



RULES

OF

CAULFIELD GRAMMARIANS' ASSOCIATION INC.

Reg No. A0024880Z

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PART 1 – PRELIMINARY

1 Name

The name of the incorporated association is Caulfield Grammarians' Association Inc. (the "Association").

2 Purpose

The purpose of the Association is to inspire lifelong connections and nurture a community of engaged alumni of Caulfield Grammar School (the "School"), which includes activities designed to:

- a. positively influence the lives of alumni;
- b. inspire advocacy;
- c. encourage generational families;
- d. support advancement goals;
- e. make positive contributions to the direction, development and financial independence of the School;
- f. provide a continuing link between the School and alumni;
- g. maintain effective communication between the School and alumni;
- h. foster good fellowship among alumni by means of cultural and sporting activities, which may include giving financial assistance to clubs, societies and other organisations (whether incorporated or unincorporated) affiliated with the Association; and
- i. be conducive to achievement of the Association's purpose as determined by the Committee of the Association from time to time.

3 Financial year

The financial year of the Association is each period of 12 months ending on 31 December.

4 Definitions

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Victoria), as amended from time to time, and the regulations made thereunder.

Act Secretary has the same meaning as given to “secretary” in section 3 of the Act.

Alumni means past students of Caulfield Grammar School and Malvern Memorial Grammar School.

Association means The Caulfield Grammarians’ Association Inc.

Committee means the general committee of the Association.

Council means the governing body of the School.

Executive Director means the person employed by the Association to be the chief operating officer of the Association, who shall also be the Act Secretary.

Fellow means a person upon whom Fellowship of the Association is conferred in accordance with Rule 11. Fellowship is the elite category of membership of the Association and the highest honour the Association can bestow.

Friends of the Association means persons who are not alumni but who:

- (a) attended a school with which the School has an affiliation;
- (b) are members of the Council;
- (c) are parents or past parents of the School;
- (d) are former members of the Teaching Staff or Non Teaching Staff;
- (e) are members or former members of the Association’s affiliated clubs and societies; or
- (f) are deemed by the Committee to have made a positive contribution to alumni, the Association, the School, the Council or any affiliated club or society.

General Meeting means a meeting of the Associations described in Rule 22.

Member means a person who is a Member of the Association within any of the categories of membership described in Part 3 of these Rules, comprising:

- (a) Life Membership;
- (b) Honorary Membership;
- (c) Honorary Life Membership; and
- (d) Fellowship.

Non-Teaching Staff means all full time, part time, casual or contract employees engaged by the School for a period of at least one year, including the administrative and outdoors staff.

President means the person, being a Life Member of the Association, elected as President of the Association at each annual general meeting.

Principal means the Principal of the School.

Registrar means the Registrar of Incorporated Associations.

School means Caulfield Grammar School.

Special Meeting means a meeting of the Association described in Rule 23.

Teaching Staff means all permanent full time, part time, casual or contract teaching staff engaged by the School for a period of at least one year, including the Principal, the head of each campus of the School, and teaching staff on exchange from any other school with which the School has an affiliation.

Voting Member means a Life Member of the Association.

PART 2 – POWERS OF ASSOCIATION

5 Powers of association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting Subrule (1), the Association may:
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Subrule (1) does not prevent the Association from paying a Member:
 - (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member:

if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3 – MEMBERSHIP, BRANCHES, AFFILIATES, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Membership types

There shall be four types of membership of the Association:

- (a) Life Membership, as described in Rule 8;
- (b) Honorary Membership, as described in Rule 9;
- (c) Honorary Life Membership, as described in Rule 10; and
- (d) Fellowship, as described in Rule 11.

8 Life Membership

- (1) Each student leaving the School at any time from the end of year 6 will automatically become a Life Member.
- (2) Life Membership will be conferred by the Executive Director on receipt of a list of leavers at years 6 to 12 provided by the School from time to time.
- (3) The Committee will determine the process for inducting Life Members to the Association and the insignia to be presented.

