

**CONSTITUTION (RULES) OF THE MATRIX BIOLOGY SOCIETY OF AUSTRALIA
AND NEW ZEALAND INC.**

A: NAME

The name of the incorporated Association is "Matrix Biology Society of Australia and New Zealand Inc."

B: DEFINITION

"MBSANZ" means the "Matrix Biology Society of Australia and New Zealand Inc."

C: STATEMENT OF PURPOSE.

MBSANZ seeks to advance the multidisciplinary approach of the sciences associated with general areas of matrix biology.

D: RULES OF MBSANZ Inc.

1. Membership

- (1) Membership is open to all persons interested in furthering the aims of the Society.
- (2) The Secretary shall keep and maintain a register of members in which shall be entered the full name and address of each member which may be inspected by members of request with reasonable notice.
- (3) Membership is conferred upon written application to the Secretary and is renewed annually.
- (4) The annual subscription is \$60 for Full Members and \$20 for Student Members, who shall be full time students. There will be no entrance fee. This membership fee may be paid as a 3 year subscription of \$150 for full members and \$40 for student members.
- (5) Membership may be revoked at any time at the discretion of the Committee
- (6) Members shall not be subjected to any form of disciplinary action other than listed in Paragraph D. 1 (5), nor shall general membership impose any disciplinary action on members.

2. Committee of Management

- (1) The Committee will consist of seven (7) Executive Officers (see below), a Communications Officer, State representatives and "Regional", "International" and "Student" (optional) representatives.
- (2) The Executive Officers will be:
 - President
 - Immediate Past President
 - Vice President
 - Secretary
 - Treasurer
 - Vice Treasurer
 - Public Officer (who must be a resident of the state of Victoria of the Commonwealth of Australia)
- (3) The terms of office shall be:
 - (1) A maximum of three years for the president, immediate past president and vice president.
 - (2) One year for all other officers and representatives.
 - (3) Upon the completion of 3 yrs or earlier if the president is unable to continue in the position the Vice President will assume the role of President

who will become the Immediate Past President. A new Vice President will be elected at the next AGM, or extraordinary meeting, or by co-option under rule 7 below.

- (4) The Committee will manage the business and affairs of the Association.
- (5) Officers and representatives shall be elected annually, or every three years in the case of president and vice president, by simple majority of those present and the proxies of those absent at the Annual General Meeting. Notice of the meeting may be by mail, fax or email twenty-one (21) days prior to the Annual General Meeting.
- (6) The office of a Committee Member shall become vacant upon resignation of that person.
- (7) Casual vacancies on the Committee may be filled by co-option following consensus of the majority of the Committee.

E: PROCEEDINGS.

1. A quorum for all meetings, other than committee meetings, including General Meetings, Special General Meetings and Annual General Meetings will consist of ten (10) members. The quorum for a committee meeting will be six (6). All decisions by the committee will be made by simple majority vote, with the chairman holding the casting vote.
2. As far as a practicable, decisions being considered by the Committee will be discussed with members before implementation. Decisions made by those present at General Meetings will be binding, and absent members may have their views presented by proxy.
3. Annual General Meetings will be held not less than once every calendar year. General meetings will be held not more frequently than once every six (6) months.
4. Notice of General Meetings will be by mail, fax or email at least twenty-one (21) days prior to the meeting. An agenda will be by mail, fax or email at least seven (7) days prior to General Meetings.
5. Funds of the Association will be derived from:
 - (1) Member subscriptions.
 - (2) Donations and sponsorship.
 - (3) Fees for events such as Scientific Meetings.
 - (4) Sales of Publications.
 - (5) Interest from bank accounts.
6. The Association is not for the purpose of pecuniary gain to its members, and the funds of the Association will be expended on promotion of the aims and objectives of MBSANZ.
7. The MBSANZ financial year is from 1 July until 30 June.
8. Cheques may be drawn by any of the following:
 - (1) An officer
 - (2) A nominee approved by the committeeThe number of nominees shall be limited to three (3)
9. Changes in the Statement of Purpose, the altering, rescinding or addition of the Rules of the incorporated Association or winding up of the Association will be done at a Special General Meeting or electronic ballot called for the purpose, with papers circulated at least twenty one (21) days prior to the AGM, and will be done in accordance with the Act.

10. All assets remaining upon the winding up of the MBSANZ shall be applied for and distributed for the purpose of student research into Matrix Biology.
11. All books and documents of MBSANZ remain the property of the MBSANZ and will be maintained by successive officer bearers.
12. All books and documents will be available for inspection by members on reasonable notice.
13. The Society shall not be dissolved by members except in pursuance of a resolution passed by a three-quarter majority of members voting in a postal or electronic ballot among all members of the Society.
14. The assets of surplus of the Society shall not in any dissolution be distributed among the members, but shall be applied, as nearly as possible, to support the study of matrix biology.
15. Rules may be amended by a Resolution passed by a three-quarter majority of members voting at the Annual General Meeting provided that not less than two (2) months notice of the proposed amendment is provided to the Executive Committee by way of a communication, either electronic or written that is lodged to the Secretary of the society. Amendments will be circulated to all members at least 21 days prior to the AGM or ballot as described under rule 9. A ballot may be conducted electronically or at an Annual General Meeting.
16. The Common Seal of the Association,
 - (1) Shall be kept in the custody of the Secretary or the Public Officer of the Association.
 - (2) 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 of one officer and the Public Officer of the Association.
17. The grievance procedures for settling disputes between the society and a member, or between 2 members, shall be by meeting initially, and mediator subsequently. 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. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator, according to the model rules as described in the *Associations Incorporation (Amendment) Act 1997*. 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 otherwise at law.

There are no trusts associated with the proposed association, Matrix Biology Society of Australia and New Zealand Inc.

Signed.....

Position

Date