

**Australia Chinese Association for
Biomedical Sciences Inc.**

(ACABS)

CONSTITUTION AND RULES

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Amended 21 August 2007

Amended 25 July 2014

(Under the Associations Incorporation Reform Regulations 2012)

Australia Chinese Association for Biomedical Sciences Inc.

(ACABS)

CONSTITUTION AND RULES

PART 1 - PRELIMINARY

1. Definitions and Interpretation

(1) In this constitution:

“Association” means Australia Chinese Association for Biomedical Sciences Inc.;

“financial year” means the year ending on 30 June;

“member” means a member of the Association;

“Committee” in relation to the Association means the Executive Committee;

“Committee meeting” means a meeting of the Committee held in accordance with these Rules;

“Committee member” means a member of the Committee elected or appointed;

“President” means the President of the Association;

“General meeting” means a general meeting of the members of the Association and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

“Regulations” means the Associations Incorporation Reform Regulations 2012;

“the Act” means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;

“Constitution” means the Constitution and Rules of the Association.

(2) In this Constitution:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes a reference to the exercise of the power or authority or the performance of the duty.

PART 2 - NAME, AND OBJECTS OF THE ASSOCIATION

2. Name

The name of the Association shall be known as “Australia Chinese Association for Biomedical Sciences Inc.”; translated in Chinese as “澳大利亚华人生物医学协会” and after herein referred to as the “Association”; or in short as “ACABS”

3. Objects

The objects for which the Association is established are:

- (1) To foster friendship and collaboration, and to strengthen the communications among Australian Chinese scholars;
- (2) To advocate and carry out exchange and collaboration between Australia and China in biomedical science, technology, education and training, and clinical services;
- (3) To organize or co-organize the Australia-China Biomedical Research Conference (ACBRC) biennially with venues in alternation between Australia and China
- (4) To encourage contributions to the advancement of science and technology;
- (5) To promote friendship and cooperation with other national and international societies/organizations.

PART 3 - POWER OF ASSOCIATION

4. Powers

Solely for the purpose of reaching the objects set by the Association, the Association shall have the following powers:

- (1) to admit to membership of the Association upon such terms and with such privileges as may be prescribed by the Rules of the Association for the time being in force;

- (2) to accept and raise monies for the purpose reaching the objects and for carrying out the general activities of the Association;
- (3) to use the monies of the Association or any portion thereof for the purpose of reaching the objects of the Association;
- (4) to cause all expenses including incidentals directly related to the affairs of the Association to be paid from the monies of the Association;
- (5) to authorise any persons nominated on its behalf of the Association to undertake and execute whereof may be necessary or desirable actions for the carrying out of achieving any of the objects of the Association;
- (6) to appoint agents to transact business on its behalf;
- (7) to enter into any other contract it considers necessary or desirable;
- (8) the Association may only exercise its powers and use its income and assets for its purposes.

5. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members;
- (2) Subrule (1) does not prevent the Association from paying a member -
 - (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member - if this is done in good faith on terms no more favourable than if the member was not a member.

PART 4 - MEMBERSHIP

6. Membership generally

- (1) Ordinary membership: Ordinary membership of the association shall be open to all health professionals, trainees or students involved in any aspect of biomedical sciences in the nation;
- (2) Associate Membership: associate membership shall be available to any non-medical person with an interest in biomedical sciences. Associate members will not be entitled to vote or occupy a position on the executive committee of the association and will be subject to the same obligations and duties as members.
- (3) Corporate membership: Corporate membership shall be open to interested organisations

that empathise with the objects of the Association. Corporate membership shall not have voting rights or not be eligible to occupy a position on the executive committee.

7. Membership Qualifications

(1) Ordinary membership

Ordinary membership shall be open to individuals who have obtained a minimum qualification of Bachelor's degree in any biological, medical or life sciences, or who have worked in any related fields of biological, medical or life sciences, and share the common interests and objectives as the Association.