9 Honorary Membership

- (1) Teaching Staff and Non-Teaching Staff are eligible for Honorary Membership of the Association and will continue to be eligible for Honorary Membership while they continue to be employed by the School.
- (2) Honorary Membership of Teaching Staff and Non-Teaching Staff will be conferred by the Executive Director on receipt of a list of eligible staff provided by the School in the January of each year.
- (3) Friends of the Association are eligible to nominate or be nominated for Honorary Membership. Nomination shall be made in writing on a form available from the Executive Director.
- (4) The nominations will be tabled at a Committee Meeting as soon as practicable for consideration by the Committee.
- (5) Honorary Membership shall only be conferred to Friends of the Association by a unanimous vote of the Committee Members present at the Committee meeting referred to in Subrule (4).

- (6) The Committee will determine the process for inducting Honorary Members to the Association and the insignia to be presented.

10 Honorary Life Membership

- (1) Members of the Teaching Staff, Non Teaching Staff and Friends of the Association shall be eligible for nomination for Honorary Life Membership on completion of ten years' service to the School, the Association or any of the Association's affiliated clubs or societies.
- (2) Nomination of persons for Honorary Life Membership shall be made in writing on a form available from the Executive Director.
- (3) Nominations for Honorary Life Membership shall be evaluated by a Membership and Awards Sub-Committee convened in accordance with Rule 31.
- (4) Honorary Life Membership shall only be conferred on the majority vote of the Committee based on the recommendation of the Membership and Awards Sub-Committee.
- (5) The Committee will determine the process for inducting Honorary Life Members to the Association and the insignia to be presented.

11 Fellowship

- (1) Life Members, Honorary Members and Honorary Life Members may be eligible for nomination for a Fellowship after completion of 25 years of outstanding service to the School or the Association (or such lesser period as the Committee may decide in special circumstances).
- (2) Length of service alone shall be insufficient to merit a Fellowship. Outstanding service must be the primary foundation upon which the Fellowship is granted.
- (3) What constitutes outstanding service shall be determined by the Committee from time to time, using the following guidelines (and such other measures as the Committee for the time being may consider relevant and important):
 - (a) the nominee will be judged relative to those of similar status;
 - (b) the nominee's contribution is expected to be outstanding relative to his, her or their peers;
 - (c) the nominee's contribution to the Association or the School must be of a nature that has resulted in a positive change to the life of the Association or the School, in terms of:
 - i upholding and pursuing the Association's objectives; and
 - ii upholding and pursuing the School's vision statement in a way which directly or indirectly benefits the Association.

- (4) Candidates for Fellowship must be nominated, and the nomination must be seconded, by a Life Member, Honorary Member or Honorary Life Member in writing on a form available from the Executive Director. The nomination form is to include a statement pertaining to the candidate's outstanding service to the Association or the School.
- (5) Nominations for Fellowship are to be evaluated by the Membership and Awards Sub-Committee convened in accordance with Rule 31.
- (6) Fellowship shall only be conferred on the unanimous vote of the Committee based on the recommendation of the Membership and Awards Sub-Committee.
- (7) The Committee will determine the process for inducting Fellows to the Association and the insignia to be presented.

12 Entitlements of Members

- (1) Each Member of the Association shall:
 - (a) receive all publications of the Association;
 - (b) receive all notices of General and Special Meetings of the Association; and
 - (c) be entitled to attend General and Special Meetings of the Association.
- (2) Only Life Members have the right to vote at any meeting of the Association and be eligible to be elected to the Committee.
- (3) A Fellow of the Association retains the entitlements of membership according to the category of membership held at the time of his, her or their admission to the rank of Fellow.

13 Resignation

Any Member may resign their membership by notice in writing given to the Association and, from the date of receipt of such notice, that person shall cease to be a Member.

