

THE OLD GUILDFORDIANS ASSOCIATION INCORPORATED

RULES OF ASSOCIATION

(LODGED ON 12 JANUARY 2021)

- A. The name of the Association is: The Old Guildfordians Association Incorporated
- B. The Objects of the Association are:
 - 1. To promote unity and good fellowship amongst the Members of the Association;
 - 2. To sustain and strengthen the connection between the School and its former students and former staff;
 - 3. To foster the connection between the School and parents of former students of the School; and
 - 4. To support, foster and further the interests of the School and its students.
- C. Any 12 members personally present (being members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- D. Any 4 Committee members constitute a quorum for the conduct of the business of a Committee meeting.
- E. The association's Financial Year will be the period of 12 months commencing on first of July and ending on 30 June of the following year.

Please note: the following items are not part of the Rules. They are included for reference purposes only:

- 1. The table of contents.
- 2. The numbering of the Rules and sub-rules.
- 3. The page numbers and contents of footers and headers.
- 4. The document and paragraph headings.
- 5. Any emphases given to text such as **bold**.
- 6. The index.
- 7. Any appendices to the Rules.
- 8. This text box.

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PART 1 — PRELIMINARY

Rule 1. Terms used

(1) In these Rules, unless the contrary intention appears —

“Act” means the Associations Incorporation Act 2015 as amended from time to time;

“Affiliated Club” means a club affiliated with the Association in the manner contemplated under Rule 65;

“annual membership year” shall be a calendar year;

“Associate” means an associate member of the Association referred to in Rule 7 (2) (but not conferring the status of an Ordinary Member);

“Association” means The Old Guildfordians Association Incorporated;

“Books”, of the Association, includes the following —

- (a) a register;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

“by-laws” means by-laws made by the Association under Rule 66;

“Chairperson” means the person designated to chair General Meetings and Committee Meetings of the Association;

“Commissioner” means the person for the time being designated as the Commissioner under section 153 of the Act;

“Committee” means the Management Committee of the Association;

“Committee Meeting” means a meeting of the Management Committee;

“Committee Member” means a member of the Management Committee;

“due date” means the date by which the annual membership fee must be paid, which shall be set by the Committee;

“employee of the School” means any employee of the School and includes any exchange teacher or voluntary teacher or resident/house assistant or the like receiving entitlements or benefits in kind;

“Executive Director” means the position with the responsibilities to administer the Association under the direction of the Committee;

“Financial Records” includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —

- (i) the methods by which Financial Statements are prepared; and
- (ii) adjustments to be made in preparing Financial Statements;

“Financial Report”, of a Tier 2 or a Tier 3 Association, has the meaning given in section 63 of the Act;

“Financial Statements” means the Financial Statements in relation to the Association required under Part 5 Division 3 of the Act;

“Financial Year” means the period of twelve months ending on 30 June each year and the period ending with the winding up to the Association and commencing on the then previous 1 July, as in Rule 3;

“General Meeting” of the Association, means a meeting of the Association that all ordinary and associate members are entitled to receive Notice of and to attend and vote as convened under Rules 50 and 51;

“Honorary Life Member” means a person referred to in Rule 6(2)(d);

“Management Committee Meeting” means a meeting referred to in Rule 41;

“Management Committee Member” means a person referred to in Rule 30;

“Management Committee” means the Committee of Management of the Association referred to in Rule 30;

“Notice” means a notice referred to in Rule 68;

“Objects” has the meaning given to it at Rule 4;

“ordinary member” means a member of the Association (but not including an Associate member);

“Ordinary resolution” means a resolution other than a Special Resolution;

“Parents” means parents and former guardians of those eligible to be Members referred to in Rule 6(1)(a);

“Past Presidents” means persons who have held the office of President of the Association prior to the current serving President, as referred to in Rule 64;

“Pecuniary interest” means an interest where there is a reasonable likelihood or expectation of appreciable financial loss or gain to the Member or a Management Committee Member;

“President” means the President for the time being of the Association, elected by the Members in accordance with Rule 34;

“Registered Company Auditor” is a person registered with the Australian Securities and Investments Commission as a registered company auditor;

“register of members” means the register of members referred to in section 53 of the Act;

“Rules” means these Rules of the Association, as in force for the time being;

“School” means Guildford Grammar School, an educational institution operated by Guildford Grammar School Incorporated;

“Special Committee Meeting” means a meeting of the Committee convened under Rule 40(3) or Rule 22(2);

“Special General Meeting” means a General Meeting of the Association other than the Annual General Meeting;

“Special Resolution” means a resolution passed by the ordinary members at a General Meeting in accordance with section 51 of the Act; a Special Resolution requires a yes vote of 75% of those ordinary members at the meeting;

“Secretary” means the Secretary for the time being of the Association elected by the Members in accordance with Rule 34;

“Special Resolution” means a resolution put to a special General Meeting where it was passed by at least 75% of the eligible voters attending the meeting and do so in person at the meeting;

“Subcommittee” means a subcommittee appointed by the Committee under Rule 48(1)(a);

“supplier to the School” means any company, partnership, firm, individual or business engaged to supply the School with any commodity, service or thing;

“Tier 1 Association” means an incorporated association to which section 64(1) of the Act applies;

“Tier 2 Association” means an incorporated association to which section 64(2) of the Act applies;

“Tier 3 Association” means an incorporated association to which section 64(3) of the Act applies;

“Treasurer” means the Treasurer for the time being of the Association elected by the Members in accordance with Rule 14(9);

“Vice President” means the Vice President referred to in Rule 34;

(2) Where applicable:

- (a) words denoting the singular include the plural;
- (b) words denoting the plural include the singular; and

Rule 2. Name of the Association

The name of the Association is THE OLD GUILDFORDIANS ASSOCIATION INCORPORATED.

Rule 3. Financial Year

The Financial Year for the Association shall be from first of July to the thirtieth of June in the following year.

