



Australian Society for Colposcopy and Cervical Pathology Inc.
ABN 25 773 381 323

ASCCP Constitution

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RULES OF THE AUSTRALIAN SOCIETY FOR COLPOSCOPY AND CERVICAL PATHOLOGY INCORPORATED

1 NAME

The name of the incorporated association is:

THE AUSTRALIAN SOCIETY FOR COLPOSCOPY AND CERVICAL PATHOLOGY INCORPORATED.

2 DEFINITIONS AND INTERPRETATION

In these Rules, unless the contrary intention appears:

- 2.1 **'Act'** means the *Associations Incorporation Reform Act 2012* (Vic);
- 2.2 **'Chair'** means the appointed chairperson of a general meeting of the Society or a meeting of the Committee or a subcommittee;
- 2.3 **'Committee'** means the Committee of Management of the Society;
- 2.4 **'Committee Member'** means a member of the Committee;
- 2.5 **'Financial Year'** means each period of 12 months ending on 31 December or such other 12 month period as determined by the Committee;
- 2.6 **'Office Bearers'** means the:
 - 2.6.1 President;
 - 2.6.2 Immediate Past President;
 - 2.6.3 Vice-President;
 - 2.6.4 Secretary; and
 - 2.6.5 Treasurer,of the Society.
- 2.7 **'Ordinary Member of the Committee'** means a member of the Committee who is not an Office Bearer;
- 2.8 **'Registrar'** means the Registrar of Incorporated Associations under the Act;
- 2.9 **'Regulations'** means the *Associations Incorporation Reform Regulations 2012* (Vic);
- 2.10 **'Rules'** means these rules as amended and in force from time to time;
- 2.11 **'Secretary'** has the meaning given to that expression in section 3 of the Act, means the person holding such office under these Rules;
- 2.12 **'Special General Meeting'** means all general meetings of Members other than the annual general meeting;

- 2.13 **'Special Resolution'** means a resolution of the Society passed at a general meeting if:
- 2.13.1 of the members of the Society voting at the meeting in person or (if proxies are allowed) by proxy at the meeting, not less than three quarters vote in favour of the resolution; or
 - 2.13.2 where it is made to appear to the Registrar that it is not practicable for the resolution to be passed in the manner specified in clause 2.13.1, if the resolution is passed in a manner specified by the Registrar; and
- 2.14 **'Society'** means The Australian Society for Colposcopy and Cervical Pathology Incorporated.

3 OBJECTS

- 3.1 The purposes of the Society are to provide further education and the dissemination of knowledge of colposcopy, pathology (including cytology, genetics, immunopathology etc.) and basic science relevant to the understanding of the physiology, pathogenesis, prevention, diagnosis and management of the disease processes of the cervix, vagina and vulva.
- 3.2 In furthering these purposes, the Society will:
- 3.2.1 encourage, promote, and sponsor educational activities;
 - 3.2.2 advise other learned bodies and government on scientific and financial aspects relating to the Society's purposes;
 - 3.2.3 establish relationships with national and international organisations; and
 - 3.2.4 promote activities that further the purposes of the Society.

4 FINANCES

4.1 Source of Funds

Finance shall be obtained from:

- 4.1.1 members' annual subscriptions;
- 4.1.2 registration fees for seminars, conferences and educational courses sponsored by or on behalf of the Society, the level of fees to be determined by the Committee and which may be:
 - (a) varied according to the category of membership;
 - (b) varied for guests of members and non-members; or
 - (c) waived in the case of invited lecturers and official guests; and
 - (d) endowments, grants, public subscriptions, voluntary contributions, fund-raising efforts, authorised public appeals and other means approved by the Committee.

4.2 Use of Income and Assets

The assets and income of the Society shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.

5 MEMBERSHIP

5.1 Qualification for membership

A person is qualified to be a member if, but only if the person is a natural person who has been nominated for membership of the Society and approved for membership as provided in clause 5.3.

5.2 Composition

The members of the Society shall comprise:

5.2.1 Ordinary members

- (a) Ordinary members shall be medical practitioners of recognised specialist status interested in the activities of the Society.
- (b) Ordinary members shall have the right to participate in general meetings, to vote and to be an Office Bearer or Ordinary Member of the Committee.

