



Org. No. A0035235F

**RULES OF THE ASSOCIATION**

**HISTOLOGY GROUP OF VICTORIA AND  
TASMANIA INCORPORATED**

Reference: Associations Incorporation Act 1981 - schedule 5

## **1. Name**

The name of the incorporated association is Histology Group of Victoria and Tasmania Incorporated

## **2. Purposes**

The purposes of the Association is to;

- 2.1 Provide a dynamic continuing education program throughout Victoria and Tasmania in which all persons with an interest in Histology and Histotechnology are freely invited to participate.
- 2.2 Liaise with other state and territory Histology groups to facilitate continuing education opportunities between states and territories.
- 2.3 Liaise with other state and territory Histology groups to facilitate National conferences and advancing continuing education at a national level.

## **3. Definitions**

3.1 In these Rules, unless the contrary intention appears-

- 3.1.1 "**Act**" means the **Associations Incorporation Act 1981**;
- 3.1.2 "**Association**" means **Histology Group of Victoria and Tasmania Incorporated**;
- 3.1.3 "**committee**" means the committee of management of the Association;
- 3.1.4 "**financial year**" means each period of 12 months ending on 30 June;
- 3.1.5 "**general meeting**" means a general meeting of members convened in accordance with rule 13.
- 3.1.6 "**member**" means a member of the Association;
- 3.1.7 "**ordinary member of the committee**" means a member of the committee who is not an officer of the Association under Rule 22;
- 3.1.8 "**Regulations**" means regulations under the Act;
- 3.1.9 "**relevant documents**" has the same meaning as in the Act.

## **4. Alteration of the rules**

- 4.1 The Rules of the Association must not be altered except in accordance with the Act.
- 4.2 Any alteration to the rules must be done by General Meeting and on acceptance, notified within 28 days.

## **5. Membership**

- 5.1 An application of a person for membership of the Association -
  - 5.1.1 Must be made electronically via the website.
  - 5.1.2 Must include full name, email address and residing state.
  - 5.1.3 Does not require any qualifications

- 5.2 On receipt of an application, the Secretary will assess the application.
- 5.3 Any question as to the suitability of the applicant for membership must be referred to the committee for approval or rejection.
- 5.4 Once accepted the member will form part of an online register of members.
- 5.5 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.
- 5.6 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 5.7 A right, privilege, or obligation of a person by reason of membership of the Association terminates upon the cessation of membership whether by death or resignation or otherwise.
- 5.8 The annual subscription must be accepted at the annual general meeting and is payable on or before 31 December in each year.
- 5.9 The honour of Life Membership maybe bestowed to any Association member that is deemed to have provided long and outstanding service to the Association. The criteria are as follows
  - 5.9.1 At least 10 years service on the Association committee dated from records held since 1996 and;
  - 5.9.2 The contributions to the committee as per clause 5.9.1 be deemed to have been significant to the operation and development of the Association or;
  - 5.9.3 That the involvement in presenting scientific content at continuing education events hosted by the Association be deemed to be of significant number and quality resulting in outstanding provision of the Association purposes and mission.
- 5.10 The process for nomination and election to Life Membership is as follows
  - 5.10.1 Annually the Association committee must consider any eligible members according to the above clause 5.9 prior to the AGM.
  - 5.10.2 If deemed appropriate the committee must pass a motion nominating the member(s) for the category of Life Membership for consideration by the membership at the AGM.
  - 5.10.3 The committee must deliberate on the nomination in the absence of the member(s) and if called upon by any committee member, a vote will be conducted by secret ballot, the method of which will be chosen by the President, or if absent the appointed Chairperson.
  - 5.10.4 If nominated the member(s) must accept the nomination.
  - 5.10.5 A motion to elect the member(s) to Life Membership must be circulated to the membership in accordance with clause 13
  - 5.10.6 At the AGM the Chairperson, will read a biography of the member(s) and put the motion to the membership at the meeting. The motion will pass with a majority vote.

## 5.11 Life Membership entitles a member to

5.11.1 Honorary membership to the Association for the remainder of the member's life.

5.11.2 Should a Life member achieve 15 years in accordance with the criteria in clause 5.9, the committee upon passing a motion will bestow upon the Life member annual funding to subsidise continuing education in Histology.

5.11.2.1 The amount of funding offered be set by the committee annually and notified to the Life Members

5.11.2.2 Life Members must apply for funding approval through the committee

5.11.2.3 The term annually for this purpose refers to the Association financial year. Funds not used in a financial year cannot be carried to the following year.