Rule 4. Objects of the Association

The Objects of the Association are:

1. To promote unity and good fellowship amongst the Members of the Association;
2. To sustain and strengthen the connection between the School and its former students and former staff;
3. To foster the connection between the School and parents of former students of the School; and
4. To support, foster and further the interests of the School and its students.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

Rule 5. Not-for-profit body

- 1) The property and income of the Association must be applied solely towards the promotion of the Objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those Objects or purposes.
- 2) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (3).
- 3) A payment to a member out of the funds of the Association is authorised if it is:
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

PART 3 — MEMBERS

Division 1 — Membership

Rule 6. Classes of membership and rights and privileges

- 1) There are four classes of membership:
 - (a) Ordinary membership: a membership class for former students, staff and former staff of the School (subject to eligibility criteria in sub-rule 7 (1));
 - (b) Associate membership: a membership for parents and guardians of former students of the School (subject to eligibility criteria in sub-rule 7 (2));
 - (c) Honorary life membership: a conferment of recognition of long and outstanding service to the Association for an ordinary member of the Association (subject to eligibility criteria in sub-rule 7(5));
 - (d) Honorary associate membership: a conferment of recognition of long and excellent service to the School or the Association (subject to the eligibility criteria of sub-rule 7 (4)).
- 2) The rights and privileges of membership classes are:
 - (a) Ordinary membership:
 - (i) The right to vote at General Meetings of the Association;
 - (ii) The right to nominate for election and serve as an office holder and Committee Member, except where another Rule of the Association prevents it; and
 - (iii) All and any other services as determined by the Management Committee from time to time.
 - (b) Associate membership:
 - (i) all and any other privileges as determined by the Management Committee from time to time, except;
 - (ii) an associate member will not have the right to vote at General Meetings of the Association nor the right to nominate and serve as an office holder, however an associate member can nominate and serve as an ordinary Committee member in the place reserved for associate members; and
 - (iii) an associate member is entitled to receive Notices of General Meetings, to attend, and, with leave from the Chairperson of the meeting, to speak at the meeting.
 - (c) Honorary associate membership: the rights and privileges are determined by the Management Committee from time to time where such rights and privileges properly reflect the dignity of the membership and the esteem with which the Association holds its honorary associate members, except that an honorary associate member shall not have:

- (i) the right to vote at General Meetings; and
 - (ii) the right to nominate for election and serve as an office holder and Committee member.
 - (d) Honorary life membership: the rights and privileges are determined by the Management Committee from time to time where such rights and privileges properly reflect the dignity of the membership and the esteem with which the Association holds its honorary life members, except that an honorary life member shall not have:
 - (i) the right to vote at General Meetings; and
 - (ii) the right to nominate for election and serve as an office holder and Committee member, but an honorary life member maintains these rights and privileges in their capacity as an ordinary member.
- 3) Honorary Life Members and honorary associate members shall not be required to pay a membership fee in their capacity of these memberships.

Rule 7. Eligibility for membership

- 1) The eligibility criteria for ordinary membership are:
 - (a) Persons who support the Objects of the Association; and
 - (b) persons who attended the School as students; or
 - (c) past or present members of the staff of the School who have been members of staff for a period of not less than two years.
- 2) The eligibility criteria for associate membership are:
 - (a) Persons who support the Objects of the Association; and
 - (b) Persons who are parents or former legal guardians of persons who attended the School; but excluding persons otherwise eligible as ordinary members, or
 - (c) Such other persons as may from time to time be deemed eligible by a General Meeting of Members.
- 3) The Management Committee may admit or refuse to admit any Applicant for ordinary membership or Associate membership whether or not the Applicant has the foregoing qualifications.
- 4) The eligibility criteria for honorary associate membership shall be long and excellent service to the School or the Association by any person.
- 5) The eligibility criteria for honorary life membership shall be long and outstanding or other exceptional service to the Association or its Objects through the Association by an ordinary member of the Association, provided that the number of Honorary Life Members shall be limited to not more than 12 living Members and no more than 2 Honorary Life Members shall be elected in any 3 year period.
- 6) Only natural persons are eligible for membership; bodies corporate are not eligible for membership.

Rule 8. Applying for ordinary membership and associate membership

A person who wishes to become an ordinary member or associate member shall submit a signed written application to the Secretary together with the entrance fees (if any) and membership fees (if any).

Rule 9. Dealing with membership applications

- 1) The Committee must consider each application for ordinary and associate membership of the Association and decide whether to accept or reject the application.
- 2) Subject to sub-rule (3), the Committee must consider applications in the order in which the Association receives them.
- 3) The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.

- 4) The Committee must not accept an application unless the applicant —
 - (a) is eligible under Rule 7; and
 - (b) has applied under Rule 8.
- 5) The Committee may reject an application even if the applicant —
 - (a) is eligible under Rule 7; and
 - (b) has applied under Rule 8.
- 6) The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.
- 7) If the Committee rejects the application, the Committee is not required to give the applicant its reasons for doing so.

Rule 10. Dealing with honorary life membership and honorary associate membership applications

- 1) Any suggestion for nomination of a person for Honorary Life Membership shall be submitted in writing to the President for consideration by the Management Committee.
- 2) The Management Committee shall be responsible for nominating candidates for Honorary Life Membership and shall submit nominations to a General Meeting of Members of the Association who shall be responsible for electing Honorary Life Members.
- 3) Any member of the Association may submit a nomination to the management Committee for the appointment of an honorary associate membership; such applications will be decided upon by the management Committee.

Rule 11. Becoming a member

Upon being accepted as an ordinary or associate member of the Association and paying the membership fees, applicants for membership shall become ordinary or associate members of the Association.

Rule 12. When membership ceases

- 1) A person ceases to be an ordinary or associate member when any of the following takes place —
 - (a) the person dies;
 - (b) the person resigns from the Association under Rule 13;
 - (c) the person is expelled from the Association under Rule 18; or
 - (d) the person ceases to be a member under Rule 15(5).
- 2) The Secretary, or the Committee member authorised to keep the membership records, must keep a record for at least one year after a person ceases to be a member of —
 - (a) the date on which the person ceased to be a member; and
 - (b) the reason why the person ceased to be a member.

Rule 13. Resignation

- 1) An ordinary member or associate member may resign from membership of the Association by giving written Notice of the resignation to the Secretary.
- 2) The resignation takes effect —
 - (a) when the Secretary receives the Notice; or
 - (b) if a later time is stated in the Notice, at that later time.
- 3) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.

- 4) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

Rule 14. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

Division 2 — Membership fees

Rule 15. Membership fees

- 1) The ordinary members shall at a General Meeting set the amount of the entrance fees (if any) and the membership fees (if any) for the ordinary and associate members and shall do so in consideration of the recommendation being made to the General Meeting by the management Committee of the fees to be paid by each ordinary member and each associate member.
- 2) Nothing in the Rules prevents the Association from setting periodic membership fees or life membership fees or both.
- 3) The membership fees shall be used to provide for the operations of the Association in its pursuit of achieving the Objects of the Association.
- 4) If the Association sets periodic membership fees, the Management Committee shall set a **due date** for membership fees to be paid. If membership fees are not paid by **the due date**, the member shall remain as a member for a period of three months after **the due date**, but during that period, the member shall be entitled to all the rights and privileges of the member's class of membership, except the member shall not be entitled to vote at a General Meeting or serve as an office holder or a Committee member.
- 5) If a person who has ceased to be a member under sub-rule (5) offers to pay the periodic membership fee after the period referred to in that sub-rule has expired —
 - (a) the Committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted, however the member shall not be compensated for, or have the right to claim, any privileges that the member was denied when the member's fees were unpaid beyond **the due date**.
- 6) The Committee has the power to set a pro rata periodic membership fee based on the periodic membership fee for part of a period for persons approved for membership during the period.

