



1. The name of the association shall be "The Australia and New Zealand Society for Cell and Developmental Biology Incorporated".
2. The aim of the society is to advance research and education in cell and developmental biology.
3. Persons interested in cell and developmental biology shall be eligible for membership of the society. Societies with related interests may become affiliated members and their members will be deemed full members of the society. Corporations may become members of the society.
4. The Treasurer and/or Secretariat of the society shall establish and maintain a register of members of the society specifying the name and address of each member together with the date on which membership was granted.
5. Each member of the society excluding affiliated members and corporate members shall pay an annual subscription of an amount to be determined by the Committee and approved by the Annual General Meeting. Affiliated societies shall pay a capitation fee determined by the Committee and approved by the Annual General Meeting. Each corporate member of the society shall pay an annual corporate subscription fee determined by the Committee and approved by the Annual General Meeting.
6. Any member whose subscription is four months in arrears and who has been duly notified at the address in the list of members shall, *ipsofacto*, cease to be a member of the society, but shall be eligible to rejoin.
7. The liability of any member of the society to contribute towards the payment of the debts and liabilities of the society or the costs, charges and expenses on the winding up of 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.
8. Where the Committee is of the opinion that a member of the society has persistently refused or neglected to comply with a provision of the rules or has persistently and willfully acted in a manner prejudicial to the interests of the society, the Committee, may by resolution expel the member or suspend the member from membership of the society for a specified period after giving the member the opportunity to be heard.
9. The officers of the society shall be a President, Vice President/President-elect, Secretary, Treasurer and Immediate Past President. All offices of the society shall be honorary. The business of the society shall be conducted by a Committee consisting of the officers and at least six ordinary members. Whenever possible there shall be one ordinary member from each State, the ACT and New Zealand. A quorum for the Committee shall be Five. The Committee shall have the power to make rules for the conduct of its own business and that of the society. The Committee shall have the power to co-opt additional members.

10. A person acting under the express or implied authority of the society may enter into, vary or discharge a contract in the name or on behalf of the society in the same manner as if the contract were entered into, varied or discharged by a natural person.
11. Election of officers and Committee members shall take place at the Annual General Meeting, and the newly elected Committee members and officers shall take office immediately. Elections shall be decided on the first-past-the-post principle. The term of office of elected officers and Committee shall be two years and at least half the Committee shall retire each year.
12. The Committee members to retire in any year shall, subject to the provision of filling casual vacancies, be those who have been longest in office since their last election, but as between Committee members elected on the same day, those members to retire (unless they otherwise agree among themselves) shall be determined by lot, the order for retirement being the order in which names are withdrawn. A retiring officer or Committee member shall be eligible for re-election. For the purpose of these rules, a casual vacancy in the office of a member of the Committee occurs if the member dies, ceases to be a member of the society or resigns from office by notice in writing given to the Secretary.
13. If, after the election, a vacancy occurs among the officers of the society, except the President, or among the ordinary members of the Committee, the Committee shall appoint a member of the society to fill the vacancy until the next election. When the office of President falls vacant, the President-elect shall take office.
14. The Committee shall meet at the Annual General Meeting but it shall also be empowered to conduct its business by mail, telephone or other means. The quorum provisions shall also apply to this case. If at any meeting of the Committee the President is not present the Vice-President shall be chairperson and in his or her absence the Committee shall elect a chairperson.
15. If the President is absent from Australia or New Zealand, the Vice-President shall serve as acting President for the period of his or her absence.
16. The duties of the President shall be to chair meetings of the Committee and General Meetings, represent the society, enter into negotiations on behalf of the society subject to these rules and propose policies to the Committee for the further implementation of the society's aims.
17. The duties of the Secretary shall be to keep the minutes of the general meetings of the society and the meetings of the committee, to maintain the records of the society, to deal with correspondence with members and with other bodies and individuals according to the instructions of the President and/or the Committee. The duties of the New Zealand Secretary shall be to administer the affairs of the society in New Zealand under the direction of the President and/or Committee.
18. The Treasurer shall be responsible for the custody of the society's property, the keeping of the list of members of the society, the receipt and disbursement of all monies due to and payable by the society and shall keep proper accounts. The Treasurer shall also ensure that accounts for annual subscriptions are rendered before 30 June each year. All payments shall require authorization by the President or Vice President. All cheques and negotiable instruments shall require the signature of two officers, one of whom shall be the President or Treasurer.

19. The society shall hold Annual General Meetings which shall include a session for the presentation of scientific papers. The General Meetings should, if possible, be held concurrently with those of a society whose members have related interests. The date and place of the Annual General Meetings shall be decided by the Committee. The Committee shall be empowered to appoint a local convenor for the Annual General Meeting. The order of procedure thereat shall be decided by the local convenor and the President.
20. In addition to any other business which may be transacted at an Annual General Meeting, the Annual General Meeting shall receive a report from the President, confirm the minutes of the last general meeting held, receive an audited statement of payments and receipts from the Treasurer, elect officers and Committee members and receive and consider the statement which is required to be submitted to members pursuant to the Associations Incorporations (A.C.T.) Act. Each member shall be entitled to appoint another member 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.

The constitution and/or the objects of the society may only be altered at an Annual General Meeting when three weeks notice in writing has been given to all members. A quorum for the Annual General Meeting shall be 20. All questions shall be decided by a simple majority.

No addition or alteration of Clause 20 shall be approved without the Inland Revenue Department of New Zealand's approval.

21. The Secretary shall, at least 21 days before the date fixed for the holding of a general meeting, cause to be sent to each member, at the address appearing on the register of members, a notice specifying the date, place and time of the meeting.
22. The funds of the society shall be derived from the annual subscriptions of members, captivation fees of affiliated societies, annual corporate subscription fees of corporate members, donations and any other such sources as the Committee determines.
23. Subject to any resolution passed by the society in general meeting, the funds of the society shall be used in pursuance of the objects of the society in such manner as the Committee determines.
24. The common seal of the society shall be kept in the custody of the President or the Secretary. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of one officer and one other member of the Committee.
25. The President shall keep in his or her custody or under his or her control all records, books and other documents relating to the society.
26. The records, books and other documents of the society shall be open to inspection, free of charge, by a member of the society at any reasonable hour.
27. The Financial year of the society shall end on 30 June of that calendar year.
28. In the event that the society is to be wound up, after payment of outstanding debts, the assets of the society are to be assigned to some other society, the objects of which are broadly similar to those of The Australia and New Zealand Society for Cell and Developmental Biology Incorporated. The said assets shall not be distributed to the members of the society.