(2) Associate membership and Corporate membership

- (a) any person or group make significant contribution to the association
- (b) approved for membership of the Association by the President and the Committee of the Association;
- (c) delegate to the Corporate membership of the Association shall be represented by the nominated representative of the organisation

8. Application for membership of the Association

- (1) shall be in writing or on-line and made on such the Membership Application Form and submitted according to such procedures as determined by the Association;
- (2) the application shall be sent to the secretary of the Association or online to the Secretary;
- (3) after receiving a nomination for membership application, the Secretary must notify the applicant that the committee has been approved or rejected within 10 working days;
- (4) the nominee is requested to pay a membership fee within 28 days after receipt of the notification;
- (5) the Secretary must, on confirmation of membership, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

9. Annual membership fee on joining

- (1) At each annual general meeting, the Association must determine or review the amount of the annual membership fee for the following financial year;
- (2) The Association may determine that a lower or exempt annual membership fee is payable by associate members.

- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to -
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the Association.

10. Membership Entitlements

- (1) Members are entitled to all member's rights and attending all activities of the Association;
- (2) Nominating and electing to be office bearers of the Association, such as the executive committee, election committee or any other subcommittees of the Association;
- (3) Participating in executive committee meeting by making prearrangement with the president or who calls for the meeting;
- (4) Reporting or suggesting to any of the executive committee member with matters potentially concerning of the Association;
- (5) Apply to participate in any programs, activities and events at home or abroad organized or coordinated by the Association with either full or discounted member rates determined by the Committee;
- (6) Vote at a general meeting;
- (7) Have access to the minutes of general meetings and other documents of the Association;
- (8) The membership is not transferrable; and is terminated upon cessation of the person's individual's membership.

11. Cessation of Membership

A person ceases to be a member of the Association if the person

- (1) dies or, in the case of a body corporate, is wound up;
- (2) resigns from membership of the Association;
- (3) is expelled from the association; or
- (4) fails to renew membership of the Association;

12. Resignation and Removal of Membership

- (1) A member may resign by notice in writing given to the Association;
- (2) When a member has caused significant damage to the Association by any means, including causing significant dissatisfaction of many Association members as judged and agreed by two third the majority of the executive committee members, the member will be warned by a formal letter from the President, or as judged by the two third majority of the executive committee and finally proved by more than half of all members voted, will be removed from his or her membership;
- (3) A person ceasing to be a member of the Association for any reason whatsoever shall not be entitled to the refund of their membership fee or any portion thereof;
- (4) When a person ceases to be a member, the Secretary shall make an appropriate cancellation entry in the membership register of members, recording the date on which the member ceased to be a member.

13. Register of Membership

- (1) The amount of the annual membership fee is determined by resolution of the Committee;
- (2) Membership fees are collected centrally by the Association with 75% of the fees returned to and managed by individual branches;
- (3) The Association shall keep and maintain a Register of its members. The secretary of the Association shall be responsible for the entries in the Register and for the maintenance, possession and safekeeping of the Register. The Register information shall include at least the following particulars:
 - a. The full name of a member;
 - b. Address or email address, notified by the member as an address at which the member will receive written communications from the Association;
 - c. Email address or contact number, being a contact way at which the member may be contacted during day time;
 - d. The date of becoming a member;
 - e. For each former member, the date of ceasing to be a member.

14. Member's Liabilities

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association.

15. Disciplining of members

- (1) When the Committee has the concern on a member who has persistently refused or neglected to comply with a provision of the Association's rules; or persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Committee may, by resolution
 - (a) suspend the member from his/her rights and privileges as a member for a specified period determined by the Committee; or
 - (b) expel the member from the Association.
- (2) When the Committee passes a resolution, the President shall, as soon as practicable, issue a notice in writing to the member:
 - (a) setting out the resolution of the Committee and the grounds on which it is based;
 - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

16. Right of Appeal by the Disciplined Member

- (1) A member may appeal to the Association in a special general meeting against a Committee resolution which is confirmed, within 7 days after notice of the resolution is served on the member, by lodging with the President a notice to that effect.
- (2) Upon receiving a notice, the President shall notify the Committee which shall convene a special general meeting of the Association to be held within 21 days after the date on which the President receives the notice or as soon as possible after that date.
- (3) At the special general meeting of the Association -
 - (a) the Committee and the member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (b) the members in presence shall vote by anonymous ballots on whether the resolution made should be passed or revoked. The meeting outcome is final.