Division 3 — Register of members

Rule 16. Register of members

- 1) The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- 2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- 3) The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.
- 4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.

- 5) If —
- (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- the Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

Division 4 — Term used

Rule 17. Term used: member

In this Part —

member, in relation to a member who is expelled from the Association, includes former member.

Division 5 — Disciplinary action

Rule 18. Suspension or expulsion

- 1) The Committee may decide to suspend a member's membership or to expel a member from the Association if —
 - (a) the member contravenes any of the Rules; or
 - (b) the member acts detrimentally to the interests of the Association.
- 2) The Secretary must give the member written Notice of the proposed suspension or expulsion at least 28 days before the Committee meeting at which the proposal is to be considered by the Committee.
- 3) The Notice given to the member must state —
 - (a) when and where the Committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- 4) At the Committee meeting, the Committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
- 5) A decision of the Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 6) The Committee must give the member written Notice of the Committee's decision, and the reasons for the decision, within 7 days after the Committee meeting at which the decision is made.
- 7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving Notice of the Committee's decision under sub-rule (6), give written Notice to the Secretary requesting the appointment of a mediator under Rule 26.

- 8) If Notice is given under sub-rule (7), the member who gives the Notice and the Committee are the parties to the mediation.

Rule 19. Consequences of suspension or expulsion

- 1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 2) When a member's membership is suspended, the Secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- 3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.
- 4) A member who is expelled is removed from the Association and the member -
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 5) When a member is expelled, the Secretary must record in the register of members:
 - (a) that the member is expelled; and
 - (b) the date on which the expulsion takes effect.

Division 6 — Resolving disputes

Rule 20. Terms used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Rule 21. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

Rule 22. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

Rule 23. How grievance procedure is started

- 1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 22, any party to the dispute may start the grievance procedure by giving written Notice to the Secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- 2) Within 28 days after the Secretary is given the Notice, a Committee meeting must be convened to consider and determine the dispute.
- 3) The Secretary must give each party to the dispute written Notice of the Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 4) The Notice given to each party to the dispute must state —
 - (a) when and where the Committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
- 5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written Notice to the Secretary stating that the party —
 - (i) does not agree to the dispute being determined by the Committee; and
 - (ii) requests the appointment of a mediator under Rule 26,the Committee must not determine the dispute.

Rule 24. Determination of dispute by Committee

- 1) At the Committee meeting at which a dispute is to be considered and determined, the Committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- 2) The Committee must give each party to the dispute written Notice of the Committee's determination, and the reasons for the determination, within 7 days after the Committee meeting at which the determination is made.
- 3) A party to the dispute may, within 14 days after receiving Notice of the Committee's determination under sub-rule (1)(c), give written Notice to the Secretary requesting the appointment of a mediator under Rule 26.
- 4) If Notice is given under sub-rule (3), each party to the dispute is a party to the mediation.

Rule 25. Application of Division

- 1) This Division applies if written Notice has been given to the Secretary requesting the appointment of a mediator —
 - (a) by a member under Rule 18(7); or
 - (b) by a party to a dispute under Rule 23(5)(b)(ii) or 24(3).
- 2) If this Division applies, a mediator must be chosen or appointed under Rule 26.

Rule 26. Appointment of mediator

- 1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under Rule 18(7) — by agreement between the Member and the Committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under Rule 23(5)(b)(ii) or 24(3) — by agreement between the parties to the dispute.
- 2) If there is no agreement for the purposes of sub-rule (1)(a) or (b), then, subject to sub-rules (3) and (4), the Committee must appoint the mediator.
- 3) The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under Rule 18(7); or
 - (b) a party to a dispute under Rule 23(5)(b)(ii); or
 - (c) a party to a dispute under Rule 21(3) and the dispute is between one or more members and the Association.
- 4) The person appointed as mediator by the Committee may be a member or former member of the Association but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

Rule 27. Mediation process

- 1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
 - (d) The mediator cannot determine the matter that is the subject of the mediation.
- 4) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 5) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Rule 28. If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives Notice under Rule 18(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Committee meeting or General Meeting during the period of suspension or expulsion.

PART 4 — COMMITTEE

Division 1 — Powers of Committee

Rule 29. Committee

- 1) The Committee Members are the persons who, as the management Committee of the Association, have the power to manage the affairs of the Association.
- 2) Subject to the Act, these Rules, the by-laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 3) The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the by-laws (if any).

Division 2 — Composition of Committee and terms of members

Rule 30. Composition of the Management Committee and terms

- 1) The Management Committee shall consist of office holders, ordinary Committee Members and ex officio Committee members.
- 2) The office holders shall be:
 - a) A President, who shall be elected by the members at an Annual General Meeting and serve for a term commencing at the Annual General Meeting at which he or she was elected and ending at the second Annual General Meeting after the meeting at which he or she was elected.
 - b) A Vice President, who may be elected by the management Committee from time to time, and whose term shall expire at the Annual General Meeting following his, her or their election.
 - c) A Secretary, who shall be elected by the members at an Annual General Meeting and serve for a term commencing at the Annual General Meeting at which he or she was elected and expiring at the second Annual General Meeting after the meeting at which he or she was elected.
 - d) A Treasurer, who shall be elected by the members at an Annual General Meeting and serve for a term commencing at the Annual General Meeting at which he or she was elected and expiring at the second Annual General Meeting after the meeting at which he or she was elected.
- 3) The ordinary Committee members shall be elected at an Annual General Meeting and serve until the next Annual General Meeting and shall be drawn from the two classes of membership: ordinary and associate.
 - a) The number of ordinary members to be elected as ordinary Committee members shall be determined by the Annual General Meeting provided that the number of Committee memberships available for election is not less than four.
 - b) The number of associate members to be elected as an ordinary Committee member shall be one.
- 4) The following ex officio memberships of the Committee are reserved for persons holding the designated office however it is at the choice of the office holder as to whether he or she takes up membership of the Committee:
 - a) The Association's two nominees to the School Council.
 - b) The headmaster (or the equivalent office under another name) of the School.
 - c) A nominee from each of the Affiliated Clubs of the Association, but only upon invitation from the Management Committee. The invitation may be withdrawn by the Management Committee at any time without a reason to be given for the decision.
 - d) A nominee from each year's Year 12 year group from the School, selected by a process determined by that year group's captains of school, provided that the nominee is an ordinary member of the Association; with a term commencing at the end of the academic school year until the Annual General Meeting of the following year.
 - e) The Association's Executive Director.