14 Register of Members

- (1) The Act Secretary must keep and maintain a Register of Members that includes:
 - (a) for each current Member:
 - i the Member's name;
 - ii the address for notice last given by the Member;
 - iii the date of becoming a Member;
 - iv if the Member is an Honorary Member, Honorary Life Member or Fellow, a note to that effect;
 - v any other information determined by the Committee; and
 - (b) for each former Member, the date of ceasing to be a Member.

- (2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

Division 2 – Branches and affiliates

15 Branches

- (1) Branches of the Association may be formed by Members of the Association on resolution of the Committee.
- (2) The members or committee of any branch may make rules for the conduct and management of the domestic affairs of that branch and, from time to time, add to, alter or repeal any such rules, provided that:
 - (a) no such rule, addition, alteration or repeal shall be inconsistent with, or shall purport to affect or repeal anything contained in, these Rules; and
 - (b) no such rules, or any addition, alteration or repeal to or of such rules, shall be of any force or effect unless it has been approved by the Committee.

16 Affiliation

- (1) A club or society may be affiliated with the Association by resolution of the Committee.
- (2) No affiliated club or society shall use (whether wholly or in part) the name “Caulfield Grammarians” or any similar name or do any act or make any representation which may imply connection with the Association unless express authority in writing has been given by the Committee.
- (3) In approving the establishment of an affiliated club or society in accordance with Subrule (1), the Committee must ensure that such an affiliated club or society has governance rules appropriate for the affiliate’s purposes, including but not limited to admission, disciplinary and grievance procedures.

Division 3 – Awards

17 Awards

- (4) The Committee may establish an award in recognition of continued service to the Association, the School or any of the Association’s affiliated clubs and societies as it considers appropriate.
- (5) The Committee will determine the name and criteria for receiving such an award.

18 Eligibility for an award

- (1) An award can be granted to Life Members, Honorary Members and Honorary Life Members for outstanding service to the Association, the School or any of the Association’s affiliated clubs and societies.

- (2) Length of service alone shall not be a basis for eligibility.
- (3) Achievement and contribution through continued service or office shall be regarded as important criteria.

19 Nomination for an award

- (1) Nomination of a person for an award shall be made in writing on a form available from the Executive Director.
- (2) The nomination form must include a statement pertaining to the candidate's service to the Association, the School or an affiliated club or society.
- (3) Nominations for an award shall be evaluated by the Membership and Awards Subcommittee convened in accordance with Rule 31.

20 Conferral of an award

- (1) An award shall only be conferred on the majority vote of the Committee based on the recommendation of the Membership and Awards Subcommittee.

Division 4 – Disciplinary action

21 Suspension and expulsion

- (1) If any Member has refused to comply with these Rules or has engaged in conduct which the Committee considers prejudicial to the interests of the Association, subject to this clause the Member may be:
 - (a) cautioned or suspended, by resolution of the Committee; or
 - (b) expelled by resolution of a majority representing not less than two-thirds of Voting Members present at a General or Special Meeting.
- (2) A meeting of the Committee shall be specifically summoned to consider questions arising under this sub-clause and notice shall be sent to the Member at least seven days prior to the meeting of the Committee. The notice must:
 - (a) state that the Committee intends to take disciplinary action against the Member; and state the grounds for the proposed disciplinary action;
 - (b) specify the date, place and time of the meeting at which the Committee intends to take the disciplinary action (**disciplinary meeting**); and
 - (c) advise the Member that he, she or they may do one or both of the following:
 - i attend the disciplinary meeting and address the Committee at that meeting;
 - ii give to the Committee at any time before the disciplinary meeting a written statement.