PART 4 - THE EXECUTIVE COMMITTEE

17. Powers of the Executive Committee

The Committee, subject to the Act, the Regulations -

- (1) shall manage and supervise all affairs of the Association;
- (2) has the power to conduct all acts as considered by the Committee as necessary or favourable for the proper management of the affairs of the Association;

- (3) the Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.
- (4) can remove any member from the Association due to conducts that are conflicting with the interests, the rules and regulations of the Association.

18. Composition of Committee

- (1) The committee shall consist of the committee members and the office-bearers of the Association to represent all members populations distributed throughout Australian States geographically; each of whom shall be elected or appointed;
- (2) The office-bearers of the Association's Committee shall be
 - (a) the President
 - (b) the Vice-Presidents
 - (c) the Treasurer
 - (c) the Secretaries
 - (d) other committee members elected or nominated.
- (3) Each member of the committee shall, subject to these rules, hold their duty and obligation until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election;
- (4) In the event of a vacancy in the membership of the executive committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

19. General Duties of Committee Members

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act;
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules;
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence;
- (4) Committee members must exercise their powers and discharge their duties -
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.

- (5) In addition to any duties imposed by these Rules, a Committee member must perform any other duties imposed from time to time by resolution at a general meeting.

20. Duties of President and Vice-presidents

- (1) The President of the Association shall, as soon as practicable after being appointed as President-elect, should make smooth leadership transfer from the outgoing President and lead the Association;
- (2) The president is responsible for all or the majority of members in membership, finance and all activities, by workings with the executive committee and the state Chairmen to make decisions;
- (3) The president should play a leading role to coordinate the ACABS association and relationship with outside community and other organisations;
- (4) Presidency will last for a term of two years with maximum of two terms;
- (5) Vice President, elected by members at a general election or executive committee meeting, or nominated by the President and agreed by the majority of the executive committee members, will assist the President to operate as agreed between the president and vice president at an executive committee meeting to achieve the above-mentioned objects of the Association.
- (6) The vice President will also act as acting President in the absence of the President;

21. Duties of Treasurer/Secretary

- (1) The Treasurer of the Association shall
 - (a) collect and receive all moneys due to the Association, produce official receipt/invoice and make all payments authorised by the Association;
 - (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; and
 - (c) deal with all financial matters for and on behalf of the Association including donations and tax matters, making the president and executive committee aware of important financial issues;
- (2) The Secretary of the Association shall
 - (a) execute communications between Executive committee, the members of the Association and the branches of the Association;

- (c) collect responses, opinions and matters from all members to the executive committee;
- (d) prepare the agenda preceding and minutes of the committee meeting or AGM;
- (c) coordinate with the Treasurer to update membership lists register and communication details for security use of members' property, and including internet updates and website maintenance.

22. Election of the President and the Vice-presidents

- (1) The candidate of the President should be the Executive Committee member;
- (2) The President will be elected by Executive Committee members;
- (3) Nominations of candidates for election as President of the Association, shall be made in writing, signed by at least two Executive Committee members and accompanied by the written consent of the candidate; and
- (4) The ballot for the election of the President shall be conducted at the election date in such manner as the Executive Committee may direct;
- (5) The Chairman of each branch automatically becomes the Vice-president of the Association.

23. Appointment of the Committee Members

- (1) The executive committee members of the Association will be nominated by the President and the Vice-president and approved by the members;
- (2) If insufficient nominations are received to fill all vacancies on the executive committee, the candidates nominated shall be deemed to be elected and further nominations shall be received encouraged 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 taken considered to be elected;
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held in the president and Vice-presidents;
- (5) All committee members must be members of the Association.

24. Vacancies

- (1) In the event of a vacancy occurring in the membership of the Executive Committee, the

Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office until the conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Committee occurs if the member
 - (a) ceases to be a member of the Association;
 - (a) resigns the office by notice in writing given to the Secretary;
 - (b) is removed or disqualified from office;
 - (c) suffers from mental or physical incapacity;
 - (d) is absent without the consent of the committee from all meetings of the committee held during a period of 6 months.

25. Dispute and Removal of Committee Members

- (1) Questions arising at a meeting of the Executive Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of the members of the Committee present at the any meeting if a unanimous decision is not the outcome;
- (2) Any dispute between the President and vice President that cannot be resolved should be resolved by voting for majority at an Executive Committee meeting;
- (3) When an Executive Committee member has persistently refuse or neglect to comply with a provision of the Association's rules; or persistently and wilfully acted in a manner prejudicial to the interests of the Association, the Association in general meeting may by resolution, remove any member of the Committee from the office of member of the Committee before the expiration of the member's term of office.