5.12 A member of the Association entitles the member to attend continuing education events conducted by the Association and receive communications and industry updates from the Association. Members will be informed of, attend and vote on matters at General meetings.

5.13 There must be at least 5 members of the Association

## 6. **Register of members**

6.1 A register of members must be maintained containing the name and email address of each member

6.2 The register is available for inspection free of charge by any member upon request.

6.3 A member may make a copy of entries in the register.

## 7. **Ceasing membership**

7.1 A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by unsubscribing membership online

7.2 A member who is no longer contactable by email is considered to have resigned.

7.3 All resignations are removed from the register of members

## 8. **Discipline, suspension and expulsion of members**

8.1 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--

8.1.1 suspend that member from membership of the Association for a specified period; or

8.1.2 expel that member from the Association.

- 8.2 A resolution of the committee under sub-rule 8.1 does not take effect unless--
- 8.2.1 at a meeting held in accordance with sub-rule 8.3, the committee confirms the resolution; and
  - 8.2.2 if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.3 A meeting of the committee to confirm or revoke a resolution passed under sub-rule 8.1 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 8.4.
- 8.4 For the purposes of giving notice in accordance with sub-rule 8.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice--
- 8.4.1 setting out the resolution of the committee and the grounds on which it is based; and
  - 8.4.2 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
  - 8.4.3 stating the date, place and time of that meeting; and
  - 8.4.4 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;
  - 8.4.5 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.
- 8.5 At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 8.1, the committee must--
- 8.5.1 give the member, or his or her representative, an opportunity to be heard; and
  - 8.5.2 give due consideration to any written statement submitted by the member; and
  - 8.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 8.6 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.
- 8.7 If the Secretary receives a notice under sub-rule 8.6, 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.

- 8.8 At a general meeting of the Association convened under sub-rule 8.7--
- 8.8.1 no business other than the question of the appeal may be conducted; and
  - 8.8.2 the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - 8.8.3 the member, or his or her representative, must be given an opportunity to be heard; and
  - 8.8.4 the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, in favour of the resolution. In any other case, the resolution is revoked.

## **9. *Disputes and mediation***

- 9.1 The grievance procedure set out in this rule applies to disputes under these Rules between-
- 9.1.1 a member and another member; or
  - 9.1.2 a member and the Association.
  - 9.1.3 a member and the Committee
- 9.2 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.
- 9.3 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.
- 9.4 The mediator must be-
- 9.4.1 a person chosen by agreement between the parties; or
  - 9.4.2 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).
- 9.5 A member of the Association can be a mediator.
- 9.6 The mediator cannot be a member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- 9.8 The mediator, in conducting the mediation, must--
- 9.8.1 give the parties to the mediation process every opportunity to be heard; and
  - 9.8.2 allow due consideration by all parties of any written statement submitted by any party; and
  - 9.8.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 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**

- 10.1 The annual general meeting must be held within 5 months of the end of the financial year.
- 10.2 The committee may determine the date, time and place of the annual general meeting of the Association.
- 10.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 10.4 The ordinary business of the annual general meeting shall be-
- 10.4.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - 10.4.2 to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
  - 10.4.3 to elect officers of the Association and the ordinary members of the committee; and
  - 10.4.4 to receive and consider the statement submitted by the Association to include if relevant the following;
    - (a) the income and expenditure of the incorporated association during its last financial year;
    - (b) the assets and liabilities of the incorporated association at the end of its last financial year;
    - (c) the mortgages, charges and securities of any description affecting any of the property of the incorporated association at the end of its last financial year; and

(d) in respect of each trust of which the incorporated association was trustee during a period, being the whole or any part of the last financial year of the incorporated association-

- (i) the income and expenditure of the trust during that period;
- (ii) the assets and liabilities of the trust during that period; and
- (iii) the mortgages, charges and securities of any description affecting any of the property of the trust at the end of that period; and

(e) any trust, held on behalf of the incorporated association by a person or body other than the incorporated association, in which funds or assets of the incorporated association are placed.

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

10.6 The statements submitted under sub-rule 10.4.4 must give a true and fair view of the financial position of the association during and at the end of its last financial year.

## **11. *Special general meetings***

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

11.2 All general meetings other than the annual general meeting are special general meetings.

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

11.4 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.

11.5 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.

11.6 The request for a special general meeting must--

11.6.1 state the objects of the meeting; and

11.6.2 be signed by the members requesting the meeting; and

11.6.3 be sent to the address of the Secretary.

11.7 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.