- (3) Before reaching a decision, the Committee shall hear any explanation or consider any written statement which such Member may desire to give, together with any evidence in support of such explanation or statement tendered by the Member.
- (4) No Member shall be cautioned or suspended unless the resolution to do is supported by at least two-thirds of the Committee Members attending such meeting and entitled to vote.
- (5) The Committee may elect to refer the matter before a disciplinary meeting to a General or Special Meeting. If the matter is referred to a General or Special Meeting, the notice convening such meeting shall include any written evidence tendered by the relevant Committee Member. The Member shall be entitled to attend and be heard by the Voting Members before any resolution to expel such Member is put before the Voting Members for decision.
- (6) The caution, suspension or expulsion of a Member under this clause takes effect immediately the relevant vote is passed.

Division 5 – Grievance procedure

- (1) The grievance procedure set out in this clause applies to disputes under these Rules between:
 - (a) a Member and another Member;
 - (b) a Member and the Committee; or
 - (c) a Member and the Association.
- (2) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Subrule (9), the parties must within 10 days:
 - (a) notify the Committee of the dispute;
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (5) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - i if the dispute is between a Member and another Member—a person

- appointed by the Committee;
 - ii if the dispute is between a Member and the Committee; or
 - iii the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (6) A mediator appointed by the Committee may be a Member or former Member of the Association but in any case must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (7) The mediator to the dispute, in conducting the mediation, must:
 - (a) give each party every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

22 General meetings

- (1) A General Meeting of the Association shall be called when required by the Committee. The Committee shall be required, however, to hold a General Meeting within five months after the end of the financial year, which shall be the Annual General Meeting.

23 Special meetings

- (1) A Special Meeting of the Association shall be called:
 - (a) By the Committee: when required by not less than six Committee Members; or
 - (b) By requisition of Voting Members: upon a written request to the Committee signed by at least twenty Voting Members and specifying the business to be considered at the meeting and any resolutions to be proposed.
- (2) A Special Meeting shall be held within one month of the Committee's determination made in accordance with Subrule 1 (a) or the receipt of any request made in accordance with Subrule 1 (b).

24 Method of convening meetings

- (1) All General Meetings of the Association shall be convened by notice in writing specifying the place and time of such meeting and sent at least seven days prior to the proposed date of such meeting.
- (2) In the case of a Special Meeting:
 - (a) the notice shall specify fully the nature of the business to be dealt with at such Special Meeting and, if any alteration, amendment or modification of or to these Rules is proposed, the notice shall specify the proposed alteration, amendment or modification (which shall only be considered by the Special Meeting in the terms of the notice); and
 - (b) such notice shall be sent at least twenty-one days prior to the proposed date of such meeting.

25 Use of technology

- (1) A Member not physically present at a General or Special Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Member participating in a General or Special Meeting as permitted under Subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

26 Quorum

- (1) Twenty Voting Members shall be a quorum at any General or Special Meeting of the Association. No item of business shall be transacted at a General or Special Meeting unless a quorum is present while that item is being considered.
- (2) If, within half an hour after the appointed time for commencement of a General Meeting, a quorum is not present, the Meeting shall stand adjourned to the same day, time and place in the next week and, if at the adjourned Meeting, a quorum is still not present within half an hour after the appointed time for commencement of the Meeting, the Voting Members then present (not being less than ten) shall be a quorum. In the case of:
 - (a) a Special Meeting, where a quorum is not present within half an hour after the appointed time for commencement of that Meeting; and
 - (b) a General Meeting, where there are not at least ten Voting Members present within half an hour after the appointed time for commencement of an adjourned Meeting

the relevant Meeting shall be dissolved.

27 Business at meetings

- (1) 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 or Special Meeting held since then;
 - (b) to adopt the annual report;
 - (c) to receive and consider the financial statement submitted by the Association in accordance with Part 7 of the Act;
 - (d) to elect the Committee Members; and
 - (e) to appoint the Association's honorary auditors.
- (2) All business that is transacted at a General or Special Meeting and all business that is transacted at the Annual General Meeting (with the exception of the business referred to in Subrule (1)) shall be deemed to be special business.