5.2.2 Associate members

- (a) Associate members shall be other medical practitioners and non-medical practitioners (e.g. cytotechnologists, nurse practitioners, paramedical practitioners) who have an interest in the activities of the Society or who are working in a related field.
- (b) Associate members shall have the right to participate in general meetings and to vote.
- (c) Associate members cannot become Office Bearers of the Society but may be represented by one of their number sitting as an Ordinary Member of the Committee.

5.2.3 Life members

- (a) From time to time the Committee may confer life membership on a member of the Society who has given extraordinary service to the Society.
- (b) Any Committee Member may make such a nomination. The nomination must be approved by the Committee by majority vote.
- (c) Life members are entitled to participate fully in the affairs of the Society.

5.2.4 Honorary members

- (a) Honorary members shall be practitioners who have made outstanding contributions to the field of colposcopy, cervical

pathology or related disciplines and who do not desire full participation in the activities of the Society.

- (b) Such practitioners may be proposed to the Committee for consideration of honorary membership.
- (c) Honorary Members shall have the right to participate in general meetings but shall have no right to vote or to become a Committee Member.

5.3 Election to Membership

5.3.1 Ordinary members and associate members

- (a) Applications for ordinary and associate membership shall be made in the appropriate form by a person who fulfils the criteria set out in clauses 5.2.1 or 5.2.2. Such applications will be ratified by the Committee.
- (b) All new members will be announced at the next annual general meeting of the Society.
- (c) An ordinary or associate member approved by the Committee shall be eligible to participate in the Society's activities upon the payment of the initial annual subscription.
- (d) The Committee may refuse membership if the Committee considers that the practices or conduct of the applicant may be prejudicial to the interests of the Society or to the reputation of the medical profession as a whole.

5.3.2 Life members

Life members may be nominated by any Committee Member and will be approved by majority vote of the Committee.

5.3.3 Honorary members

- (a) Honorary members may be nominated for honorary membership to the Committee by any member of the Society.
- (b) The Committee by majority vote must approve the nomination.

5.4 Fees and subscriptions

A member of the Society must, on admission to membership and in each subsequent year, pay to the Society the annual subscription, the amount of which (for each category of membership) shall be determined by the Committee.

5.5 Liabilities of members

- 5.5.1 The liability of a member of the Society to contribute towards the payments of the debts and liability of the Society or the costs, charges and expenses of winding up the Society is limited to the amount, if any, unpaid by the member in respect of membership of the Society as required by clause 5.4.

- 5.5.2 A member who ceases to be a member remains liable to the Society for the amounts, if any, unpaid by the member in respect of the membership of the Society as required by clause 5.4, which are levied against the member prior to the member ceasing to be a member of the Society.

6 REGISTER OF MEMBERS

- 6.1 The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each current member, and the date of ceasing to be a member for each former member.
- 6.2 The register of members shall be available for inspection by members at the principal place of administration of the Society free of charge at any reasonable hour.

7 RESIGNATION, DISCIPLINE AND EXPULSION OF MEMBERS

7.1 Resignation

- 7.1.1 A member of the Society who has paid all moneys due and payable by him / her to the Society may resign from the Society by first giving one month's notice in writing to the Secretary of his / her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- 7.1.2 Upon the expiration of the period of a notice given under clause 7.1.1, the Secretary shall make in the register of members an entry recording the date on which the member by whom notice was given ceased to be a member.
- 7.1.3 A member of the Society ceases to be a member if that member fails to pay the annual subscription within six months of the date upon which the annual subscription is due and payable.

7.2 Discipline and Expulsion

- 7.2.1 Subject to these Rules, the Committee may by resolution:
- (a) expel a member from the Society; or
 - (b) suspend a member from membership of the Society for a specified period in accordance with any regulations of the Committee if the Committee is of the opinion that the member:
 - (1) has refused or neglected to comply with these Rules; or
 - (2) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Society.
- 7.2.2 A resolution of the Committee under clause 7.2.1:
- (a) does not take effect unless the Committee at a meeting held not earlier than fourteen and not later than twenty-eight days after the service on the member of a notice under clause 7.2.3 confirms the resolution in accordance with this clause; and

- (b) where the member exercises a right of appeal to the Society under this clause, does not take effect unless the Society confirms the resolution in accordance with this clause.