The term of each ex officio member of the Committee may continue until the ex officio member ceases to hold the office upon which his, her or their appointment to the Committee is linked.

Rule 31. The eligibility for positions on the Management Committee

- 1) The eligibility criteria for a person to nominate and serve as President are:
 - a) Must be an ordinary member of the Association;
 - b) Must not be ineligible to serve on a Committee of an association as per the criteria of section 39 of the Act;
 - c) Must not be a member of staff at the School;
 - d) Must not be an ex officio member of the Management Committee; and
 - e) Must be at least 18 years of age.

- 2) The eligibility criteria for a person to nominate and serve as Vice President are:
 - a) Must be an ordinary member of the Association;
 - b) Must not be ineligible to serve on a Committee of an association as per the criteria of section 39 of the Act;
 - c) Must not be a member of staff at the School;
 - d) Must not be an ex officio member of the Management Committee; and
 - e) Must be at least 18 years of age.

- 3) The eligibility criteria for a person to nominate and serve as Secretary are:
 - a) Must be an ordinary member of the Association;
 - b) Must not be ineligible to serve on a Committee of an association as per the criteria of section 39 of the Act;
 - c) Must not hold the office of Treasurer or President of the Association at the same time; and
 - d) Must be at least 18 years of age.

- 4) The eligibility criteria for a person to nominate and serve as Treasurer are:
 - a) Must be an ordinary member of the Association;
 - b) Must not be ineligible to serve on a Committee of an association as per the criteria of section 39 of the Act;
 - c) Must not hold the office of Secretary or President of the Association at the same time; and
 - d) Must be at least 18 years of age.

- 5) The eligibility criteria for a person to nominate and serve as an ordinary Committee member are:
 - a) Must be an ordinary member of the Association, or in the case of the associate membership of the Committee, must be an associate member;
 - b) Must not be ineligible to serve on a Committee of an association as per the criteria of section 39 of the Act; and
 - c) Must be at least 18 years of age.

- 6) The eligibility criteria for a person to accept an ex officio membership of the Committee of management are:
 - a) Must support the Objects or purposes of the Association;
 - b) Must be at least 18 years of age; and
 - c) Does not have to be an ordinary or associate member of the Association, except where specified under these Rules.

Membership of the management Committee for an ex officio member does not confer membership of the Association.

Rule 32. Duties of the office holders and other members of the Management Committee

- 1) The duties of the President are:
 - a) To convene and chair management Committee meetings and to chair General Meetings of the Association;
 - b) To consult with the Secretary regarding the business to be conducted at each Committee meeting and General Meeting;
 - c) To act as the spokesperson for the Association provided the President always represents what he believes in good faith to be the views and policies of the management Committee;
 - d) Such duties stated in other Rules;
 - e) To enact any executive powers specifically granted to him from time to time by resolution of the management Committee; and
 - f) To act in the best interests of the Association and its members.

- 2) The duties of the Vice President are:
 - a) to deputise for the President when the President is absent from meetings or unavailable for President duties at any other time;
 - b) To act in the best interests of the Association and its members.

- 3) The duties of the Secretary are:
 - (a) dealing with the Association's correspondence;
 - (b) consulting with the President regarding the business to be conducted at each Committee meeting and General Meeting;
 - (c) preparing the Notices required for meetings and for the business to be conducted at meetings;
 - (d) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
 - (e) maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
 - (f) unless another member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
 - (g) ensuring the safe custody of the books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
 - (h) maintaining full and accurate minutes of Committee meetings and General Meetings; and
 - (i) carrying out any other duty given to the Secretary under these Rules or by the Committee
 - (j) To act in the best interests of the Association and its members.

- 4) The Treasurer has the following duties —
 - (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
 - (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
 - (c) ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
 - (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
 - (e) ensuring the safe custody of the Association's Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
 - (f) if the Association is a Tier 1 Association, coordinating the preparation of the Association's Financial Statements before their submission to the Association's Annual General Meeting;
 - (g) if the Association is a Tier 2 Association or Tier 3 Association, coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
 - (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act;
 - (i) carrying out any other duty given to the Treasurer under these Rules or by the Committee

- (j) to act in the best interests of the Association and its members.
- 5) Ordinary Committee members have a duty to act in the best interests of the Association and its members when carrying out the business of the Association.
- 6) Ex officio members of the Committee have a duty to support the Objects of the Association and act in the best interests of the Association and its members when carrying out the business of the Association and when participating in Committee meetings.

Division 3 — Election of office holders and ordinary Committee members

Rule 33. How members become ordinary Committee members

A member becomes a Committee member if the member —

- (a) is elected to the Committee at a General Meeting; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under Rule 38.

Rule 34. Election of office holders

- 1) For the election of President, Secretary and Treasurer, the Secretary shall issue a Notice to all members 42 days prior to the next Annual General Meeting inviting nominations for the office holder positions that will become vacant at that Annual General Meeting.
- 2) Nominations must be in writing, showing a nominator and seconder, and the nominee's signature of consent for the nomination. Only ordinary members can nominate and second a nominee. The nomination must reach the Secretary 28 days prior to the Annual General Meeting.
- 3) A nominee for election to the offices of President, Secretary and Treasurer may include a statement of not more than 200 words advocating the nominee's suitability for the position. The statement will be included in the Notice for the Annual General Meeting.
- 4) If only one nomination is received for an office of President, Secretary or Treasurer, the Secretary shall declare the nominee elected in the Notice for the Annual General Meeting. If more than one nomination is received, there shall be a secret ballot conducted at the Annual General Meeting.
- 5) If no nominations for President, Secretary or Treasurer are received by the close of the nominations date, then the Chairperson of the Annual General Meeting shall conduct an election for the those offices at the Annual General Meeting, provided that if a member is nominated for an office and he or she is not present at the meeting, a written consent by the nominated member is tabled at the meeting.
- 6) If the Chairperson of the Annual General Meeting is also standing for election as an office holder, he or she shall appoint another member of the Committee to conduct the election.