28 Voting at meetings

- (1) A question arising at a General Meeting shall be determined on a show of hands of Voting Members present at such Meeting.
- (2) A declaration by the chair that a resolution has been carried, been carried unanimously, been carried by a particular majority or been lost, and an entry to that effect in the meeting minutes shall be conclusive evidence of that fact.
- (3) No Member shall be entitled to appoint a proxy to attend or vote at any Meeting of the Association.

29 Minutes

- (1) The Committee must ensure that minutes are taken and kept of each General and Special 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 include the:
 - (a) names of the Members attending the meeting;
 - (b) financial statements submitted to the Members in accordance with Rule 22(1)(c);
 - (c) certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and outcomes of the Association; and
 - (d) audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

- (4) All minutes of General and Special Meetings shall be signed by the chair of such meeting or by the chair of the next succeeding meeting.
- (5) The Act Secretary shall keep the signed minutes of all General and Special Meetings as a record of the Association.
- (6) The minutes shall be prima facie evidence of the matters stated therein.
- (7) A copy of the minutes of General and Special Meetings shall be made available, upon request, to any Member.

PART 5—COMMITTEE

Division 1—Powers of Committee

30 Role and powers of the Committee

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General or Special Meetings of the Members of the Association.
- (3) The Committee may:
 - (a) appoint and remove staff of the Association;
 - (b) establish subcommittees consisting of Members with terms of reference it considers appropriate;
 - (c) make such by-laws, regulations or policies (not being inconsistent with these Rules) as it considers appropriate;
 - (d) determine the crest or insignia of the Association in consultation with Association Members;
 - (e) control all branches and affiliated clubs or societies as it considers appropriate;
 - (f) give financial assistance to any branch or affiliated club or society upon such terms and conditions as it considers appropriate, and
 - (g) caution or suspend Members in the manner set out in Rule 21.

31 Subcommittees

- (1) The President, unless appointed as a member, shall be an ex officio member of any subcommittee established under Rule 30(3)(b).
- (2) The Chair of a subcommittee will report to the Committee in accordance with its terms of reference.

32 Membership and Awards Subcommittee

- (1) The Membership and Awards Subcommittee is a standing subcommittee.
- (2) Members of the Membership and Awards Subcommittee shall include the President, the Immediate Past President, the Executive Director, and at least two other Committee Members.
- (3) The Membership and Awards Subcommittee shall evaluate all nominations for Honorary Life Membership, Fellowship or an award and make recommendations

regarding the conferring of memberships or awards to the Committee.

- (4) If the person nominated for an award is a member of the Teaching or Non-Teaching Staff, the Principal shall be informed of the nomination prior to it being considered by the Membership and Awards Subcommittee and the Principal shall have the right to make a submission to the Subcommittee regarding the nominated person's service to the School community.
- (5) Similarly, if the person nominated is a member of the School Council, the President for the time being of the Council shall be informed of the nomination prior to it being considered by the Membership and Awards Subcommittee and the President of the Council shall have the right to make a submission to the Subcommittee regarding the nominated person's service to the School community.

33 Delegation

- (1) The Committee may delegate to a Committee Member, a subcommittee member or Association employees, any of its powers and functions other than:
 - (h) this power of delegation; or
 - (i) a duty imposed on the Committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Committee and duties of Committee Members

34 Composition of the Committee

- (1) The Committee consists of:
 - (a) President;
 - (b) Immediate Past President;
 - (c) Senior Vice-President;
 - (d) Vice-President;
 - (e) Honorary Secretary;
 - (f) Honorary Treasurer;
 - (g) Younger Alumni Representative; and
 - (h) up to six General Committee Members elected under Rule 42; and
 - (i) Act Secretary.
- (2) Committee membership should strive to reflect the diversity of the Association's membership including factors such as gender, age, campus attended and professional

background, skills or experience.