7.2.3 Where the Committee passes a resolution under clause 7.2.1, the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the 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 fourteen and not later than twenty-eight days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he / she may do one or more of the following:
 - (1) attend the meeting;
 - (2) give the Committee before the date of that meeting a written statement seeking revocation of the resolution; or
 - (3) not later than twenty-four hours before the date of the meeting, lodge with the Secretary a notice to the effect that he / she wishes to appeal to the Society in general meeting against the resolution.

7.2.4 At a meeting of the Committee held in accordance with clause 7.2.2(a), the Committee shall:

- (a) give to the member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the member; and
- (c) by resolution determine whether to confirm or to revoke the resolution.

7.2.5 Where the Secretary receives a notice from the member under clause 7.2.3(d)(3), the Secretary shall notify the Committee and the Committee shall convene a general meeting of the Society to be held within twenty-eight days after the date on which the Secretary received the notice.

7.2.6 At a general meeting of the Society convened under clause 7.2.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Committee may place before the meeting details of the grounds of the resolution and the reasons for the passing of the resolution;
- (c) the member shall be given an opportunity to be heard; and

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

7.2.7 If at the general meeting:

- (a) two-thirds of the members vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

8 DISPUTES AND MEDIATION

8.1 The grievance procedure set out in this clause 8 applies to disputes under these Rules between:

8.1.1 a member and another member; or

8.1.2 a member and the Society.

8.2 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 the parties.

8.3 If the parties 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.

8.4 The mediator must be:

8.4.1 a person chosen by agreement between the parties; or

8.4.2 in the absence of agreement:

- (a) in the case of a dispute between a member and another member, a person appointed by the Committee; or
- (b) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

8.5 A member of the Society can be a mediator, unless that member is a party to the dispute.

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

8.7 The mediator, in conducting the mediation, must:

8.7.1 give the parties to the mediation process every opportunity to be heard;

8.7.2 allow due consideration by all parties of any written statement submitted by any party;

8.7.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and

8.7.4 not determine the dispute.

- 8.8 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.

9 ANNUAL GENERAL MEETING

- 9.1 The Society shall in each calendar year convene an annual general meeting of its members.
- 9.2 The annual general meeting shall be held at such time, date and place as may be determined by the Committee.
- 9.3 the annual general meeting shall be specified as such in the notice convening it.
- 9.4 The ordinary business of the annual general meeting shall be:
- 9.4.1 to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - 9.4.2 to receive from the Committee reports upon transactions of the Society during the last preceding Financial Year;
 - 9.4.3 to elect the Ordinary Members of the Committee at every second such meeting;
 - 9.4.4 to receive and consider the financial statements of the Society submitted by the Committee in accordance with Part 7 of the Act; and
 - 9.4.5 to appoint or reappoint a properly qualified auditor(s) for the ensuing year.
- 9.5 The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- 9.6 The annual general meeting shall be in addition to any other Special General Meetings that may be held in the same year.

10 SPECIAL GENERAL MEETING

- 10.1 The Committee may whenever it thinks fit convene a Special General Meeting of the Society.
- 10.2 The Committee shall on a requisition in writing of members representing not less than 10% of the total number of members, convene a Special General Meeting of the Society.
- 10.3 The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and sent to the address of the Secretary and may consist of several documents in like form, each signed by one or more of the members making the requisition.
- 10.4 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition or any of them may convene a Special General Meeting to be held not later than three months after that date.
- 10.5 A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in

convening the meeting shall be refunded by the Society to the persons incurring the expenses.