Rule 35. Election of ordinary Committee members

- 1) The election of the ordinary Committee members shall be conducted as two elections. The first election shall be for electing ordinary members to the Committee and the second election shall be for electing one associate member to the Committee.
- 2) The election of the ordinary members to the Committee as an ordinary Committee member shall be conducted as follows:
 - (a) A resolution shall be passed to determine how many ordinary members will be elected to the Committee as ordinary Committee members, provided that the minimum number is four.

- (b) The Chairperson shall call for nominations with seconders, and shall seek the consent of the nominees. If the nominee is not at the meeting, a written consent must be tabled.
 - (c) If the number of nominees equals or is less than the number of ordinary Committee members to be elected under sub Rule 2a, then the Chairperson shall declare them elected. If the number of nominees is more than the number determined under sub Rule 2a, then he shall conduct a secret ballot.
- 3) The election of an associate member to the Committee as an ordinary Committee member shall be conducted as follows:
- (a) The Chairperson shall call for nominations with seconders, and shall seek the consent of the nominees. If the nominee is not at the meeting, a written consent must be tabled.
 - (b) If one nominee is nominated, then the Chairperson shall declare him elected. If there is more than one nominee, then the Chairperson shall conduct a secret ballot.

Rule 36. Resignation and removal from office

- 1) A Committee member may resign from the Committee by written Notice given to the Secretary or, if the resigning member is the Secretary, given to the chairperson.
- 2) The resignation takes effect —
 - (a) when the Notice is received by the Secretary or chairperson; or
 - (b) if a later time is stated in the Notice, at the later time.
- 3) At a General Meeting, the Association may by resolution —
 - (a) remove a Committee member from office; and
 - (b) elect a member who is eligible under Rule 31(5) to fill the vacant position.
- 4) A Committee member who is the subject of a proposed resolution under sub-rule (3)(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.
- 5) The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at the General Meeting at which the resolution is to be considered.

Rule 37. When membership of Committee ceases

A person ceases to be a Committee member if the person —

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Committee or is removed from office under Rule 36; or
- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given Notice, without having been given leave by the President. Such leave shall not be unreasonably withheld.

Rule 38. Filling casual vacancies

- (1) The Committee may appoint a member who is eligible under Rule 31(5) to fill an ordinary membership position on the Committee that —
 - (a) has become vacant under Rule 36; or
 - (b) was not filled by election at the most recent Annual General Meeting or under Rule 36(3)(b).
- (2) Other than the office of Vice President, if the position of an office holder becomes vacant, the Committee must appoint a member of the Association who is eligible under Rule 31 to fill the position within 14 days after the vacancy arises.

- (3) If the ex officio member elected to the Committee under Rule 30(4)(d) vacates that position on the Committee, the Committee may appoint another ordinary member of the Association from that Year 12 group.
- (4) Subject to the requirement for a quorum under Rule 45(1), the Committee may continue to act despite any vacancy in its membership.
- (5) If there are fewer Committee members than required for a quorum under Rule 45(1), the Committee may act only for the purpose of —
 - (a) appointing Committee members under this Rule; or
 - (b) convening a General Meeting.
- (6) In the case of the office holders and ordinary Committee members appointed to fill casual vacancies, their term shall be from the date the Committee declares that the membership commences until the next Annual General Meeting.

Rule 39. Validity of acts

The acts of a Committee or Subcommittee, or of a Committee member or member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee member or member of a Subcommittee.

Rule 40. Payments to Committee members

- 1) In this Rule —
 - Committee member** includes a member of a Subcommittee;
 - Committee meeting** includes a meeting of a Subcommittee.
- 2) A Committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending a Committee meeting or
 - (b) in attending a General Meeting; or
 - (c) otherwise in connection with the Association’s business,
 provided the payment is authorised by a resolution of the Committee.

Division 4 — Committee meetings

Rule 41. Committee meetings

- 1) The President is the convener of Management Committee meetings. The minimum number of meetings each calendar year shall be six.
- 2) A Committee meeting can also be convened by a minimum of three Committee members partitioning the Secretary to issue a Notice to Committee members, stating the date, time, place and the special business to be conducted at the meeting. A meeting convened under this sub-rule is called a special Committee meeting.
- 3) Subject to sub-rule (6), each Management Committee Member has a deliberative vote.
- 4) A question arising at a Management Committee Meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the Management Committee Meeting shall not have a casting vote in addition to his, her or their deliberative vote.

- 5) Subject to these Rules, the procedure and order of business to be followed at a Management Committee Meeting shall be determined by the Management Committee Members present at the Management Committee Meeting.
- 6) A Management Committee Member having any direct or indirect pecuniary interest referred to in Section 42 or 43 of the Act shall comply with that section and in addition if any Management Committee Member has any direct or indirect pecuniary interest shall declare such interest(s) or relationship(s). If after declaring such direct or indirect pecuniary interest the Management Committee (excluding the Member declaring the said interest) may by a simple majority declare that the said Member be entitled to vote on the issue in which the Member has made his, her or their declaration.

Rule 42. Notice of Committee meetings

- 1) Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.
- 2) The Notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- 3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the Notice.
- 4) Urgent business that has not been described in the Notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

Rule 43. Procedure and order of business

- 1) The President or, in the President's absence, the Vice President must preside as chairperson of each Committee meeting.
- 2) If the President and the Vice President are absent or are unwilling to act as chairperson of a meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 3) The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- 4) The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 5) A member or other person who is not a Committee member may attend a Committee meeting if invited to do so by the Committee.
- 6) A person invited under sub-rule (5) to attend a Committee meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Rule 44. Use of technology to be present at Committee meetings

- 1) The presence of a Committee member at a Committee meeting need not be by attendance in person but may be by that Committee member and each other Committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- 2) A member who participates in a Committee meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

Rule 45. Quorum for Committee meetings

- 1) At a Management Committee Meeting four Management Committee Members constitute a quorum.
- 2) Subject to Rule 45(4), no business is to be conducted at a Committee meeting unless a quorum is present.
- 3) If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting
 - (a) In the case of a Committee meeting convened by the President, the meeting is adjourned to the same time, day and place in the following week.
 - (b) in the case of a special Committee meeting — the meeting lapses.
- 4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under sub-rule (3)(a); and
 - (b) at least 2 Committee members are present at the meeting, those members present are taken to constitute a quorum.