- (3) The Act Secretary shall be an ex officio Committee Member but shall not have any voting rights.
- (4) For the avoidance of doubt, the Act Secretary and Honorary Secretary are separate and distinct roles. The Act Secretary is an appointed office occupied by the person who is the Executive Director. The Honorary Secretary is a Committee Member elected in accordance with these Rules.

35 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Members of the Committee comply with these Rules.
- (3) Committee Members must exercise their powers and discharge their duties:
 - (a) with reasonable care and diligence;
 - (b) in good faith in the best interests of the Association; and
 - (c) for a proper purpose.
- (4) Committee Members and former Committee Members must not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position;to gain an advantage for themselves or any other person or to cause detriment to the Association.

36 President, Senior Vice-President and Vice President

- (1) Subject to Subrule (2), the President or, in the President's absence, the Senior Vice-President or Vice-President is the Chairperson for any General or Special Meetings and for any Committee Meetings.
- (2) If the President, Senior Vice-President and Vice-President are all absent, or are unable to preside, the Chairperson of the meeting must be:
 - (c) in the case of a general meeting—a Member elected by the other Members present; or
 - (d) in the case of a Committee meeting—a Committee Member elected by the other Committee Members present.

37 Act Secretary

- (1) The Act Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Act Secretary must:
 - (e) maintain the Register of Members in accordance with Rule 14;
 - (f) keep custody of the common seal of the Association and all financial records, books, documents and securities of the Association in accordance with Rules 58 and 61;
 - (g) subject to the Act and these Rules, provide Members with access to the Register of Members, the minutes of General and Special Meetings and other books and documents; and
 - (h) perform any other duty or function imposed on the Act Secretary by these Rules.
- (3) The Act Secretary must give to the Registrar notice of his, her or their appointment within 14 days after the appointment.
- (4) The office of the Act Secretary becomes vacant if the person for the time being appointed to that office ceases to be employed by the Association as the Executive Director for any reason.
- (5) If the office of the Act Secretary becomes vacant, the Committee must within 14 days after the vacancy arises appoint a person (who may be the Honorary Secretary) to fill the office of Act Secretary until a person is appointed to the position of Executive Director.

38 Honorary Treasurer

- (1) The Honorary Treasurer must ensure:
 - (a) the Association has the required resources and processes to collect and receive all money due to the Association and make all payments authorised by the Committee;
 - (b) the Association has the required resources and processes to keep correct books of account and books showing the financial affairs of the Association, with full details of all receipts and expenditures connected with activities of the Association;
 - (c) any cheques are signed in accordance with Rule 55(2);
 - (d) that the financial records of the Association are kept in accordance with the Act; and
 - (e) the financial statements of the Association give a true and fair view of the financial position and outcomes of the Association and are certified by the

Committee prior to their submission to the Annual General Meeting of the Association.

Division 3—Election of Committee Members and tenure of office

39 Eligibility to be a Committee Member

- (1) Any Voting Member shall be eligible for election to the Committee of the Association, provided that:
 - (a) **President not to serve more than three consecutive terms:** no Voting Member may be nominated or elected to the office of President if, at the time of such nomination or election, that person is completing or has just completed his, her or their third consecutive term as President.
 - (b) **Person to serve at least one year before becoming President:** no Voting Member may be nominated or elected to the office of President unless he, she or they has previously been an elected as a Committee Member for at least one year.
 - (c) **Past Presidents can return to the office of President after a cooling off period of 10 years:** a Voting Member who has formerly held the office of President can return to the office of President for a further three terms after a period of 10 years since serving as President.
 - (d) **Younger Alumni Representative** must be aged 25 years or less at the time of his, her or their election.
- (2) The Chairperson of the Annual General Meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 41 to 43.

40 Nominations

- (1) Nominations for the position of any elected Committee Member must:
 - (a) be in writing in a form determined by the Committee;
 - (b) signed by a proposer and seconder, both being Voting Members of the Association; and
 - (c) be received by the Act Secretary not less than 21 days before the Annual General Meeting.
- (2) No further nominations may be received after that date.

