom shall be elected at an annual general meeting of the Association provided that, as a result of such election, the committee must not comprise more than four t~~hree~~ members (whether as elected members or convenors of a past or future annual conference) resident in the one State or Territory. Three members of the committee shall be the persons who were the convenors of the most recent annual conference of the Association and the next and next but one annual conferences of the Association. Another member of the committee shall be nominated by the Australian Cancer Research Foundation. Where possible, balanced representation from each state on the committee will be sought. Each state with an active node must be represented and Committee members from each state or territory shall actively represent the interests of each other active node in that state or territory, and wherever practical, all presumptive nodes and individual members in their state or territory.

(4) At the first annual general meeting of the Association, the committee shall appoint or confirm the appointment of a member to be the convenor of the next annual conference and a member to be the convenor of the next but one annual conference, which persons shall thereby become members of the committee.

(5) At each annual general meeting of the Association (other than the first) the committee shall appoint a member to be the convenor of the next annual conference but one and that person shall thereby become a member of the committee.

(6) The committee may remove and replace a person as convenor of a forthcoming annual conference if the committee determines that the person is not adequately discharging his or her duties as convenor.

(7) The committee may, with a majority vote, co-opt up to three ~~two~~ additional members for a term of up to 1 year without election, for specialised functions or purposes as may serve the needs of AUSTRALASIAN GENOMIC TECHNOLOGIES ASSOCIATION. With the permission of the committee, again by majority vote, such co-opted members may stand for a subsequent terms in accordance with AUSTRALASIAN GENOMIC TECHNOLOGIES ASSOCIATION rules of re-election at the AGM. The committee may also, by majority vote, terminate the co-opted committee member at any time.

**22. OFFICE HOLDERS**

(1) As soon as convenient following an annual general meeting of the Association the committee shall meet and elect from amongst its members, the officers of the Association who shall be:

 (a) a President;

 (b) a Vice-President;

(c) a Treasurer;

(d) a Vice-Treasurer;

(e) a Secretary;

(f) a Membership Secretary

(2) Each officer of the Association shall hold office until the annual general meeting 2 years after the date of his or her election by the committee, but is eligible for re-election by the committee.

(3) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint a member of the Association including, without limitation, a member~~s~~ of the committee, to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

**23. ELECTED MEMBERS OF THE COMMITTEE**

(1) Subject to these Rules, an elected member of the committee shall hold office for a period of 3 years subject to Rule 23(2) below but is eligible for re-election.

(2) Subject to Rule 31(1) unless no person is elected to fill a casual vacancy pursuant to that Rule, in the event of a casual vacancy occurring in the office of an elected member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment but shall be eligible for re-election.

**24. CONVENORS AS MEMBERS OF THE COMMITTEE**

(1) The position of a person who is a member of the committee pursuant to Rules 21(4) or (5) shall become vacant if the person:

(a) dies; or

(b) ceases to be a member; or

(c) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or

(d) resigns from office by notice in writing given to the Secretary; or

(e) becomes of unsound mind or a person who or whose estate is liable to be dealt with under a law relating to mental health; or

(g) is absent without the consent of the committee from all meetings of the committee during a continuous period of six months.

(2) In the event of a casual vacancy of a person referred to in Rule 24(1) above, the committee may appoint a member of the Association to the vacant position and such appointee shall continue as a member of the committee for the period remaining of the term of the member of the committee who created the casual vacancy.

**25. ELECTION OF COMMITTEE MEMBERS**

(1) Nominations of candidates for election as members of the committee must be:

 (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);

(b) delivered to the Secretary of the Association not less than 14 days before the date fixed for the holding of the annual general meeting;

(c) approved by the committee prior to the annual general meeting as being in respect of a person who has achieved a position of eminence as a result of his or her contribution to scientific knowledge or to the scientific community in Australasia. Any persons not so approved shall be advised accordingly by the Secretary.

(2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

(3) 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.