Rule 46. Voting at Committee meetings

- 1) Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.
- 2) A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.
- 3) If the votes are divided equally on a question, the motion lapses.
- 4) A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 5) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

Rule 47. Minutes of Committee meetings

- 1) The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 2) The minutes must record the following —
 - (a) the names of the Committee members present at the meeting;
 - (b) the name of any person attending the meeting under Rule 43(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Committee meeting.

- (5) When the minutes of a Committee meeting have been signed as correct they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

Rule 48. Subcommittees and subsidiary offices

- 1) To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
 - (a) appoint one or more Subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- 2) A Subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.
- 3) A person may be appointed to a subsidiary office whether or not the person is a member.
- 4) Subject to any directions given by the Committee —
 - (a) a Subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- 5) Nothing in these Rules of Association prevents the management Committee from establishing a Subcommittee under this Rule to serve as a chapter of the Association for locations outside the Perth metropolitan area.

Rule 49. Delegation to Subcommittees and holders of subsidiary offices

- 1) In this Rule —
non-delegable duty means a duty imposed on the Committee by the Act or another written law.
- 2) The Committee may, in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Committee other than —
 - (a) the power to delegate; and
 - (b) a non-delegable duty.
- 3) A power or duty, the exercise or performance of which has been delegated to a Subcommittee or the holder of a subsidiary office under this Rule, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
- 4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.
- 5) The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 6) Any act or thing done by a Subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee.
- 7) The Committee may, in writing, amend or revoke the delegation.

PART 5 — GENERAL MEETINGS OF ASSOCIATION

Rule 50. Annual General Meeting

- 1) The Committee must determine the date, time and place of the Annual General Meeting.
- 2) If it is proposed to hold the Annual General Meeting more than 6 months after the end of the Association's Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within 4 months after the end of the Financial Year.
- 3) The ordinary business of the Annual General Meeting is as follows —
 - (a) to confirm the minutes of the previous Annual General Meeting and of any special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Committee's annual report on the Association's activities during the preceding Financial Year; and
 - (ii) if the Association is a Tier 1 Association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - (iii) if the Association is a Tier 2 Association or a Tier 3 Association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
 - (c) to elect the office holders of the Association and other Committee members;
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- 4) Any other business of which Notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

Rule 51. Special General Meetings

- 1) The Committee may convene a special General Meeting.
- 2) The Committee must convene a special General Meeting if at least 0.2% of the members require a special General Meeting to be convened.
- 3) The members requiring a special General Meeting to be convened must —
 - (a) make the requirement by written Notice given to the Secretary; and
 - (b) state in the Notice the business to be considered at the meeting; and
 - (c) each sign the Notice.
- 4) The Special General Meeting must be convened within 28 days after Notice is given under sub-rule (3)(a).
- 5) If the Committee does not convene a special General Meeting within that 28 day period, the members making the requirement (or any of them) may convene the special General Meeting.
- 6) A Special General Meeting convened by members under sub-rule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the Notice by which the requirement was made.
- 7) The Association must reimburse any reasonable expenses incurred by the members convening a Special General Meeting under sub-rule (5).

Rule 52. Notice of General Meetings

- 1) The Secretary or, in the case of a special General Meeting convened under Rule 51(5), the members convening the meeting, must give to each member —
 - a) at least 21 days' Notice of a General Meeting if a Special Resolution is to be proposed at the meeting, or there is an election for President, Secretary, Treasurer or a nominee to the School Council; or
 - b) at least 14 days' Notice of a General Meeting in any other case.
- 2) The Notice must —
 - a) specify the date, time and place of the meeting; and
 - b) indicate the general nature of each item of business to be considered at the meeting; and
 - c) if the meeting is the Annual General Meeting, include the names of the members who have nominated for election to the Committee under Rule 34; and
 - d) if a Special Resolution is proposed —
 - i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - ii) state that the resolution is intended to be proposed as a Special Resolution.

Rule 53. Proxies

Proxies are not permitted for General Meetings.

Rule 54. Presiding member and quorum for General Meetings

- 1) The President or, in the President's absence, the Vice President must preside as chairperson of each General Meeting.
- 2) If the President and Vice President are absent or are unwilling to act as chairperson of a General Meeting, the Committee members at the meeting must choose one of them to act as chairperson of the meeting.
- 3) The quorum for a General Meeting shall be 12 ordinary members present in person at the meeting.
- 4) No business is to be conducted at a General Meeting unless a quorum is present.
- 5) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting —
 - (a) in the case of a special General Meeting — the meeting lapses; or
 - (b) in the case of the Annual General Meeting — the meeting is adjourned to —
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written Notice of another place is given to the members before the day to which the meeting is adjourned.
- 6) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under sub-rule (5)(b); and
 - (b) at least 2 ordinary members are present at the meeting,
 those members present are taken to constitute a quorum.

Rule 55. Adjournment of General Meeting

- 1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 2) Without limiting sub-rule (1), a meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

- 3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case Notice of the meeting must be given in accordance with Rule 52.

Rule 56. Voting at General Meeting

- 1) On any question arising at a General Meeting, subject to sub-rule (2), each ordinary member has one vote, except in the case of a Special Resolution, a motion is carried if a majority of the ordinary members present at a General Meeting vote in favour of the motion.
- 2) In the case of a Special Resolution, the motion is passed if at least 75% of the members entitled to vote and actually do so in person at the meeting in favour of the motion.
- 3) Except for Special Resolutions, if votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- 4) If the question is whether or not to confirm the minutes of a previous General Meeting, only members who were present at that meeting may vote.
- 5) For a person to be eligible to vote at a General Meeting as an ordinary member, the ordinary member —
 - (a) must have been an ordinary member at the time Notice of the meeting was given under Rule 52; and
 - (b) must have paid any fee or other money payable to the Association by the member.

Rule 57. When Special Resolutions are required

- 1) A Special Resolution is required if it is proposed at a General Meeting —
 - (a) to affiliate the Association with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 2) Sub-rule (1) does not limit the matters in relation to which a Special Resolution may be proposed.

Rule 58. Determining whether resolution carried

- 1) In this Rule —
poll means the process of voting in relation to a matter that is conducted in writing.
- 2) Subject to sub-rule (4), the chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- 3) If the resolution is a Special Resolution, the declaration under sub-rule (2) must identify the resolution as a Special Resolution.
- 4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other ordinary members present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.

