

THE VETERINARY PATHOLOGY REPORT

Australian Society for Veterinary Pathology
P.O. Box 483 Bairnsdale Vic. 3875.

Registered by Australia Post

Publication No. VB9 6333

April, 1984.

Number 4

Constitution issue

Dear Members,

This issue is devoted entirely to our draft constitution. The constitution is composed of two parts; a "Statement of Purposes" and "Rules". The draft has been prepared from the guidelines supplied in the Association Incorporation Act of Victoria. It is rather detailed and lengthy in some areas but contains all the essential features, should we wish to become incorporated. You are strongly urged to read the draft carefully, since it may set the tone of the ASVP for many years to come. At present the ASVP has no constitution. It is essential that some form of constitution is adopted at the AGM in May, 1984. Therefore, notice is hereby given of the following motion to be moved at the AGM:

"That the enclosed "Statement of Purposes" and "Rules" be adopted by
Moved I. McCausland, Seconded L. Stephens

Since constitutional debates are often protracted, the following procedure will be applied to limit the time of debate.

- (a) A 50% majority vote will apply.
- (b) Motions to change the draft will not be accepted at the meeting. Members who wish to change the Statement of Purposes or Rules should formulate a new Motion or an Amendment to the above Motion and have it signed by a seconder, and send it to the Secretary before April 15th. These amendments will be circulated to all members with the agenda.
- (c) Written proxies should be delivered to the Secretary.

The above procedure enables all members to assist in formulation of the ASVP Constitution. I urge everyone to exercise their right to contribute. Members who cannot attend the AGM should use the enclosed proxy form to vote.

Yours sincerely,

Ian McCausland
PRESIDENT

AUSTRALIAN SOCIETY FOR VETERINARY PATHOLOGY

Telephone (051) 522751
Telex 55103 (RVLBSE)

P.O. Box 483,
BAIRNSDALE,
VICTORIA, 3875
AUSTRALIA.

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is Australian Society for Veterinary Pathology Incorporated.
2. The purposes for which the proposed incorporated association is established are:-
 1. To promote the advancement of the science of veterinary pathology.
 2. To encourage and facilitate the exchange of scientific ideas between veterinary pathologists through conferences, newsletters or any other means.
 3. To act as an independent source of expert advice on veterinary pathology.
 4. To represent veterinary pathologists in negotiation of any professional, industrial, social or other matter.

This is the annexure of page(s) marked
Referred to in the declaration of
Made this Day of 19

Before me

AUSTRALIAN SOCIETY FOR VETERINARY PATHOLOGY

Telephone (051) 522751
Telex 55103 (RVLBSE)

P.O. Box 483
BAIRNSDALE,
VICTORIA 3875
AUSTRALIA.

RULES

1. The name of the incorporated association is The Australian Society For Veterinary Pathology Incorporated (in these rules called "The Society").

INTERPRETATION

2. (1) In these rules, unless the contrary intention appears:-
 - "Committee" means the Committee of Management of the Society.
 - "Financial year" means the year ending on 30th June.
 - "General Meeting" means a general meeting of members convened in accordance with Rule 11.
 - "Member" means a Full Member or an Associate Member.
 - "Ordinary Member of the Committee" means a member of the Committee who is not an Officer of the Society under Rule 21.
 - "The Act" means the Associations Incorporation Act 1981.
 - "The Regulations" means regulations under the Act.
- (2) In these Rules, a reference to the Secretary of a Society is a reference:-
 - (a) where a person holds office under these Rules as Secretary of the Society – to that person; and
 - (b) in any other case, to the Public Officer of the Society.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

APPLICATION FOR MEMBERSHIP

3. (1) (a) A person who –
 - i. holds a Degree of Veterinary Science registerable within Australia, and
 - ii. is actively engaged in, or has had a minimum of two years experience in gross, microscopic or clinical veterinary pathology,and,
 - iii. is nominated and approved for membership as provided in these rules is eligible to be a Full Member of the Society on payment of the annual subscription.
- (b) A person who –
 - i. holds a Degree of Veterinary Science which is not registerable in Australia, and
 - ii. is actively engaged in, or has had a minimum of two years experience in gross, microscopic or clinical veterinary pathology,and,
 - iii. is nominated and approved for membership as provided in these rules is eligible to be an Associate Member of the Society on payment of the annual subscription. Associate members have all rights and obligations of full members except that they may not vote at any meeting and may not form the majority of any committee.