41 Election of Committee Members

- (1) At the Annual General Meeting, separate elections must be held for each of the following positions:
 - (a) President;

- (b) Senior Vice-President;
 - (c) Vice-President;
 - (d) Honorary Secretary;
 - (e) Honorary Treasurer; and
 - (f) Younger Alumni Representative.
- (2) If only one Member is nominated for the position, the Chairperson of the meeting must declare the Member elected to the position.
- (3) If more than one Member is nominated, a vote must be held in accordance with Rule 43.
- (4) On his, her or their election, the new President may take over as Chairperson of the meeting.

42 Election of General Committee Members

- (5) A single election may be held to fill the vacant positions for General Committee Members.
- (6) If the number of Members nominated for the position of General Committee Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position.
- (7) If the number of Members nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 43.

43 Ballot

- (1) If there is more than one nomination for any position, notice and a ballot paper specifying such nominations shall be sent to each Voting Member, with the notice of the Annual General Meeting.
- (2) A ballot paper must be signed and completed by a Voting Member and returned to the Act Secretary prior to the proposed date of the Annual General Meeting and shall be taken into account in the election of office bearers, but this clause shall not entitle any Voting Member to more than one vote.

44 Term of office

- (1) Committee Executive

The President, Senior Vice President, Vice President, Honorary Secretary and Honorary Treasurer shall be elected or nominated respectively each year at the Annual General Meeting and, when elected or nominated, shall hold office until the conclusion of the next ensuing Annual General Meeting.

(2) Younger Alumni Representative

The Younger Alumni Representative shall be elected for a two-year term.

(3) General Committee Members

Of the six General Committee Members, three shall be elected each year for a two-year term.

(4) Immediate Past President

The Immediate Past President shall be deemed to be elected to the Committee in that capacity at the Annual General Meeting at which his, her or their term as President expires and shall hold that office until the election of the next succeeding Immediate Past President.

(5) Subject to Subrule (7) and Rule 45, a Committee Member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

(6) A Committee Member may be re-elected.

(7) A General Meeting of the Association may:

- (a) by special resolution remove a Committee Member from office; and
- (b) elect an eligible Member of the Association to fill the vacant position in accordance with this Division.

45 Vacation of office

(1) A Committee Member may resign from the Committee by written notice addressed to the Committee.

(2) A person ceases to be a Committee Member if he, she or they:

- (a) ceases to be a Member of the Association;
- (b) fails to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 53; or
- (c) otherwise ceases to be a Committee Member by operation of section 78 of the Act.

46 Filling casual vacancies

(1) The Committee may appoint a Voting Member of the Association to fill a position on the Committee that:

- (a) has become vacant under Rule 45; or
- (b) was not filled by election at the last Annual General Meeting.

- (2) The appointment shall continue until the next Annual General Meeting.
- (3) If the position of Act Secretary becomes vacant, the Committee must appoint a person to the position within 14 days after the vacancy arises in accordance with Rule 37 (5).
- (4) Rule 44 applies to any Committee Member appointed by the Committee under subrule (1) or (2).
- (5) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

47 Meetings of Committee

- (1) The Committee must meet at least four times in each year at the dates, times and places determined by the Committee.
- (2) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting of the Association at which the Committee Members were elected.
- (3) The Principal (or the Principal's representative) and any past President of the Association who is not a Committee Member shall have the right to attend (but not vote at) Committee Meetings.
- (4) The Committee may, from time to time, invite Members of the Association with special expertise to attend (but not vote at) Committee Meetings.
- (5) A meeting shall be called whenever required by the President or by a requisition in writing, specifying the object of the Meeting, signed by at least five Committee Members.
- (6) Notice of any Committee Meeting shall be given in writing to Committee Members and the Principal not less than seven days before the date fixed for such meeting.
- (7) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- (8) The order of business may be determined by the Committee Members present at the meeting.
- (9) No act or proceeding of the Committee or any subcommittee shall be invalidated or ineffective by reason of any defect in the appointment or qualification subsequently discovered of any person taking part in such act or proceeding.