11 NOTICE OF GENERAL MEETINGS

- 11.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Secretary shall, at least twenty-eight days before the date fixed for holding the general meeting (including an annual general meeting) of the Society, cause to be sent by pre-paid post or e-mail to each member of the Society at his / her postal or e-mail address appearing in the register of members a notice stating the place, date and time of the meeting, the nature of the business to be transacted at the meeting and the appointment of proxy form set out in Appendix 1 to these Rules.
- 11.2 If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least twenty-eight days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under clause 11.1, the intention to propose the resolution as a Special Resolution.
- 11.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11.4 A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12 PROCEEDINGS AT GENERAL MEETINGS

- 12.1 All business that is transacted at a Special General Meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed to be special business.

12.2 Quorum at general meetings

- 12.2.1 No item of business shall be transacted at a general meeting (including an annual general meeting) unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- 12.2.2 Ten members personally present (being members entitled under these Rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a general meeting (including an annual general meeting).
- 12.2.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present being not less than seven shall be a quorum.

12.3 Chair of general meetings

12.3.1 The President or in his / her absence the Vice-President shall preside as Chair at each general meeting of the Society.

12.3.2 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chair at the meeting.

12.4 Adjournment of general meeting

12.4.1 The Chair of the general meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

12.4.2 Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of a general meeting.

12.4.3 Except as provided in clauses 12.4.1 and 12.4.2, it is not necessary to give notice of adjournment or of the business to be transacted at the adjourned meeting.

12.5 Voting at general meetings

12.5.1 A question arising at a general meeting of the Society shall be determined on a show of hands, unless before or on the declaration of the show of hands a poll is demanded. Declaration by the Chair that a resolution has been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minutes of the meeting is evidence of the fact without proof of the number or proportion of votes recorded in favour of or against that resolution.

12.5.2 Upon any question arising at a general meeting of the Society a member has one vote only.

12.5.3 All votes must be given in person or by proxy, but no member may hold more than 5 proxies.

12.5.4 In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.

12.5.5 A member or proxy is not entitled to vote at any general meeting unless all moneys due and payable by the member or proxy to the Society have been paid, including the amount of the annual subscription payable in respect of the current Financial Year.

12.6 Poll

12.6.1 If at a meeting a poll on any question is demanded by not less than three members, it shall be taken in such manner as the Chair may direct whether at that meeting or by postal ballot conducted within twenty-one days after the day of the meeting and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

12.6.2 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall, unless the Chair has directed that a postal ballot be

held pursuant to clause 12.6.1, be taken at such time before the close of the meeting as the Chair may direct.

12.7 Use of technology at general meetings

General meetings of the Society may be held at more than one place, provided that the technology used enables each member or proxy present at each place the meeting is held to clearly and simultaneously communicate with every other participating member.

12.8 Appointment of proxies

12.8.1 Each member entitled under these Rules to vote is to be entitled to appoint another member entitled under these Rules to vote as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

12.8.2 The notice appointing the proxy is to be in the form set out in Appendix 1 to these Rules.

13 COMMITTEE OF MANAGEMENT

13.1 The affairs of the Society shall be managed by the Committee constituted as provided in clause 13.3.

13.2 The Committee:

13.2.1 shall control and manage the business and affairs of the Society;

13.2.2 may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Society other than those powers and functions that are required by these Rules to be exercised by a general meeting of the members of the Society; and

13.2.3 subject to these Rules, the Regulations and the Act, 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 Society including the conduct of postal ballots on any matter.

13.3 The Committee shall consist of not less than four and not more than eleven Committee Members. The Committee shall be comprised of:

13.3.1 the Office Bearers:

13.3.2 up to four Ordinary Members of the Committee; and

13.3.3 up to two co-opted Committee Members cop-opted pursuant to clause 13.6.

13.4 All Committee Members shall be ordinary members of the Society as defined in clause 5.2.1 of these Rules, except that one Ordinary Member of the Committee may be an associate member as defined in subclause 5.2.2.

13.5 The Office Bearers for each two year period shall be elected by the Committee before each annual general meeting at which there is to be an election for the Ordinary Members of the Committee.

- 13.6 The Committee shall have the power to co-opt members of the Society as Committee Members, provided that at any one time there are no more than two such co-opted members.
- 13.7 All Committee Members shall be elected for a term of two years.
- 13.8 Having served one term of two years, Committee Members shall be eligible for re-election but an Office Bearer may not serve more than three consecutive terms in the same office.

