



Old Knox Grammarians' Association
Incorporated
Rules

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Associations Incorporation Act 1984 (New South Wales)

Rules of Incorporated Association

Old Knox Grammarians' Association Incorporated

Part I: Preliminary

1. Interpretation

1.1 Definitions

In these Rules:

"**Act**" means the *Associations Incorporation Act 1984*.

"**Association**" means Old Knox Grammarians' Association Incorporated.

"**Committee**" means the Committee of the Association.

"**Director-General**" means the Director-General of the NSW Department of Fair Trading.

"**Honorary Member**" means a member of the Association who is neither an Old Boy nor a Special Member.

"**Member**" means a member of the Association.

"**Old Boy**" means a former pupil of the School who has been a pupil of the School for at least one term.

"**Patron**" means the person appointed as the Patron of the Association under Rule 11.7.

"**President**" means the person elected as the president of the Association under Rule 10.

"**Public Officer**" means the person occupying the position of the public officer of the Association under the Act.

"**Regulations**" means the *Associations Incorporation Regulations 1994*.

"**School**" means each of Knox Grammar School, Wahroonga, New South Wales and Knox Grammar Preparatory School, Wahroonga, New South Wales.

"**Secretary**" means:

- (a) the person holding office under these Rules as secretary of the Association; or
- (b) where no such person holds that office, the public officer of the Association.

"**Special General Meeting**" means a general meeting of the Association other than an annual general meeting.

"**Special Member**" means a member of the Association who is neither an Old Boy nor an Honorary Member.

"**Special Resolution**" means a resolution of the Members:

- (a) which is passed by a majority which comprises not less than 75% of such Members

as, being entitled under these Rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

- (b) where it is made to appear to the Director-General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) of this definition, the resolution is passed in a manner specified by the Director-General.

"Treasurer" means the person elected as the treasurer of the Association under Rule 10.

"Vice President" means the person elected as the vice president of the Association under Rule 10.

1.2 Interpretation

In these Rules:

- (a) a reference to a function includes a reference to a power, authority and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

1.3 Interpretation Act 1987

The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

1.4 Name

The name of the Association is Old Knox Grammarians' Association Incorporated.

1.5 Objects

The objects of the Association are:

- (a) to promote and foster the interest of Old Boys and Members in the School;
- (b) to maintain contact between Old Boys and Members;
- (c) to promote and foster the welfare of the School; and
- (d) to maintain contact between parents of Old Boys.

To further the objects of the Association the Association may act as a trustee of trusts having purposes consistent with those objectives.

Part II: Membership

2. Membership qualifications

2.1 Types of membership

There are three types of memberships (each of which is a life membership), namely:

- (a) Old Boy Members;
- (b) Special Members; and
- (c) Honorary Members.

2.2 Eligibility for membership

A person is eligible to be a Member if the person:

- (a) is an Old Boy;
- (b) is a current or past member of the teaching or non-teaching staff of the School;
- (c) has contributed significantly to the School, the Association or the School community; or
- (d) is the current or past Patron of the Association.

2.3 Becoming a member

A person will become a Member:

- (a) if the person is an Old Boy who has accepted an invitation to become a Member, upon payment of the member joining fee current at the date of the invitation for membership; or
- (b) if the person is not an Old Boy, upon the Committee determining to admit the person as a Special Member or an Honorary Member under Rule 3.5 and the payment of any membership joining fee that the Committee determines should be payable.

3. Membership and fees

3.1 Invitation to Old Boys

A person may be invited to become a Member as an Old Boy Member if:

- (a) the person is an Old Boy;
- (b) the Committee in its sole discretion determines to issue an invitation in writing in such form as the Committee from time to time determines; and
- (c) the invitation is sent to the Old Boy, his parents or guardians.

3.2 Acceptance of invitation

A person may accept an invitation issued in accordance with Rule 3.1 by completing and returning the acceptance form, if any, accompanying the invitation and paying the applicable joining fee, or by simply paying the joining fee.

