
June 2014

BioMelbourne Network Incorporated

Rules of Incorporated Association

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Associations Incorporation Reform Act 2012 (Victoria)

Rules of Incorporated Association

1. Name

The name of the incorporated association is BioMelbourne Network Incorporated (in these Rules called the "**Association**").

2. Interpretation

2.1 Definitions

In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Reform Act 2012 (Victoria)*.

"**Board**" means the Board of Management of the Association.

"**Financial Year**" means the year ending on 30 June.

"**General Meeting**" means a general meeting of members convened in accordance with Rule 11.

"**Member**" means a member of the Association. For the avoidance of doubt a Member can be a natural person or any other legal person, including but not limited to an incorporated entity.

"**Membership Application**" means the form of application for membership approved by the Board from time to time, the current form of which is contained in appendix 1.

"**Membership Fee**" has the meaning given to that term in Rule 4.1.

"**Ordinary Member of the Board**" means a member of the Board who is not an officer of the Association under Rule 19.1.

"**Regulations**" means regulations made pursuant to the Act.

"**Website**" means the website of the Company at <http://www.biomelbourne.org> or such other internet address designated by the Company from time to time.

2.2 References to Secretary

In these Rules, a reference to the secretary to the Association is a reference:

- (a) where a person holds office under these Rules as secretary of the Association, to that person; and
- (b) in any other case, to the public officer of the Association.

2.3 Interpretation Act 1984

Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

3. Application for membership

3.1 Eligibility

A person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the Membership Fee payable under these Rules.

3.2 New members

A person who is not a member of the Association at the time of the incorporation of the Association or who was such a member at that time but has ceased to be a member shall not be admitted to membership unless, following lodgement of a Membership Application, their admission as a member is approved by the Board.

3.3 Reference to the Board

As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Board.

3.4 Determination of the Board

Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.

3.5 Approval

Upon a nomination being approved by the Board, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association and request payment within the period of 28 days after receipt of the notification of the sum payable under these Rules as the Membership Fee..

3.6 Rejection

If the Board rejects an application, the Board must, as soon as practicable, notify the Applicant in writing that the application has been rejected.

3.7 Entry in register

Upon payment of the amounts referred to in Rule 3.5 within the period referred to in that Rule, the secretary shall enter the nominee's name in the register of members kept by the Association and, upon the name being so entered, the nominee shall become a member of the Association.

3.8 Membership not transferable

A right, privilege, or obligation of a person by reason of his membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of the membership whether by death or resignation or otherwise.

3.9 Categories of membership

Different categories of membership may be established from time to time, with such rights and obligations attached to that category as may be determined by the Board and included on the Website.

4. Membership fee

4.1 Membership fee

The Membership Fee is the relevant amount set out in the Membership Application. The Membership Fee is due and payable for each member:

- (a) upon receipt of a request from the secretary under Rule 3.5 (**Initial Payment**); and
- (b) annually on the anniversary of the Initial Payment, or such other date as the Board determines from time to time.

Different categories of membership may attract different membership fees as determined by the Board from time to time.

5. Register of members

5.1 Details to be recorded

The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member.

5.2 Inspection of Register

The register shall be:

- (c) available for inspection by members free of charge at the address of the public officer; and
- (d) members may make copies of entries in the register,

subject to any restrictions imposed by statute, including the *Privacy Act 1988* (Cth).

6. Resignation of member

6.1 Notice of intention to resign

A member of the Association who has paid all money due and payable by him to the Association may resign from the Association by first giving notice in writing to the secretary of his intention to resign and upon receipt of that notice the member shall cease to be a member.

6.2 Amendment to register

Upon the expiration of a notice given under Rule 6.1, the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given ceased to be a member.

7. Expulsion of member

7.1 Resolution of the Board

Subject to these Rules if the Board is of the opinion that the member:

- (a) has refused or neglected to comply with these Rules; or
- (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association;

the Board may by resolution:

- (c) expel a member from the Association; or
- (d) suspend a member from membership of the Association for a specified period.

7.2 Resolution to have no effect

A resolution of the Board under Rule 7.1:

- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under Rule 7.3 confirms the resolution in accordance with this Rule; and
- (b) where the member exercises a right of appeal to the Association under this Rule does not take effect unless the Association confirms the resolution in accordance with this Rule 7.2.