26. Committee Meetings

- (1) The committee shall meet at least 2 times in each calendar year at such places and times as determined by the Committee may determine. Additional meetings of the Committee may be convened by any Executive Member of the Committee;
- (2) Oral or written notice of a meeting of the Committee shall be given by the President or the Secretary to each Member of the Committee at least 48 hours before the time appointed for the holding of the meeting.

27. Delegation by the Executive Committee to sub-Committee

- (1) The Committee may, by instrument in writing, delegate to 1 or more sub-committees

(consisting of such member or members of the Association as the committee thinks fit) to exercise roles of such of the functions of the committee;

- (2) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation;
- (3) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated;
- (4) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule;
- (5) A sub-committee may meet and adjourn as it thinks considers proper.

28. State branches and branch Chairmen

- (1) Each State or Territory can form one branch as part of the Association.
- (2) Branch Chairman is elected in branch's AGM. The Chairman will then form a team to run a term of two years, and can be re-elected for additional terms not more than three times;
- (3) Branch Chairmen are obliged to be part of the national Executive Committee and to present (tele-conference is acceptable) annual general meetings. If the Branch Chairman is not available, an alternative delegate must be appointed to attend the AGM;
- (4) Branches must obey the Constitution and operate under the guidance of the national Executive Committee;
- (5) Branches will operate financially independently on behalf of members within their States;
- (6) Branches will share the same website occupying different web pages. Contents of the pages for different branches will be determined and responsible by the individual branches;
- (7) Branches must report membership details and activities annually to the national Executive Committee at least 14 days before the annual general meeting;

PART 5 – GENERAL MEETING

29. Annual General Meetings – calling of and business at

- (1) The annual general meeting of the Association shall, subject to the Act, be convened on such date and at such place and time as the Committee thinks fit.

- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an 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 committee reports on the activities of the Association during the last preceding financial year;
 - (c) to elect members of the committee, including office-bearers, the president and vice President if in the election year;
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members.
- (3) An annual general meeting shall be specified as such in the convening notice convening it;
- (4) An annual general meeting shall be conducted in accordance with the provisions of this Part.

30. Special General Meetings

- (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association;
- (2) The Committee shall, on the requisition in writing of not less than 20 per cent of the total number of members, convene a special general meeting of the Association;
- (3) A requisition of member's support for a general meeting
 - (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the President; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the Committee fails to convene a general meeting within 1 month after the date on which a requisition for members' support for the meeting is lodged with the President, any 1 or more members who made the requisition may convene the general meeting within 3 months from the initial date;
- (5) the Association shall at least 14 days before the date fixed for the general meeting, send email notice to each member specifying the venue, date and time of the meeting

and the nature of the business to be discussed.

31. General Meetings - Procedure and Quorum

- (1) No business shall be discussed at a general meeting unless a certain quorum is reached;
- (2) Half of the total members in presence in person constitute a quorum for the minimal requirement by a general meeting;
- (3) If within half an hour after the set time for the commencement of a general meeting a quorum is not present, the meeting shall be considered cancelled and no business should be discussed.

32. Presiding Member

- (1) The President, or in the absence of the President, the vice-president, shall preside at each general meeting of the Association;
- (2) If the President and the vice-president are both absent from a proposed general meeting, a Committee member may preside at the meeting.

33. Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting;
- (2) When a general meeting is adjourned for 14 days or more, the Association shall provide written notice of the adjourned meeting to each member of the Association stating the reason(s) and provide the venue, date and time and the nature of the business to be discussed at the reconvening meeting.

34. Making of Decisions

- (1) An issue raised at a general meeting of the Association shall be resolved during general discussion. Any disputed matter will be resolved on “a show of hands” - a quite voting. When necessary and when dealing with relatively sensitive issues, such as removing a member, this process may be carried out anonymously;
- (2) At a general meeting of the Association, a poll may be required by the person presiding at the meeting. When a poll is required at a general meeting, the poll shall be taken
 - (a) immediately in the case of polling in regarding to an election of a person or to adjourning a meeting; or
 - (b) in any other case, often before the close of a meeting a poll on a matter may become the best resolution for the matter.