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

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

**26. VACANCIES**

(1) The office of an officer of the Association, or of an elected member of the committee, becomes vacant if the officer or member:

(a) dies; or

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

(c) is removed from his or her position on the committee in accordance with these Rules; or

(d) becomes an insolvent under administration within the meaning of the Corporations Act 2001; or

(e) resigns from office by notice in writing given to the Secretary;

(f) becomes of unsound mind or a person who or whose estate is liable to be dealt with under a law relating to mental health; or

(g) is absent without the consent of the committee from all meetings of the committee during a continuous period of six months.

(2) At the first annual general meeting of the Association, the terms of the members elected to the committee shall be four, three, two and one years respectively. The term of office shall correspond to the number of votes obtained by each successful candidate with the greater number of votes obtained in the election corresponding to the longer term in each case. In the absence of an election by vote, the successful candidates shall determine as between themselves which shall serve for the relevant term, and, in the absence of agreement, shall determine the terms by lot.

**27. EXECUTIVE MEMBERS OF THE ACRF DNA RESOURCE NETWORK**

(1) The committee of the Association shall for the first 4 years after incorporation also consist of at least four persons from the Executive of the ACRF DNA Resource Network (as named in the contract between ACRF and AGRF) provided that those persons consent to becoming members of the Association and members of the committee. Those persons so consenting shall decide between themselves who shall serve for one year, two years, three years and four years respectively.

(2) In the event of a casual vacancy being created in respect of a person who is a member of the committee pursuant to Rule 27(1) above, no replacement shall be made.

**28. MEETINGS OF THE COMMITTEE**

(1) The committee must meet at least 3 times in each year at such place and such times as the committee may determine. The committee must meet in person at least once per annum. Any other meetings may be held by way of any technology that gives all committee members the opportunity to participate in the committee meeting.

(2) Special meetings of the committee may be convened by the President or by any 4 members of the committee and may be held by way of any technology that gives all committee members the opportunity to participate in the committee meeting.

(3) Where more than 25% of the total number of committee members are denied the opportunity of participating in a meeting due to a failure of technology, the meeting shall be automatically adjourned until such time as either:

1. the opportunity of participating in the committee meeting is restored to those committee members affected; or
2. the meeting is rescheduled for some later date and time as determined by the Chairperson at the committee meeting.

**29. NOTICE OF COMMITTEE MEETINGS**

(1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.

(2) Written notice by prepaid post, facsimile transmission or electronic transmission to the address appearing in the register of members must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

**30. QUORUM FOR COMMITTEE MEETINGS**

(1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present.

(3) If within half an hour of the time appointed for the meeting a quorum is not present:

(i) in the case of a special meeting(whether held in person or with the use of any technology that gives committee members the opportunity to participate in that meeting) - the meeting lapses;

(ii) in any other case - the meeting will be postponed to the next possible time, mutually agreed to by the committee.

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

**31. PRESIDING AT COMMITTEE MEETINGS**

 At meetings of the committee:

(a) the President or, in the President's absence, the Vice-President presides; or

(b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

**32. VOTING AT COMMITTEE MEETINGS**

(1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

**33. REMOVAL OF COMMITTEE MEMBER**

(1) The Association in general meeting may, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.

(3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

**34. MINUTES OF MEETINGS**

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

**35. FUNDS**

1. The assets and income of the organisation shall be applied solely in furtherance of the objectives of the Association as stated the Statement of Purposes section of its Application for Association Incorporation, and no portion shall be distributed directly or indirectly to the members of the organisation except as *bona fide* compensation for services rendered or expenses incurred on behalf of the organisation.
2. The Treasurer of the Association must:

(a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

1. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.
2. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

**36. SEAL**

(1) The common seal of the Association must be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.