13.9 Election of Committee Members

- 13.9.1 Candidates for election as Ordinary Members of the Committee shall be nominated by one and seconded by another member of the Society and accompanied by the consent of the candidate.
- 13.9.2 Candidates for election as Office Bearers must have served at least one term as an Ordinary Member of the Committee at some time prior to being nominated for election as an Office Bearer.
- 13.9.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 13.9.4 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.
- 13.9.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 13.9.6 The ballot for the election of Ordinary Members of the Committee shall be conducted at the relevant annual general meeting in such usual and proper manner as the Committee may direct.
- 13.9.7 In the event of a casual vacancy occurring during the year, the Committee shall have power to appoint a Committee Member to fill the vacancy from the members of the Society. Any Committee Member so appointed shall hold office only until the next annual general meeting but shall be eligible for re-election.

13.10 Conflict of Interest

- 13.10.1 No Committee Member shall be appointed to or retain any paid office of the Society whilst he / she is a Committee Member.
- 13.10.2 No Committee Member shall directly or indirectly supply or provide goods or services to the Society for reward in a commercial or professional transaction where such goods or services can be satisfactorily obtained elsewhere locally.
- 13.10.3 Any Committee Member who has a financial interest in any contract or arrangement made or proposed to be made with the Society shall disclose that interest at the first meeting of the Committee at which the contract or arrangement is first considered if his / her interest then exists or in any other case at the first meeting of the Committee after the acquisition of such interest. If the Committee Member becomes interested in a contract or arrangement after it is made or entered into by

the Committee on behalf of the Society, the Committee Member shall disclose his / her interest at the first meeting of the Committee after the Committee Member becomes so interested.

- 13.10.4 No Committee Member shall vote in respect of any proposed contract or arrangement in which the Committee Member is so interested as aforesaid and if he / she does so vote then the Committee Member's vote shall not be counted.

13.11 Vacation of Office

For the purposes of these Rules, the office of a Committee Member becomes vacant if the Committee Member:

- 13.11.1 ceases to be a member of the Society;
- 13.11.2 resigns his / her office by notice in writing given to the Secretary;
- 13.11.3 is removed from office under clause 14;
- 13.11.4 (is absent for three consecutive Committee meetings without acceptable reason or leave of absence from the Committee; or
- 13.11.5 otherwise ceases to be a committee member by operation of section 78 of the Act or any other law.

14 REMOVAL OF COMMITTEE MEMBER

- 14.1 The Society in general meeting may by resolution remove any Committee Member before the expiration of the Committee Member's term of office and appoint another member of the Society in his / her stead to hold office until the expiration of the term of the Committee Member.
- 14.2 Where the Committee Member to whom a proposed resolution referred to in clause 14.1 makes representations in writing to the Secretary or President of the Society (not exceeding a reasonable length) and requests that they be notified to the members of the Society, the Secretary or the President may send a copy of the representations to each member of the Society and if they are not so sent the Committee Member may require that they be read out at the meeting.

15 PROCEEDINGS OF COMMITTEE

15.1 Committee meetings

- 15.1.1 The Committee shall meet at least twice per calendar year at such places and times as the Committee may determine.
- 15.1.2 Meetings of the Committee may be held at more than one place, provided that the technology used enables each Committee Member present at each place the meeting is held to clearly and simultaneously communicate with every other participating Committee Member.
- 15.1.3 Special meetings of the Committee may be convened by the President or by any four Committee Members.
- 15.1.4 Notice shall be given to Committee Members of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

15.2 Quorum at Committee meetings

- 15.2.1 Any four Committee Members constitute a quorum for the transaction of the business at a meeting of the Committee.
- 15.2.2 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless:
- (a) the meeting was a special meeting, in which case it lapses; or
 - (b) another place is specified by the Chair at the time of the adjournment or by written notice to Committee Members given before the day to which the meeting is adjourned.
- 15.2.3 No item of business shall be transacted at a meeting of the Committee unless a quorum of Committee Members is present during the time when the meeting is considering that item.