- 5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- 6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- 7) A declaration under sub-rule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

Rule 59. Minutes of General Meeting

- 1) The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each Annual General Meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) the Financial Statements or Financial Report presented at the meeting, as referred to in Rule 50(3)(b)(ii) or (iii); and
 - (c) any report of the review or auditor’s report on the Financial Statements or Financial Report presented at the meeting, as referred to in Rule 50(3)(b)(iv).
- 4) The minutes of a General Meeting must be entered in the Association’s minute book within 30 days after the meeting is held.
- 5) The chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next General Meeting.
- 6) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 6 — FINANCIAL MATTERS

Rule 60. Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

Rule 61. Control of funds

- 1) The Association must open an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 2) Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.

- 3) The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —
 - (a) 2 Committee members; or
 - (b) one Committee member and a person authorised by the Committee.
- 5) All funds of the Association must be deposited into the Association’s account within 5 working days after their receipt.

Rule 62. Financial Statements and Financial Reports

- 1) For each Financial Year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Report of the Association are met.
- 2) Without limiting sub-rule (1), those requirements include —
 - (a) if the Association is a Tier 1 Association, the preparation of the Financial Statements; and
 - (b) if the Association is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report; and
 - (c) if required, the review or auditing of the Financial Statements or Financial Report, as applicable; and
 - (d) the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - (e) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor’s report, as applicable, on the Financial Statements or Financial Report.

PART 7 — GENERAL MATTERS

Rule 63. Advisory board

- 1) There shall be an occasional sub-Committee of all Past Presidents of the Association who are resident in Western Australia who will meet from time to time at the request of the Management Committee to enable the Management Committee to consult the Advisory Board on all or any matters relating to the Objects of the Association or the powers of the Management Committee.
- 2) If the President or Management Committee wishes to consult the Past Presidents on any matter within the powers of the Management Committee, the Management Committee shall give written Notice of a meeting to be convened specifying the general nature of the issue or issues to be discussed at such meeting to all Past Presidents who are then resident in Western Australia who within a period of 28 days from the date of receipt of any such Notice of meeting may attend such meeting or otherwise provide his, her or their response to the President of the Management Committee either by a majority response or otherwise prior to the time of such meeting.
- 3) The Management Committee shall be represented by the President who will be the Chairperson of any meeting to convene the Advisory Board.

Rule 64. Election of nominee to the School Council

- 1) Article 7.1(c) of the Constitution of the School provides for The Old Guildfordians Association Incorporated to appoint two ordinary members of the Association to be Fellows of the Council of Guildford Grammar School Incorporated (“School Council”) described hereon as “the Old Guildfordians Elected Fellows”.

- 2) The term of appointment of each of the Old Guildfordians Elected Fellows is three years in accordance with the provisions of this Constitution of the School and the appointments will commence on the first of January.
- 3) Subject to this Rule, at a General Meeting convened by the Management Committee at a time not more than three months before the expiry of the term of appointment of any of the Old Guildfordians Elected Fellow(s) nominated pursuant to Article 7.1(c) of the Constitution of the School, the ordinary members shall elect an ordinary member or members as the case may be who, at the time of that General Meeting, has been an ordinary member of the Association for not less than two years (and who may be the Old Guildfordians Elected Fellow whose term of Council has expired) and who otherwise is eligible to serve as a Fellow of Council as prescribed in Article 7.9 of the Constitution of the School as amended from time to time to be a nominee of the Association to sit as a Fellow of Council pursuant to Article 7.1(c) of the Constitution of the School.
- 4) Nominations for persons eligible to be the Association's nominee to be appointed a Fellow of School Council pursuant to Article 7.1(c) of the Constitution of the School must:
 - a) be called for by the Secretary issuing notice to all members not less than 42 days prior to the date of the General Meeting at which nominations are to be voted on.
 - b) be made by an ordinary member in writing seconded by another ordinary member;
 - c) be in writing, setting out the nominee's full name, address, date of birth and occupation;
 - d) include a signed statement by the nominee addressing each of the eligibility criteria set out in Article 7.9 of the Constitution of the School;
 - e) be accompanied by a written consent to being nominated signed by the nominee; and
 - f) be received by the Secretary not less than 28 days prior to the date of the General Meeting at which nominations are to be voted on.

The nominee may include such other details relevant to the nominee's suitability for appointment as a Fellow of School Council as the person making the nomination wishes to include for dispatch to ordinary members with the Notice of the General Meeting, but such a statement shall not be more than 200 words.

- 5) Where the number of nominations received by the Secretary in accordance with sub-rule 4 is the same as the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, the person (or persons) nominated shall be deemed to be elected as the Association's nominee or nominees for appointment as a Fellow (or Fellows) of School Council pursuant to Article 7.1(c) of the Constitution of the School.
- 6) Where the number of nominations received by the Secretary in accordance with sub-rule 4 is greater than the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, a ballot shall be conducted at the General Meeting to determine which nominee (or nominees) is (or are) to be the Association's nominee (or nominees) for appointment to be Fellow (or Fellows) of School Council.
- 7) At a ballot conducted in accordance with sub-rule 6 the following shall apply:
 - (a) the Chairperson of the General Meeting shall be the presiding officer at such ballot and he shall be responsible for supervising the ballot and the counting of votes;
 - (b) each nominee the subject of the ballot shall be entitled to appoint one scrutineer to scrutinize the counting of votes;
 - (c) in the event of a nominee disputing the outcome of a ballot, the nominee may resolve the dispute through the dispute resolution procedure outlined in these Rules.
- 8) Where one or both of the Old Guildfordians Fellows appointed pursuant to Article 7.1(c) of the Constitution of the School cease(s) to hold office as a Fellow of School Council prior to the expiry of the term of appointment (thereby creating a casual vacancy) OR there is a vacancy for the office of the Old Guildfordians Fellows due to no appointment being made at the General Meeting, the Management Committee shall within three months appoint a Member who is eligible for appointment to fill the casual vacancy until the expiry of

the residue of the term of the appointment of the person who that appointee is to replace pursuant to this Rule.

- 9) If the Member elected as the Old Guildfordians Fellows or appointed under this Rule, holds office as President when elected or appointed, he shall immediately vacate the office of President thereby creating a casual vacancy to be filled in accordance with sub-rule 38(2).

Rule 65. Affiliated clubs

- 1) An incorporated association which has a membership made up a majority of members who are members of the Association may, subject to the approval of the Management Committee, become an Affiliated Club.
- 2) The Management Committee shall determine the conditions for affiliation as well as the rights, responsibilities and privileges to be granted to each Affiliated Club.
- 3) Each Affiliated Club shall be entirely responsible for funding of its own operations PROVIDED THAT the Management Committee may at its discretion, provide such financial support and assistance to any Affiliated Club as the Management Committee sees fit.