**37. NOTICE TO MEMBERS**

Except for the requirement in rule 13, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

(a) delivering the notice to the member personally; or

(b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or

(c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or

(d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

**38. WINDING UP**

1. In the event of the winding up, cancellation of its incorporation, or otherwise dissolution of the Association, the net assets of the Association must only be distributed:
2. to an organisation which does not operate for the profit or gain of its individual members and which is:
3. a fund with objectives similar to those of the Association; or
4. a fund which is appropriated exclusively for a purpose referred to in paragraph (b)(i) of the definition of 'community purpose' in the *Gambling Regulation Act 2003*; or
5. a community or charitable organisation,

(2) For the purposes of the foregoing, 'community purpose' means any philanthropic or benevolent purpose, including the promotion or art, culture, science, religion, education or charity, and including the benefiting of a fund certified to be a patriotic fund under section 24 of the *Patriotic Funds Act 1958* or the fund or part of the fund of the Australian Red Cross Society.

**39. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

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

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

(3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

**(Rule 6 (1))**

**NOMINATION FOR MEMBERSHIP OF AUSTRALASIAN GENOMIC TECHNOLOGIES ASSOCIATION**

**(Incorporated under the Association Incorporation Act, 1989)**

We,………………………………………………and ……………………………………………….

 (name of member) (name of member)

vesting members of AUSTRALASIAN GENOMIC TECHNOLOGIES ASSOCIATION, hereby nominate and second

…………………………………………………… of ………………………………………………..

 (full name of applicant) (address)

to become a member of the above named incorporated association. We have attached a brief statement outlining the nominee’s association with the Gene Array Technology in Australia.

………………………………. ………………. …………………………….. …………

(Signature of nominator) (Date) (Signature of seconder) (Date)

# ACCEPTANCE OF NOMINATION

I, …………………………………………….., will in the event of my admission as a member,

 (full name of nominee)

agree to be bound by the Rules of the Association for the time being in force.

 …………………………………………… ……………………..

 (Signature of nominee) (Date)

## APPENDIX 2

**FORM OF APPOINTMENT OF PROXY**

I, ……………………………………………………………………………………………………….

(full name)

of ………………………………………………………………………………………………………

(address)

being a member of …………………………………………………………………………………….

 (name of incorporated association)

hereby appoint ………………………………………………………………………………………...

 (full name of proxy)

of ………………………………………………………………………………………………………

 (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

……………………………………… day of ….……………………………….. 19…… and at any

adjournment of that meeting.

**\*** My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution.

(insert details)

**\***To be inserted if desired.

 ……………………………………….

 Signature of member

 appointing proxy

Date ………………

NOTE: A proxy vote may not be given to a person who is not a member of the association