15.3 Chair of Committee meetings

At meetings of the Committee:

- 15.3.1 the President or in his / her absence the Vice-President shall preside as Chair; or
- 15.3.2 if the President and the Vice-President are absent, one of the remaining Committee Members as may be chosen by the Committee Members present shall preside as Chair.

15.4 Voting at Committee and subcommittee meetings

- 15.4.1 Questions arising at a meeting of the Committee or of any subcommittee appointed by the Committee shall be determined on a show of hands or if demanded by a Committee Member (or member of any subcommittee), by a poll taken in such manner as the Chair of the meeting may determine.
- 15.4.2 Each Committee Member present at a meeting of the Committee or of any subcommittee appointed by the Committee (including the Chair) is entitled to one vote and in the event of an equality of votes on any question, the Chair may exercise a second or casting vote.

15.5 Notice of Committee meetings

- 15.5.1 Written notice of each Committee meeting shall be served on each Committee Member by delivering it to him / her at least fourteen days before the meeting or by sending it by e-mail at least ten business days before the date of the meeting.
- 15.5.2 Subject to clause 15.2.1 the Committee may act notwithstanding any vacancy on the Committee.

16 SUBCOMMITTEES

- 16.1 The Committee may appoint such management subcommittees consisting of Committee Members as the Committee thinks fit. Members of the Society or other

interested persons may be co-opted in any advisory capacity but shall have no voting rights.

- 16.2 The Committee may also appoint other subcommittees not concerned with the direct management of the Society with membership drawn from members of the Society or other interested persons for fund raising, social and other similar purposes. Members of such subcommittees shall have voting rights only within the subcommittees to which they have been appointed.
- 16.3 The quorum for meetings of a subcommittee shall be one-third of its members (to the nearest whole number). At the first meeting of a subcommittee, the members shall appoint a Chair from amongst themselves to preside at their meetings.

17 SECRETARY

- 17.1 The Secretary shall, within 14 days of being appointed as Secretary, give written notice to the Registrar of her / her appointment in the form prescribed by the Act.
- 17.2 The Secretary of the Society shall:
- 17.2.1 notify relevant members of meetings;
 - 17.2.2 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;
 - 17.2.3 deal with correspondence and motions as directed; and
 - 17.2.4 be responsible for all obligations as required by the Act and all other Acts of Parliament, whether State or Federal.

18 TREASURER

The Treasurer of the Society shall:

- 18.1 collect and receive all moneys due to the Society and make all payments authorised by the Society;
- 18.2 keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society; and
- 18.3 ensure the accounts and books of the Society are audited, if required by the Act, by a qualified auditor as directed by the Society.

19 FINANCIAL ADMINISTRATION

- 19.1 The funds of the Society shall be lodged in such investments as are authorised by the law for the time being in force for the investment of trust funds or on deposit with a bank.
- 19.2 In addition to his duties and responsibilities under clause 18, the Treasurer shall issue receipts for all moneys received, pay all accounts which have been passed for payment by the Committee and submit a financial report at each Committee meeting.
- 19.3 At least once a year the books shall be examined and audited by the auditor(s) appointed at the annual general meeting, if required by the Act.

20 NOTICES

- 20.1 A notice may be served by or on behalf of the Society upon any member either personally or by sending it by post or e-mail to the member at the relevant address shown in the register of members.
- 20.2 Where a document is properly addressed, pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 20.3 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at the meeting.

21 AUDITOR

The auditor(s) (if required by the Act) appointed shall be a member of some recognised institute of accountants or if no such auditor is available shall be a person sufficiently versed in business practice to carry out capably the duties of auditor.

22 BANKING

- 22.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments exceeding \$10,000.00 in value (or such other sum as may be determined by the Committee from time to time) shall be signed by the Treasurer and one other Office Bearer of the Society.
- 22.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments up to and including \$10,000.00 in value (or such other sum as may be determined by the Committee from time to time) may be signed by the Treasurer alone.
- 22.3 If for any reason the Treasurer is absent or otherwise unavailable or unable to sign cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, the Committee may appoint another Office Bearer of the Society to sign in place of the Treasurer.