7.3 Member to be notified

Where the Board passes a resolution under Rule 7.1, 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 Board and the grounds on which it is based;
- (b) stating that the member or the member's representative may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (iii) if at the meeting the Board confirms the resolution, not later than 48 hours after that meeting, the member may give the secretary a notice to the effect that the member wishes to appeal to the Association in a general meeting against the resolution.

7.4 Member to be heard

At a meeting of the Board held in accordance with Rule 7.2, the Board:

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

7.5 Board to convene general meeting

Where the secretary receives a notice under Rule 7.3(d)(iii), he or she shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.

7.6 Procedure at general meeting

At a general meeting of the Association convened under Rule 7.5:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the member or the member's representative shall be given an opportunity to be heard; and
- (d) the members present shall vote by ballot on the question whether the resolution should be confirmed or revoked.

7.7 General meeting to decide

If at the general meeting:

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

8. Disputes and Mediation

8.1 Application

The grievance procedures set out under this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Association.

8.2 Notice

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the disputes comes to the attention of all of the parties. The avoidance of doubt, the aggrieved party shall give each of the other parties to the dispute a notice setting out:

- (a) that there is a dispute;

- (b) a brief summary of the matter(s) in dispute; and
- (c) a proposed time for the parties to meet under this Rule.

For the purposes of this Rule unless the parties otherwise agree, the date of receipt of the notice is the date upon which the dispute is deemed to have come to the attention of the parties.

8.3 Mediation

If the parties are unable to resolve the dispute at the meeting referred to in rule 8.2, or if a party fails to attend that meeting, then the parties must, within 10 days of the date upon which the meeting referred to at rule 8.2 was to be held, hold a meeting in the presence of a mediator.

8.4 Selection of the mediator

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board 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);
- (c) a member of the Association can be a mediator, save that the mediator cannot be a member who is a party to the dispute.

8.5 Conduct of the mediation

- (a) The parties to the dispute must in good faith attempt to settle the dispute by mediation.
- (b) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statements submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The mediator must not determine the dispute.

8.6 Recourse to Law

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 Frequency

The Association shall in each calendar year convene an annual general meeting of its members.

9.2 Date of meeting

The annual general meeting shall be held on such day and at such time and place as the Board determines.

9.3 Meeting to be specified as such

The annual general meeting shall be specified as such in the notice by which it is convened.

9.4 Ordinary business

The ordinary business of the annual general meeting shall be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Board reports upon the transactions of the Association during the last preceding financial year;
- (c) every second year, to elect officers of the Association and the Elected Members of the Board; and
- (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

9.5 Special business

The annual general meeting may transact special business of which notice is given in accordance with these Rules.

9.6 Other meetings

The annual general meeting shall be convened in addition to any other general meetings that may be held in the same year.

10. Special general meetings

10.1 Special meetings

All general meetings other than the annual general meeting shall be called special general meetings.

10.2 Board to convene

The Board may convene a special general meeting of the Association whenever it thinks fit and where but for this rule more than 15 months would elapse between annual general meetings the Board shall convene a special general meeting before the expiration of that period.

10.3 Members' requisition

The Board shall convene a special general meeting of the Association on the requisition in writing of members representing not less than 10% of the total number of members.

10.4 Requisition requirements

The requisition for a special general meeting shall:

- (a) state the objects of the meeting;
- (b) be signed by the members making the requisition; and
- (c) be sent to the address of the secretary,

and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

10.5 Failure of Board to convene in members' requisition

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

10.6 Members' reasonable expenses

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 Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

10.7 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.

11. Notice of meeting

11.1 Notice

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, the secretary of the Association shall 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 transacted at the meeting.

11.2 Method of Giving Notice

A notice may be sent:

- (a) by prepaid post to the address appearing on the Register of Members;
- (b) by facsimile transmission; or
- (c) by electronic transmission.

11.3 Business of meeting

No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

11.4 Members' business

A member desiring to bring any business before a meeting may give notice of that business in writing or by electronic transmission 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 meetings and quorum

12.1 Ordinary and special business

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 must be present

No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote under these Rules is present during the time when the meeting is considering that item.