## APPENDIX 3

AUSTRALASIAN GENOMIC TECHNOLOGIES ASSOCIATION Member Nodes

|  |  |  |
| --- | --- | --- |
| **Node** | **Contact Person** | **Contact Details** |
| IMB Node,Brisbane | Dr Sean Grimmond | Institute of Molecular BioscienceUniversity of Queensland,QLD 4072Ph 07-3365-7097Fax 07-3365-4388 0407 152 857s.grimmond@imb.uq.edu.au |
| Herston Node,Brisbane | Prof. Martin Lavin | Queensland Institute of Medical ResearchRoyal Brisbane Hospital Post OfficeBrisbane 4029QueenslandAustraliaPh 07-3362-0341Fax 07-3362-0106martinL@qimr.edu.au |
| UNSW Node | Prof. Ian Dawes(Mr Geoff Kornfeld) | Scientia Professor of Genetics and Director, Clive and Vera Ramaciotti Centre for Gene Function AnalysisSchool of Biotechnology & Biomolecular Sciences University of New South WalesSydney 2052Ph 02-9385-2089Fax 03-9385-1050I.Dawes@unsw.edu.auClive and Vera Ramaciotti Centre for Gene Function Analysis, School of Biotechnology & Biomolecular SciencesUniversity of New South Wales   Sydney, NSW 2052AustraliaPh 02-9385-2030Fax 02-9385-1050g.kornfeld@unsw.edu.au |
| Garvan NodeSydney(Affymetrix) | Dr. Chris Ormandy | Head, Development GroupCancer Research ProgramGarvan Institute of Medical Research384 Victoria St Darlinghurst NSW 2010Sydney AUSTRALIAPh 02-9295-8329  (Lab) /   0411-516-110  (Mobile)Fax 02- 9295-8321c.ormandy@garvan.unsw.edu.au |
| ACT Node | Dr. Chris Goodnow(Dr. Aude Fahrer)Dr Aude Fahrer | Director, Medical Genome CentreJohn Curtin School of Medical ResearchPO Box 334, Mills RdAustralian National UniversityCanberra, ACT 2601Ph 02-6125-3621 Fax 02-6125-8512Chris.Goodnow@anu.edu.auSchool of Biochemistry and Molecular Biology,Faculty of ScienceThe Australian National University                                Canberra, ACT, 2601 AUSTRALIA                 Ph: 02-6125-4942                    Fax: 02-6125-0313aude.fahrer@anu.edu.au |
| AGRF Node, Melbourne | Dr. Sue Forrest(Dr. Stephen Wilcox) | Scientific Director AGRF Walter and Eliza Hall InstitutePost Office, Royal Melbourne HospitalVIC 3050Ph. 03-9345-2473Fax 03-9345-2678forrest@agrf.org.austephen.wilcox@agrf.org.au |
| PMCI Node, Melbourne | A/Prof. David Bowtell(Dr. Andy Holloway) | Director of Research.Peter MacCallum Cancer InstituteLocked Bag 1 A'Beckett St, St Andrew's Place, Melbourne VIC 8006Ph. 03-96561296Fax 03-96561414d.bowtell@pmci.unimelb.edu.aua.holloway@pmci.unimelb.edu.au |
| SVI Node, Melbourne(Macroarray) | A/Prof. Erik (Rik) Thompson(Dr. Mark Waltham) | Head, Invasion and Metastasis Unit, St. Vincent's Institute of Medical Research9 Princes StreetFitzroy VIC 3065Ph 03-9288-2480Fax 03-9416-2676rik@medstv.unimelb.edu.aumwaltham@svi.edu.au |
| WEHI NodeMelbourne(Bioinformatics) | Dr. Terry Speed(Dr. Gordon Smyth) | Division of Genetics and Bioinformatics,The Walter & Eliza Hall Institute of Medical ResearchPost Office, Royal Melbourne Hospital Parkville VIC 3050Ph: 03-9345-2697Fax: 03-9347- 0852terry@wehi.edu.ausmyth@wehi.edu.au |
| Adelaide Node | Dr. Greg Goodall(Dr. Ashley Connoly) | Hanson Centre for Cancer ResearchIMVS Frome RoadAdelaide SA 5000Ph 08-8222-3430Fax 08-8232-4092greg.goodall@imvs.sa.gov.au |
| UWA Node | Dr. Richard Lake | Tumour Immunology GroupUniversity Department of MedicineThe University of Western Australia4th Floor, G Block QEII Medical CentreNedlands WA 6009Ph 08-9346-3127Fax 08-9346-2816rlake@cyllene.uwa.edu.au |
| LSMAF WA node:Lotterywest State Microarray Facilitywww.lsmaf.org.au | A/Prof Nigel R Swanson | LSMAF c/o Western Australian Institute for Medical Research Ground floor, B Block Hospital Avenue Queen Elizabeth II Medical CentreNedlands, WA 6009Ph 08-9346-3598Fax 08-9346-2816 nswanson@cyllene.uwa.edu.au |
| Tasmanian Node | Dr. James Vickers(Dr. Adrian West) | Discipline of Pathology University of TasmaniaGPO Box 252C – 29 Hobart TAS 7001Ph 03-6226-4827Fax: 03-6226-4833james.vickers@utas.edu.au |
| Otago Node | Dr. Les McNoe | Manager Otago Genomics FacilityDepartment of BiochemistryUniversity of OtagoPO Box 56DunedinPh + 64-3-479-7876  Fax +64-3-479-7738les.mcnoe@stonebow.otago.ac.nz |