- 11.8 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***

- 13.1 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.
- 13.2 Notices will be sent by electronic transmission to members registered email address.--
- 13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

## **14. *Quorum at general meetings***

- 14.1 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.
- 14.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 14.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
- 14.3.1 in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
- 14.3.2 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.
- 14.4 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.

## **15. *Presiding at general meetings***

- 15.1 The President, or in the President's absence, the Secretary, shall preside as Chairperson at each general meeting of the Association.
- 15.2 If the President and the Secretary 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 meetings***

- 16.1 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.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- 16.4 Except as provided in sub-rule 15.3, 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***

- 17.1 Upon any question arising at a general meeting of the Association, a member has one vote only.
- 17.2 All votes must be given personally.
- 17.3 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.
- 17.4 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.
- 17.5 A special resolution is passed at a meeting if of the entitled members of the incorporated association who vote in person at the meeting, not less than three quarters vote in favour of the resolution.

## **18. *Poll at general meetings***

- 18.1 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.
- 18.2 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**

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

19.1.1 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

19.1.2 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**

Proxy voting will not be accepted at any general or special general meetings

## **21. Committee of Management**

21.1 The affairs of the Association shall be managed by the committee of management.

21.2 The committee--

21.2.1 shall control and manage the business and affairs of the Association; and

21.2.2 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

21.2.3 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.

21.3 Subject to section 23 of the Act, the committee shall consist of--

21.3.1 the officers of the Association; and

21.3.2 fifteen ordinary members--

each of whom shall be elected at the annual general meeting of the Association in each year.

## **22. Office holders**

22.1 The officers of the Association shall be--

22.1.1 a President;

22.1.2 a Treasurer; and

22.1.3 a Secretary.

22.2 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.

22.3 In the event of a casual vacancy in any office referred to in sub-rule 22.1, the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

### **23. Ordinary members of the committee**

23.1 The ordinary members of the committee shall be--

23.1.1 Ten members from Melbourne, Victoria

23.1.2 Two members from regional Victoria

23.1.3 Two members from Hobart, Tasmania

23.1.4 One member from regional Tasmania

23.2 Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

23.3 In the event of a casual vacancy occurring in any category of ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy irrespective of the location of the member (city or state) 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.

### **24. Election of officers and ordinary committee members**

24.1 Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--

24.1.1 made in writing on the form prescribed nomination form; and

24.1.2 delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.

24.2 If there is no nomination for specific officers of the Association, nominations may be received at the annual general meeting

24.3 If the number of nominations received is less than the number to fill specific categories of ordinary members, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

24.4 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.

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

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

24.7 A candidate may be nominated for more than one office, and as an ordinary member of the committee, prior to the annual general meeting.

## **25. Vacancies**

- 25.1 The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--
- 25.1.1 ceases to be a member of the Association; or
  - 25.1.2 becomes an insolvent under administration within the meaning of the Corporations Law; or
  - 25.1.3 resigns from office by notice in writing given to the Secretary.

## **26. Meetings of the committee**

- 26.1 The committee must meet at least 3 times in each year at such place and such times as the committee may determine.
- 26.2 Special meetings of the committee may be convened by the President or by any 4 members of the committee.

## **27. Notice of committee meetings**

- 27.1 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.
- 27.2 Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **28. Quorum for committee meetings**

- 28.1 Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee. Members can be present by telephone.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present--
- 28.3.1 in the case of a special meeting--the meeting lapses;
  - 28.3.2 in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The committee may act notwithstanding any vacancy on the committee.

## **29. Presiding at committee meetings**

- 29.1 At meetings of the committee--
- 29.1.1 the President or, in the President's absence, the Secretary presides; or
  - 29.1.2 if the President and the Secretary are absent, or are unable to preside, the members present must choose one of their number to preside.

### **30. *Voting at committee meetings***

- 30.1 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.
- 30.2 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.

### **31. *Removal of committee member***

- 31.1 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.
- 31.2 A member who is the subject of a proposed resolution referred to in sub-rule 31.1 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.
- 31.3 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.

### **32. *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.

### **33. *Funds***

- 33.1 The Treasurer of the Association must-
- 33.1.1 collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - 33.1.2 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.
- 33.2 The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- 33.3 Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- 33.4 The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

33.5 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

33.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the committee.

33.7 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the committee determines.

#### **34. Seal**

The association does not utilise a common seal. The organization number must be included in the official association logo or other official identifier.

#### **35. Notice to members**

35.1 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-

35.1.1 delivering the notice to the member personally; or

35.1.2 electronic transmission to the members registered email address.

#### **36. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

#### **37. Custody and inspection of books and records**

37.1 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.

37.2 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.

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