Rule 66. By-laws

- 1) The Association may, by resolution at a General Meeting, make, amend or revoke by-laws.
- 2) By-laws may —
 - (a) provide for the rights and obligations that apply to associate memberships approved under Rule 6(2); and
 - (b) impose restrictions on the Committee’s powers, including the power to dispose of the association’s assets; and
 - (c) impose requirements relating to the Financial Reporting and financial accountability of the association and the auditing of the association’s accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- 3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- 4) Without limiting sub-rule (3), a by-law made for the purposes of sub-rule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 5) At the request of an ordinary or associate member, the Association must make a copy of the by-laws available for inspection by the member.

Rule 67. Executing documents and common seal

- 1) The Association may execute a document without using a common seal if the Committee nominates the following persons as authorised to do so:
 - (a) 2 nominated Committee members, or
 - (b) One nominated Committee member and one other person also nominated.
- 2) If the Association has a common seal -
 - (a) the name of the Association must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Committee and in the presence of —
 - (i) 2 Committee members; or
 - (ii) one Committee member and a person authorised by the Committee,

and each of them is to sign the document to attest that the document was sealed in their presence.

- 3) The Secretary must make a written record of each use of the common seal.
- 4) The common seal must be kept in the custody of the Secretary or another Committee member authorised by the Committee.

Rule 68. Giving Notices to members

- 1) In this Rule —
recorded means recorded in the register of members.
- 2) Any Notice required by these Rules (as amended from time to time) to be given shall be deemed to have been sufficiently given if:
 - (a) Served on the Member personally; or
 - (b) posted, directed to a Member at his, her or their address registered with the Secretary, and such Notice shall be deemed to have been given on the day on which it shall have been posted by ordinary pre-paid mail; or
 - (c) e-mailed, directed to a Member's e-mail address registered with the Secretary and such Notice shall be deemed to have been given on the day it shall have been e-mailed as recorded in the Association's records; or
 - (d) advertised in a School publication circulated to Members or in the Public Notices section of a major daily newspaper circulated in Western Australia.

Rule 69. Custody of books and securities

- 1) Subject to sub-rule (2), the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.
- 2) The Financial Records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- 3) Sub-rules (1) and (2) have effect except as otherwise decided by the Committee.
- 4) The Books of the Association must be retained for the period specified by the Act.

Rule 70. Record of office holders and other Committee members

The record of Committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

Rule 71. Inspection of records and documents

- 1) Sub-rule (2) applies to a member who wants to inspect —
 - (a) the register of members under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- 2) The member must contact the Secretary to make the necessary arrangements for the inspection.
- 3) The inspection must be free of charge.

- 4) If the member wants to inspect a document that records the minutes of a Committee meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee meetings generally, or the minutes of a specific Committee meeting, being available for inspection by members.
- 5) The member may make a copy of or take an extract from a record or document referred to in sub-rule (1)(c) but does not have a right to remove the record or document for that purpose.
- 6) The member must not use or disclose information in a record or document referred to in sub-rule (1)(c) except for a purpose —
 - (a) that is directly connected with the affairs of the Association; or
 - (b) that is related to complying with a requirement of the Act.

Rule 72. Publication by Committee members of statements about Association business prohibited

A Committee member must not publish, or cause to be published, any statement about the business conducted by the Association at a General Meeting or Committee meeting unless —

- (a) the Committee member has been authorised to do so at a Committee meeting; and
- (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

Rule 73. Distribution of surplus property on cancellation of incorporation or winding up

- 1) In this Rule —

surplus property, in relation to the Association, means property remaining after satisfaction of —

 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association, but does not include books relating to the management of the Association.
- 2) On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by Special Resolution by reference to the persons mentioned in section 24(1) of the Act provided that property shall be distributed:
 - (a) to another incorporated association with Objects that support the interests of the School and former students of the School; or if such an association cannot be found,
 - (b) the School, in which case the funds will be held in trust by the School and passed onto another association that is incorporated with the Objects similar to this Association in the future.

Rule 74. Patron

The Management Committee may elect a patron who (subject to that person accepting the office) shall hold office until such time as the Management Committee appoints another patron.

Rule 75. Auditor

- 1) A Registered Company Auditor shall be appointed to the position of Auditor by the Members at an Annual General Meeting.
- 2) The Auditor shall audit the books and accounts of the Association for presentation to Members:
 - (a) prior to each Annual General Meeting;
 - (b) covering the accounting period from the last audit; and
 - (c) within 6 months of the close of the previous accounting period or else to include an audited separate set of accounts for the further period as may have elapsed to expire within one month of the next Annual General Meeting.

- 3) The Auditor shall hold office until he or she resigns that position or is removed by the Members by ordinary resolution at a General Meeting. A replacement auditor shall be appointed by a resolution of a General Meeting.

Rule 76. Alteration of Rules

If the Association wants to alter or rescind any of these Rules, or to make additional Rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

END OF THE RULES

APPENDIX: Extract of Rule 7 of the Constitution of the School

(This appendix does not form part of the Rules of Association of The Old Guildfordians Association)

7. APPOINTMENT AND REMOVAL OF FELLOWS OF COUNCIL

- 7.1 Subject to the transitional provisions in the Schedule, the Council will have a maximum of twelve members, who will be known as Fellows of Council. Fellows of Council will be appointed for a term of three years with the term commencing on the first of January in the following manner:

(c) Two will be appointed by The Old Guildfordians Association Inc.

- 7.9 A person is eligible to serve as a Fellow of Council if, and only if, he or she:

- a. is not disqualified from managing a corporation for the purposes of Part 2D. 6 of the Corporations Act 2001 (Cth.) (or such other provisions that replace that Part from time to time)
- b. is not an employee of the Association, or married to or in a permanent relationship with an employee of the Association;
- c. is at least twenty-five years of age;
- d. permanently resides in Western Australia; and
- e. has signed a declaration in the following form:

I SOLEMNLY DECLARE that;

- (i) *If appointed to the office of Fellow of Council of Guildford Grammar School and for as long as I remain in that office, I will faithfully obey the Constitution of Guildford Grammar School Incorporated and the resolutions of its Council and (to the extent not inconsistent with my duties as a Fellow of Council or the Objects of Guildford Grammar School Incorporated) statutes passed by Synod, perform all duties of the office of Fellow of Council to the best of my ability, work to achieve the Objects of Guildford Grammar School Incorporated and support the core values of Guildford Grammar School.*
- (ii) *I support the School's expression of the Christian faith in the Anglican tradition and acknowledge the authority of the Visitor in matters of faith.*

End of appendix