12.3 Quorum

Five members present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

12.4 No quorum present

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 chairman 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. 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 present (being not less than 3) shall be a quorum.

12.5 Use of technology

- (a) A general meeting may be held, or members may take part in a general meeting, by using any technology that allows members to clearly and simultaneously communicate with each participating member.
- (b) A member who participates in a general meeting in the manner permitted under Rule 12.5(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

13. Presiding member

13.1 Chairman

The Chairman, or in his absence, the Deputy Chairman (if elected), shall preside as chairman at each general meeting of the Association.

13.2 Members to elect chairman

If the Chairman and the Deputy Chairman (if elected) are absent from a general meeting, the members present shall elect one of their number to preside as chairman at the meeting.

14. Adjournment

14.1 Chairman may adjourn

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

14.2 Notice of adjournment

Where a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in accordance with rule 11.1.

14.3 Notice not required

Except as provided in Rules 14.1 and 14.2, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

15. Making of decisions

15.1 Show of hands

- (a) A question arising at a general meeting of the Association shall be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution on a show of hands has been carried unanimously or carried by a particular majority or lost, and 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.
- (b) The Board may determine in its discretion that any resolution may be conducted as a secret ballot, to be conducted as a poll under Rule 15.3.

15.2 Poll may be demanded

If at a meeting a poll on any question is demanded by not less than 3 members or is requested by the Board under Rule 15.1(b) or by the Chairman, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

15.3 When poll must be taken

A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.

15.4 Ordinary resolution

An ordinary resolution shall be deemed to have been passed if a majority of the members voting at the meeting, whether in person (or attending via technology in accordance with these Rules) or by proxy, vote in favour of the ordinary resolution.

15.5 Special resolution

If the Act requires that a resolution is passed as a special resolution, the resolution must be passed in accordance with the Act:

- (a) Each member who is entitled to vote at general meetings must be given at least 21 days' notice of the proposed resolution, in the manner provided by these Rules.
- (b) The notice must:
 - (i) specify the date, time and place of the general meeting at which the resolution is intended to be proposed; and
 - (ii) state in full the proposed resolution; and
 - (iii) state the intention to propose the resolution as a special resolution.
- (c) The special resolution is deemed to be passed if not less than three quarters of members voting at the meeting, whether in person (or attending via technology in accordance with these Rules) or by proxy, vote in favour of the resolution.

16. Voting

16.1 One vote per member

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

16.2 Personal voting

All votes shall be given personally or by proxy.

16.3 Chairman's casting vote

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

16.4 Entitlement to vote

A member is not entitled to vote at any general meeting unless all money due and payable by the member to the Association have been paid prior to the date of the meeting..

17. Appointment of proxies

17.1 Notice of appointment

Each member shall be entitled to appoint another member as his 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.

17.2 Form of appointment

The notice appointing the proxy must be:

- (a) for a meeting of the Association convened under rule 7.5, in the form set out in Appendix 3; and
- (b) in any other case, in the form set out in Appendix 2.

18. Board of management

18.1 Board to manage affairs

The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 20.

18.2 Powers of the Board

The Board:

- (a) shall control and manage the business and affairs of the Association;
- (b) may, subject to these rules, the Regulations and the Act, delegate, contract or sub-contract all or any aspect of the management of the business and affairs of the Association;
- (c) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
- (d) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

19. Constitution and membership: officers

19.1 Officers

The officers of the Association shall be:

- (a) a Chairman;
- (b) a Deputy-Chairman;
- (c) a Treasurer;
- (d) a Secretary; and a Public Officer.

19.2 Election of officers

The provisions of Rule 21, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in Rule 19.1.

19.3 Term of office

Each officer of the Association shall hold office until the second annual general meeting or general meeting after the date of his or her election but is eligible for re-election in accordance with these rules. Subject in each case to re-election of the relevant person as officer of the Association, a person may serve as officer of the Association for a maximum of three consecutive two-years terms. The Board may in its discretion determine that a person may serve as officer of the Association for a maximum of four consecutive two-year terms.

19.4 Casual vacancy

In the event of a casual vacancy in any office referred to in Rule 19.1, the Board may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the next annual general meeting at which the officers are due for election following the date of his appointment, but is eligible for re-appointment.