48 Use of technology

- (1) A Committee Member who is not physically present at a Committee Meeting may

participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.

- (2) For the purposes of this Part, a Committee Member participating in a committee meeting as permitted under Subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

49 Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under Rule 48) of five Committee Members.
- (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 special meeting—the meeting lapses; or
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 47.

50 Voting

- (1) On any question arising at a Committee Meeting, each Committee Member present at the meeting has one vote.
- (2) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of or unanimously by the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

51 Conflict of interest

- (1) A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The Committee Member:
 - (c) must not be present while the matter is being considered at the meeting; and
 - (d) must not vote on the matter.

- (3) This rule does not apply to a material personal interest:
 - (e) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (f) that the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

52 Minutes of meeting

- (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 Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under Rule 51.
- (3) A copy of the minutes shall be sent to all Committee Members.
- (4) The Act Secretary shall keep the minutes of all Committee Meetings as a record of the Association.
- (5) Minutes of Committee meetings shall not be available to Members of the Association unless the Committee resolves otherwise.

53 Leave of absence

- (1) The Committee may grant a Committee Member leave of absence from Committee Meetings for an agreed period not exceeding six months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

PART 6- FINANCIAL MATTERS

54 Source of funds

- (1) The funds of the Association shall be derived from subscriptions, donations and such other sources as the Committee determines.
- (2) The Committee may from time to time resolve that Life Members, Honorary Members and Honorary Life Members (or any of them) shall be required to pay a subscription to the Association.
- (3) The Committee must not resolve to levy a subscription without consultation with the School and Council.
- (4) Such a resolution shall specify the amount and manner of its payment.
- (5) Until so resolved, Life Members, Honorary Members and Honorary Life Members shall not be required to pay a subscription.

55 Management of funds

- (1) The management of all funds of or belonging to the Association shall be vested in the Committee.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members.

56 Financial records

- (1) The Association must keep financial records that:
 - (a) correctly record and explain its transactions, financial position and outcomes; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for seven years after the transactions covered by the records are completed.
- (3) The Act Secretary must keep in his, her or their custody, or under his, her or their control:
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Committee.

57 Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

- (2) Without limiting Subrule (1), those requirements include:
- (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the Annual General Meeting of the Association; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 – OTHER MATTERS

58 Common seal

- (1) A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members.
- (2) The common seal must be kept in the custody of the Act Secretary.

59 Registered office

The registered office of the Association shall be established within the School.

60 Notice requirements

- (1) Any notice required to be given to a Member or a Committee Member under these Rules may be given by sending it by:
- (a) post to the Member at the postal address recorded for the Member on the Register of Members; or
 - (b) email to the Member at the email address recorded for the Member on the Register of Members.
- (2) Any notice required to be given to the Association or the Committee may be given by:
- (a) sending the notice by post to the registered address;
 - (b) leaving the notice at the registered address; or
 - (c) email to the address of the Association or the Act Secretary.

61 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
- (a) the Register of Members;
 - (b) the minutes of General and Special Meetings; and

- (c) subject to Subrule (2) and Rule 52(5), the financial records, books, securities and any other relevant document of the Association.
- (2) The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these Rules available to Members free of charge.
- (4) For purposes of this rule:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records; or
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

62 Amendments to Rules

These Rules, including the Statement of Purpose, may be altered, amended or modified from time to time by a resolution passed by a majority of not less than three-quarters of the Voting Members present at a Special Meeting called for that purpose.

63 Winding up

- (1) Any profit or surplus which may accrue to the Association shall not be available to Members by way of distribution.
- (2) If the Association is wound up, any surplus resulting from a realisation of assets shall be paid to the School to be used or disposed of by the School consistent with the Association's purposes.