2.

- (c) Under special circumstances, determined by the Committee, a person who does not hold a veterinary degree but is actively engaged in veterinary pathology and is nominated and approved for membership as provided under these rules is eligible to be an Associate Member of the Society on payment of the annual subscription payable under these rules.
- (2) A person who is not a member of the Society at the time of the incorporation of the Society (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership:-
 - (a) unless he is nominated as provided in sub-clause (3); and
 - (b) his admission as a member is approved by the Committee.
- (3) A nomination of a person for membership of the Society:-
 - (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the secretary of the Society
 - (c) shall be accompanied by the sum payable under these rules as the first year's annual subscription.
- (4) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being referred to the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Society.
- (7) The Secretary shall enter the nominee's name in the register of members kept by him and, upon the name being so entered; the nominee becomes a member of the Society.
- (8) A right, privilege or obligation of a person by reason of his membership of the Society:-
 - (a) is not to be transferred or transmitted to another person.
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.
- (9) The amount paid under subclause (3) shall be refunded if the nomination is not approved.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4. (1) The annual subscription will be determined by majority vote at the Annual General Meeting and is payable in advance before the first day of July each year.
- (2) A list of non-financial members shall be issued on or about 31st December each year. Any member who has not paid the annual subscription within 28 days of this notice will be removed from the Register (see Rule 7 (1) (a)).
- (3) Any member removed under subclause (2) may be re-instated by:-
 - (a) payment in full of all annual subscriptions owing, or
 - (b) re-nomination as described in Rule 3.
- (4) A new member who joins the Society on or after 1st April shall not be required to renew the annual subscription until July the following year.

3.

REGISTER OF MEMBERS

5. 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 and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION AND EXPULSION OF MEMBER

6. (1) A member of the Society who has paid all moneys due and payable by him 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.
- (2) Upon the expiration of a notice given under subclause (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. (1) Subject to these rules, the Committee may by resolution:-
- (a) expel a member from the Society
 - (b) suspend a member from membership of the Society for a specified period; or
 - (c) fine a member in accordance with The Regulations, if the Committee is of the opinion that the member:-
 - i. has refused or neglected to comply with these rules; or
 - ii. has been guilty of conduct unbecoming a member of prejudicial to the interests of the Society.

(The Regulations provide that the Committee of an incorporated association may impose a fine not exceeding \$20 on a member who commits a breach of the rules of the incorporated association.)

- (2) A resolution of the Committee under subclause (1):-
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under subclause (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.
- (3) Where the Committee passes a resolution under sub-clause (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 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 Committee before the date of that meeting a written statement seeking the revocation of resolution;
 - iii. not later than 24 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.

4.

- (4) At a meeting of the Committee held in accordance with subclause (2), the Committee:-
 - (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.
- (5) Where the Secretary receives a notice under subclause (3), he shall notify the Committee and the Committee shall convene a general meeting of the Society to be held with 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Society convened under subclause (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 for 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) 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.

ANNUAL GENERAL MEETING

- 8. (1) The Society shall in each calendar year convene an annual general meeting of its members.
 - (2) The annual general meeting shall be held on such day as the committee determines.
 - (3) The annual general meeting shall be specified as such in the notice convening it.
 - (4) 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 Committee reports upon the transactions of the Society during the last preceding financial year;
 - (c) to elect officers of the Society and the ordinary members of the Committee; and
 - (d) to receive and consider the statement submitted by the Society in accordance with Section 30(3) of the Act.
 - (5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
 - (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
9. All general meetings other than the annual general meeting shall be called special general meetings.

5.

10. (1) The Committee may, whenever it thinks fit, convene a special meeting of the Society and where, but for this subclause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Society.
- (4) 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 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.
- (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.

NOTICE OF MEETING

11. (1) The Secretary of the Society shall, at least 14 days before the date fixed for holding a General meeting of the Society cause to be sent to each member of the Society at his address appearing in the register of members, a notice by pre-paid post stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a 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.

PROCEEDINGS AT 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.
- (2) No item of business shall be transacted at a 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.
- (3) A quorum for the transaction of the business of a general meeting shall consist of not less than 20% of the full members registered at the time of the meeting, being personally present.
- (4) 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

6.

which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present (being not less than 3) shall be a quorum.