19.5 Further matters relating to Officers

- (a) Subject to any period of casual vacancy occurring from time to time, a person appointed to the offices of Chairman, Secretary Treasurer and Public Officer will be appointed to the Board. A person appointed to the position of Deputy Chairman (if any) may also be appointed to the Board.
- (b) The same person may be appointed to the offices of Secretary and Public Officer at the same time. Except as provided in 19.5(b), a person may not be appointed to more than one office at a time..

20. Constitution and membership: Board

20.1 Composition

Subject to section 23 of the Act, the Board shall consist of:

- (a) the officers of the Association (subject to Rule 19.5(a));
- (b) two (2) members each of whom shall be elected at the annual general meeting of the Association by other members in every second year ("**Elected Members**"); and
- (c) such other members as the other members of the Board may from time to time appoint ("**Nominated Members**"),

but in any event, for the purposes of the constitution of the Board, the aggregate maximum number of officers and Ordinary Members of the Board shall not exceed twelve¹²).

20.2 Term of office

- (a) Each Elected Member of the Board shall, subject to these Rules, hold office until the annual general meeting two (2) years after the date of his election, but is eligible for re-election.

- (b) Each Nominated Member shall remain a member of the Board until the next annual general meeting two (2) years after the date of his or her appointment, but is eligible for re-appointment, subject to their removal by either:
 - (i) the ordinary resolution of the members as described in Rule 25; or
 - (ii) a majority vote of the Board
- (c) Subject in each case to re-election of the relevant person as Elected Member or Nominated Member (as applicable), a person may serve as Elected Member or Nominated Member (as applicable) for a maximum of three consecutive two-years terms. The Board may in its discretion determine that a person may serve as Elected Member or Nominated Member (as applicable), for a maximum of four consecutive two-year terms.

20.3 Casual vacancy

In the event of a casual vacancy occurring in the office of an Ordinary Member of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules and:

- (a) in the case of an Elected Member, until the conclusion of the annual general meeting next following the date of their appointment at which the Elected Members are due for re-election; and
- (b) in the case of a Nominated Member, until the conclusion of the annual general meeting next following the date of their appointment at which the Elected Members are due for re-election or until the occurrence of an event as described in either Article 20.2(b)(i) or (ii).

20.4 Alternate Board members

- (a) Each officer of the Association and Member of the Board ("**Appointor**") shall have the power, from time to time, to appoint any person approved for that purpose by a majority of the Board, to be an alternate Board member in his or her place, during such times and from time to time as he or she shall appoint ("**Alternate Board Member**") and shall have the power at his or her discretion to remove such Alternate Board Member.
- (b) Any appointment or removal by an Appointor of an Alternate Board Member shall be effected by notice in writing by the Appointor to the Board as if Rule 29 applies.
- (c) An Alternate Board Member shall have all the rights, powers and duties of the Appointor he or she replaces on the Board and shall not be deemed an agent of the Appointor.
- (d) If an Appointor, who has for the time being appointed an Alternate Board Member, ceases to be a member of the Board then the Alternate Board Member shall also cease to be an Alternate Board Member, provided that, this Rule shall not apply where the Appointor ceases to be a member of the Board on retirement at a meeting and is subsequently re-elected as a member of the Board at that meeting.
- (e) A proposed Alternate Board Member must be:
 - (i) from the same member of the Association as the Appointor; and

- (ii) of similar skill, experience and seniority as the Appointor.

21. Election of officers and vacancy

21.1 Nominations

Nominations of candidates for election as officers of the Association or as Elected or Nominated Members of the Board:

- (a) shall be made in writing, signed by 2 (two) members of the Association and accompanied by the written consent of the candidate which may be endorsed on the form of nomination (refer Appendix 5); and
- (b) shall be delivered to the secretary of the Association not less than 7 (seven) days before the date fixed for the holding of the annual general meeting.

21.2 Deemed election

If insufficient nominations are received to fill the positions as officers of the Association or the Elected Member vacancies on the Board, then any candidates so nominated shall be deemed to be elected and further nominations shall be received for any remaining vacancies at the annual general meeting.

21.3 Automatic election

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.