23 COMMON SEAL

- 23.1 The Committee will determine whether or not the Society is to have a common seal and, if so, will provide for the safe custody of such seal.
- 23.2 The common seal shall not be affixed to any instrument except with the authority of the Committee and the affixing of the common seal shall be attested by the signatures either two Committee Members.

24 EXECUTION OF DOCUMENTS – NOT UNDER SEAL

If a document is not executed under seal, it may be executed by the Society by way of:

- 24.1 being signed by two Committee Members;
- 24.2 being signed by a Committee Member and a nominee of the Committee; or
- 24.3 such other means as the Committee approves or ratifies in writing, from time to time.

25 ALTERATION OF RULES

Any proposed alteration to these Rules shall be made by Special Resolution in accordance with the Act.

26 WINDING UP

26.1 The Society shall not be dissolved or wound up except by way of a Special Resolution passed at a Special General Meeting of members called specially for that purpose.

26.2 If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given or transferred to:

26.2.1 the Cancer Council Australia ACN 130 793 725 (or one of its member organisations), provided that:

- (a) it has objects or purposes similar to those of the Society;
- (b) it has the objects or purposes prohibit the distribution of dividends, income and property among its or their members to the same extent as clause 4.2 of these Rules; and
- (c) it is itself exempt from income tax and contains the same charitable registration as the Society; or

26.2.2 among such other institution(s) within the Commonwealth of Australia which:

- (a) has objects or purposes similar to those of the Society;
- (b) has the objects or purposes prohibit the distribution of dividends, income and property among its or their members to the same extent as clause 4.2 of these Rules; and
- (c) is itself exempt from income tax and contains the same charitable registration as the Society.

27 ANNUAL RETURNS

Within one month following the annual general meeting each year, the Society shall give a copy of the audited (if required by the Act) financial statements to the Registrar in accordance with the Act.

28 CUSTODY OF RECORDS

Except as otherwise provided in these Rules, the Secretary shall keep in his / her custody or under his / her control all records, books, securities and other documents relating to the Society.

29 CUSTODY AND INSPECTION OF BOOKS AND RECORDS

29.1 Members may on request inspect free of charge—

29.1.1 the register of members;

29.1.2 the minutes of general meetings;

- 29.1.3 subject to clause 29.2, the financial records, books, securities and any other relevant document of the Society, including minutes of Committee meetings.
- 29.2 The Committee may refuse to permit a member to inspect records of the Society that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Society.
- 29.3 The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 29.4 Subject to clause 29.2, a member may make a copy of any of the other records of the Society referred to in this rule and the Society may charge a reasonable fee for provision of a copy of such a record.
- 29.5 For purposes of this rule, “**relevant documents**” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Society and includes the following:
- 29.5.1 its membership records;
- 29.5.2 its financial statements;
- 29.5.3 its financial records;
- 29.5.4 records and documents relating to transactions, dealings, business or property of the Society.

30 INTERPRETATION

In these Rules, unless the contrary intention appears:

- 30.1 words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* (Vic);
- 30.2 the singular includes the plural and vice versa;
- 30.3 words importing one gender include other genders;
- 30.4 a reference to an individual or person includes a partnership, body corporate, government authority or agency and vice versa (whether or not incorporated);
- 30.5 a reference to a person includes that person's executors, administrators, successors, substitutes and permitted assigns;
- 30.6 a reference to a statute, code or other law includes regulations and other instruments made under it and includes consolidations, amendments, re-enactments or replacements of any of them;
- 30.7 other grammatical forms of defined words or expressions have corresponding meaning;
- 30.8 a reference to a document or instrument, including these Rules, includes that document or instrument as novated, altered or replaced from time to time; and
- 30.9 headings are for convenience only and do not affect the interpretation of these Rules.

APPENDIX 1
(Clause 12.8.2)

FORM OF APPOINTMENT OF PROXY

I,.....
(full name)

of.....
(address)

being a member of the Australian Society for Colposcopy and Cervical Pathology Incorporated
("Association")
hereby appoint

.....
(full name of proxy)

of.....
(address)

being a member of that 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).....(month) day of..... (year)
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.

..... Date.....

Signature of member appointing proxy

A proxy vote may not be given to a person who is not a member of the Association.