13. (1) The President, or in his absence, the Secretary shall preside as Chairman at each general meeting of the Society.
(2) If the President and the Secretary are absent from a general meeting, the members present shall elect one of their number to preside as Chairman at the meeting.
14. (1) 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.
(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
(3) Except as provided in subclauses (1) and (2) it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Society shall be determined on a show of hands and unless before, or on the declaration of the show of hands, a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Society is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16. (1) Upon any question arising at a general meeting of the Society a full member has one vote only.
(2) All votes shall be given personally or by proxy.
(3) 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.
17. (1) If at a meeting a poll on any question is demanded by not less than three members, 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.
(2) A poll that is demanded on the election of a Chairman, or on a question of an adjournment, shall be taken at such time before the close of the meeting, as the Chairman may direct.
18. A full member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Society have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
19. (1) Each full member shall be entitled to appoint another full member as his proxy by notice given to the Secretary before the meeting in respect of which the proxy is appointed.
(2) The notice appointing the proxy shall be in the form set out in Appendix 2.

7.

COMMITTEE OF MANAGEMENT

20. (1) The affairs of the Society shall be managed by a Committee of Management constituted as provided in Rule 21.
- (2) The Committee.—
- (a) shall control and manage the business and affairs of the Society.
 - (b) 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 general meetings of the members of the Society, and,
 - (c) 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.
 - (d) will be the sole source of statements and comments made public on behalf of the Society.
21. (1) The officers of the Society shall be:-
- (a) a President;
 - (b) a Treasurer; and
 - (c) a Secretary
- (2) The provisions of Rule 23 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 sub-clause (1).
- (3) Each officer of the Society shall hold office until the annual general meeting next after the date of his election and is eligible for re-election for no more than 2 successive terms.
- (4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee 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 annual general meeting next following the date of his appointment.
22. (1) Subject to section 23 of the Act, the Committee shall consist of:-
- (a) the officers of the Society and
 - (b) 2 ordinary members each of whom shall be elected at the annual general meeting of the Society in each year.
- (2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of his election but is eligible for re-election.
- (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of his appointment.

8.

ELECTION OF OFFICERS AND VACANCY

23. (1) Nominations of candidates for election as officers of the Society or as ordinary members of the Committee:-
- (a) shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the Secretary of the Society not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) 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.
- (3) 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.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

PROCEEDINGS OF COMMITTEE

24. (1) The Committee shall meet when necessary each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 3 of the members of the Committee.
- (3) Notice shall be given to members of the Committee 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.
- (4) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) 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.
- (6) At meetings of the Committee:-
- (a) the President, or in his absence the Secretary, shall preside; or
 - (b) if the President and the Secretary are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.

9.

- (7) Creations arising at a meeting of the Committee or of any sub-committee appointed by the Committee 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.
- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (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.
- (9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to subclause (4) the Committee may act notwithstanding any vacancy on the Committee.

SECRETARY

- 25. The Secretary of the Society shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at committee meetings.

TREASURER

- 26. (1) The Treasurer of the Society:
 - (a) shall collect and receive all moneys due to the Society and make all payments authorized by the Society; and
 - (b) shall 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.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

REMOVAL OF MEMBER OF COMMITTEE

- 27. (1) The Society in general meeting may by resolution remove any member of the Committee 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.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (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 or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES

- 28. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee.

10.

SEAL

29. (1) The Common Seal of the Society shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Society.

ALTERATION OF RULES AND STATEMENT OF PURPOSE

30. (1) These rules and the statement of purposes of the Society may not be altered except by motion, presented to an annual or special general meeting in accordance with these rules, which is passed by a majority of two-thirds of the votes cast.
- (2) A motion to alter these rules or the statement of purposes of the Society must be received by the Secretary at least one month before the day of the meeting.

NOTICES

31. (1) A notice may be served by or on behalf of the Society upon any members either personally or by sending it by post to the member at his address shown in the Register of Members.
- (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.

WINDING UP OR CANCELLATION

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

CUSTODY OF RECORDS

33. Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Society.

FUNDS

34. The funds of the Society shall be derived from entrance fees, annual subscriptions, donations and other sources as the Committee determines.