21.4 Ballot

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

21.5 Procedure

The ballot for the election of officers and Elected Members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

21.6 Multiple nominations

A candidate may only be nominated for one office (except as provided in Rule 19.5(b), or as an Elected Member of the Board, prior to the annual general meeting.

21.7 Vacancy

For the purposes of these Rules, the office of an officer of the Association or of an Ordinary Member of the Board becomes vacant if the officer or member:

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Commonwealth);
- (c) resigns his office by notice in writing given to the secretary; or
- (d) otherwise becomes ineligible to hold office pursuant to the Act.

22. Proceedings of Board

22.1 Frequency of meetings

The Board shall meet at least 4 (four) times in each year at such place and such times as the Board may determine.

22.2 Additional meetings

Special meetings of the Board may be convened by the Chairman or by any 4 (four) of the members of the Board.

22.3 Notice of meeting

Notice shall be given to members of the Board 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.

22.4 Quorum

Provided at least one officer is in attendance, any 4 (four) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.

22.5 No quorum

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 the meeting was a special meeting in which case it lapses.

22.6 Presiding Board member

At meetings of the Board:

- (a) the Chairman or, in his absence, the Deputy-Chairman (if elected) shall preside; or
- (b) if the Chairman and the Deputy-Chairman (if elected) are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.

22.7 Voting

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

22.8 Casting vote

Each member present at a meeting of the Board or of any sub-committee appointed by the Board 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.

22.9 Service of notices

Written notice of each Board meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by prepaid post

addressed to him at his usual or last known place of abode at least 2 (two) business days before the date of the meeting.

22.10 Vacancy not to inhibit

Subject to Rule 22.4 the Board may act notwithstanding any vacancy on the Board.

22.11 Use of technology

- (e) Board meetings may be held, or Board members may take part in a Board meeting, by using any technology that allows members to clearly and simultaneously communicated with each other participating member.
- (f) A Board member who participates in a meeting in the manner permitted under Rule 22.11(a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23. Secretary

23.1 Record keeping

The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings. Members may request access to these records, to be provided at the sole discretion of the Board.

24. Treasurer

24.1 Accounting and finance

The Treasurer of the Association:

- (a) shall collect and receive all money due to the Association and make all payments authorised by the Association; and
- (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

24.2 Inspection of books

The accounts and books referred to in Rule 24.1 shall be available for inspection by members.

25. Removal of member of Board

25.1 Power of general meeting

The Association in general meeting may by resolution remove any member of the Board before the expiration of his term of office and appoint another member in his stead to hold office until the expiration of the term of the first mentioned member.

25.2 Member to be heard

Where the member to whom a proposed resolution referred to in Rule 25.1 makes representations in writing to the secretary or Chairman of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the Chairman may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

26. Cheques

26.1 Signing

All cheques drafts bills of exchange promissory notes and other negotiable instruments shall be signed by two officers of the Association.

27. Seal

27.1 Custody

The common seal of the Association shall be kept in the custody of the secretary.

27.2 Authority to affix

The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of 2 (two) officers of the Association.

28. Alteration of Rules and statement of purposes

28.1 No amendment

These Rules and the statement of purposes of the Association as set out in Appendix 4 shall not be altered except in accordance with the Act.

29. Notices

29.1 Mode of Service

Except for the requirement in rule 11, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally;
- (b) sending it by prepaid post addressed to that member at that member's address as shown in register of members;
- (c) facsimile transmission; or
- (d) electronic transmission.

29.2 Deemed service

- (a) Where a document is properly addressed prepaid 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;

- (b) Where a document is properly addressed and sent to a person by facsimile transmission at the facsimile number notified by that member to the Association, the document shall, unless the contrary is proved, be deemed to have been delivered to that person at the time at which the person transmitting the facsimile receives a transmission report confirming its successful transmission of that transmission; and
- (c) If a notice is sent by electronic transmission to the address which the member has notified to the Association for the sending of such notices, the notice shall be deemed, unless the contrary is proved, to have been received by the member to which the notice was addressed on the business day following day of the date and time of which it was sent.

30. Winding up or cancellation

30.1 Disposal of assets

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

31. Custody of records

31.1 Secretary

Except as otherwise provided in these Rules, the secretary shall keep in his or her custody or under his or her control all books, documents and securities of the Association.