35. Voting

- (1) Upon any question arising at a general meeting of the Association a member has 1 vote only;
- (2) All votes shall be given personally or by proxy but no member may hold more than 5 proxies;
- (3) In the case of an equality of votes on a matter question at a general meeting, the person presiding is entitled to exercise a second or casting vote;
- (4) Only a member is entitled to vote at a general meeting of the Association;
- (5) Each member shall be entitled to appoint another member as proxy by email sent to the President of Association no later than 48 hours before the time of the meeting in respect of which the proxy is appointed;
- (6) The notice appointing the proxy shall be in the form set out by the Secretary in line to this Constitution.

PART 6 - Finance

36. Funds - Source

- (1) The funds of the Association shall be derived from membership fees, donations, sponsorship and grants, subject to any resolution passed by to the Association in general meeting;
- (2) The Association takes 25% of the management and operation fees from each branch's income;
- (3) If the funds are obtained by the Association without any assistance from the branches, the income is held by the Association;
- (4) If the funds are obtained with any branch's assistance, the funds will be shared as 50/50 in general or negotiated with that branch;
- (5) All money received by the Association shall be deposited as soon as practicable and without deduction in the credit of the Association's bank account;
- (6) After receiving any money the Association shall, as soon as practicable, issue an appropriate receipt.

37. Funds - Management

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives set by the Association in such manner as the committee determines;
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the President and one of the office-bearers such as Vice President or Treasurer;
- (3) Term deposits are treated as the assets that are not expendable for daily operation. In any event including when the Association was dissolved, assets will not be distributed to the Association ACABS members of the Association;
- (4) Breach of the bylaws or Acts of the Constitution by office-bearers of the Association will be subject to immediate investigation by independent task committee rationally appointed by the Executive Committee.

PART 7 - MISCELLANEOUS

38. The Senior Advisory Group

- (1) The Senior Advisory Group is formed by reputed members or retired office bearers who are voluntary, nominated and approved by the executive committee. The Group or any of the group members is non-executive. The group provides the alternative source of support for assurance of the Association;
- (2) The Executive Committee may from time to time request the attendance of advisors at Committee meetings. The advisors are entitled to express their opinions, but not vote, at the Committee meetings.

39. The Awards

- (1) In recognition of member truly outstanding unique contributions, Association honours members the award - the Outstanding Contribution Award;
- (2) In recognition of member consistent service over 3 years or longer periods, in acknowledgement of members active involvement and outstanding achievement in the activities of the Association, Association honours member the Community Service Award;
- (3) Nominations are made to the Executive Committee at least one week before the AGM. These honours are determined by the executive committee and approved and presented by the President at AGM.

40. Alteration of objects and constitution

An application to the Director-General for registration of a change in the Association's objects or constitution in accordance with section 10 of the Act is to be made by the public

officer or a Committee member.

41. Common Seal

- (1) The common seal of the Association shall be kept in the custody of the President;
- (2) The common seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the common seal shall be attested by the signatures either of two members of the committee or of one member of the committee and of the President.

42. Custody of books

- (1) Subject to the Act, the Regulations and this Constitution and rules, the President of the Association shall keep in their custody or under their control all records, books, and other documents relating to the Association;
- (2) Subject to subrules, the Treasurer of the Association shall keep in their custody or under their control all books, records and other documents relating to the financial affairs of the Association.

43. Inspection of Books

- (1) The records, books and other documents of the Association shall be open to inspection at a place in the Territory, free of charge, by a member of the Association at any reasonable hour;
- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

44. Service of Notice

- (1) For the purpose of this Constitution, a notice may be served on or given to a member either by delivering it personally, or by posting to the member at the member's address shown in the register of members, or by email;
- (2) Where a document is sent to a person by properly addressing and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

45. Indemnity

The Committee shall be responsible only for the consequences of their own personal

willful default or neglect and not for the default or neglect or any other person and shall be indemnified by the Association against all other liability incurred by them in the course of their duties as the members of the Committee and the Association.

46. Surplus Property

At the general meeting of the Association, the Association shall pass a special resolution nominating- (a) another association; or (b) a fund, in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.

47. Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Association.