31.2 Inspection

All accounts, books, securities and any other relevant documents (including minutes of any general meeting and any financial statements submitted at a general meeting) of the Association shall be available for inspection free of charge by any member upon request.

31.3 Copies

Member may request copies of any accounts, books, securities and any other relevant documents of the Association, with such copies to be made available at the sole discretion of the Board.

32. Funds and Assets

32.1 Source of funds

The funds of the Association shall be derived from Membership Fees, events, project grants and such other sources as the Board determines.

32.2 Not for profit

The assets and income of the Association shall be applied and solely and furtherance of the objects set out in Appendix 4 and no proportion shall be distributed directly or indirectly to the members of the Association except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Association.

32.3 Dissolution

In the event of the Association being dissolved, any amount that remains after such dissolution and if the satisfaction of all debts and liabilities shall be transferred to any Association with similar purposes, which is not carried on for the profit or gain of its individual members.

Appendix 1: Application for membership of BioMelbourne Network Incorporated.

I,
(full name of applicant)

of
(address)

.....
(occupation)

desire to become a member of BioMelbourne Network Incorporated.

In the event of my admission as a member I direct the Association to send me any notices which are required to be sent to me under the Rules by:

- (a) facsimile transmission on the following number:or;
- (b) electronic transmission on the following email address:

[only complete this section if you would prefer to receive notices by facsimile or electronic transmission. If you do not fill in this section, notices will be either delivered to you personally or sent to the address shown above.]

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

.....
Signature of applicant

Date

I, a
(full name)

member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of proposer

Date

I, a
(full name)

member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of seconder

Date

Appendix 2: Form of appointment of proxy (General)

I of.....
being a member of BioMelbourne Network Incorporated. hereby appoint
of..... being a member of that Incorporated Association, as my proxy to vote for me on my
behalf at the general meeting of the Association (annual general meeting or special general meeting, as
the case may be) to be held on the day of and at any
adjournment of that meeting.

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

.....
Signed

Date

Resolution

[insert details here]

Appendix 3: Form of appointment of proxy (Meeting convened under Rule 7.5)

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under Rule 7.5, to be held on--

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution *[insert details of resolution passed under rule 7.1.]*

.....
Signed

Date

Appendix 4: Statement of Purposes

The purpose of this not-for-profit Association is to act as the peak leadership body of the Victorian life sciences sector and in particular to connect, support and enable that sector and its promotion to all markets.

In order to fulfil this purpose, the Association's objects are as follows:

1. to participate in and promote, directly and indirectly, the activities of all members, government and stakeholders who participate, or may participate in the sector in any manner
2. to advocate for, and encourage trade, collaboration and cooperation for the sector, nationally and internationally;;
3. to assist in developing and retaining a skilled workforce in the sector;
4. to participate in and/or direct the development of the sector in any manner;
5. to facilitate communication and collaboration between industry and government in relation to the Victorian sector locally, state, nationally and internationally, and to act as a vehicle for the concentration and promotion of sector interests to government;
6. to facilitate and participate in sector events, conferences, trade shows, and functions that are of value to the Association and the members; and
7. to identify and create promotional opportunities for members nationally and internationally.

Appendix 5: Membership Application Form

**BIOMELBOURNE NETWORK INCORPORATED
NOMINATION FORM**

I of.....
being a member of BioMelbourne Network Incorporated ("**Association**") hereby nominate myself for
election at the annual general meeting, to be held on the day of,
for one of the following positions with the Association (except that the same member can be nominated as
both Secretary and Public Officer), as indicated below:

- Chairman (**Officer of the Association**) OR
- Vice-Chairman (**Officer of the Association**) OR
- Public Officer (**Officer of the Association**) OR
- Secretary (**Officer of the Association**) OR
- Treasurer (**Officer of the Association**) OR
- Elected Member (**Ordinary Member of the Board**)

This nomination is endorsed by the following two current members of the Association in accordance with
Article 21.1 of the Rules of the Association:

1. Name
- Address
- Signature
2. Name
- Address
- Signature

I confirm that I consent to my nomination above as of the Association. I acknowledge
that for my nomination to be valid this form must be submitted to the Association no less than 7 days
prior to the above annual general meeting.

Signature

Date