3.3 Nomination for Special Members and Honorary Members

A person may be nominated to become a Member as either a Special Member or an Honorary Member if:

- (a) the person is not an Old Boy, but meets the criteria for a Member as set out in Rules 2.2(b), 2.2(c) or 2.2(d);

- (b) the person is an Old Boy, but also meets the criteria for a Member as set out in Rules 2.2(b), 2.2(c) or 2.2(d) and the Committee believes that it is appropriate that the person be recognised as an Honorary Member rather than as an Old Boy Member (in which case the person will be eligible to be an office bearer of the Committee under Rule 9.3 as if the person were an Old Boy Member);
- (c) the person is nominated by a Member in writing in the form set out in Appendix 1 to these Rules; and
- (d) the person consents to the nomination and the nomination is lodged with the Secretary.

3.4 Committee to consider nominations

As soon as practicable after receiving a nomination for membership under Rule 3.3, the Secretary will refer the nomination to the Committee which will determine whether to approve or to reject the nomination. The Committee may in its sole discretion, for any reason or for none, refuse to admit a person to membership of the Association.

3.5 Approval of nomination

Where the Committee determines to approve a nomination for membership under Rule 3.3, the Secretary will, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay, within the period of 28 days after receipt by the nominee of the notification, the sum, if any, which the Committee determines should be payable under these Rules by a Special Member or Honorary Member (as the case may be) as a joining fee.

3.6 Registration of membership

The Secretary must, promptly following payment by or on behalf of a person of the amounts referred to in Rule 3.7(a) within the period referred to in Rule 3.7, cause the person's name to be entered in the register of Members.

3.7 Membership fees

A person who is invited or nominated to become a Member and who accepts the invitation or nomination (as the case may be) must pay to the Association the following fees:

- (a) a joining fee of such amount as is determined by the Committee to be payable by the person; and
- (b) an annual membership fee of such amount, if any, determined by the Committee from time to time.

The joining fee must be paid by or on behalf of the person who is to become the Member on or before the date of admission to membership and any annual fee must be paid on or before 31 December each year in which an annual fee is payable or on such other date as determined by the Committee.

3.8 Member's liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 3.7.

3.9 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

4. Period of membership

4.1 Commencement of membership

A person becomes a Member and is entitled to the privileges and subject to the obligations of a Member upon the person's name being entered in the register of members under Rule 3.6.

4.2 Ceasing to be a member

A person ceases to be a Member if the person:

- (a) dies;
- (b) resigns as a member; or
- (c) is expelled from the Association,

and the person will not be entitled to any refund of membership fees.

4.3 Register

The Public Officer must establish and maintain a register of Members (or ensure that such a register is established and maintained) specifying the name and address of each person who is a Member together with the date on which the person became a Member.

4.4 Access to register

The register of Members will be kept at the principal place of administration of the Association and will be open for inspection, free of charge, by any Member at any reasonable hour.

4.5 Electronic register

The register of Members may be kept in such form (including electronic form) as the Committee from time to time determines.

5. Resignation of membership

5.1 Resignation

A Member is not entitled to resign that membership except in accordance with this Rule.

5.2 Notice of resignation

A Member who has paid all amounts payable by the Member to the Association in respect of the person's membership may resign from membership of the Association by first giving notice in writing to the Secretary of not less than one month (or such other period as the Committee may determine) of the Member's intention to resign and upon the expiration of the period of notice the Member ceases to be a member. Where a person resigns as a Member, the person will not be entitled to a refund of any fees paid to the Association under Rule 3.7 by or on

behalf of the Member.

5.3 Amendment of register

Where a Member ceases to be a Member under Rule 5.2, and in every other case where a Member ceases to hold membership, the Secretary must cause to be made an appropriate entry in the register of Members recording the date on which the person ceased to be a Member.

6. Disciplining of members

6.1 Conduct of members

Where the Committee is of the opinion that a Member:

- (a) has refused or neglected to comply with a provision or provisions of these Rules; or
- (b) has acted in a manner prejudicial to the interests of the Association, the School or the School community,

("offending conduct") the Committee:

- (c) must deliver to the Member concerned a written notice setting out details of the offending conduct and the Committee's views in relation to the conduct, including any possible sanctions under Rule 6.2 that are being considered by the Committee;
- (d) must give that Member at least 14 days from the time the notice is delivered within which to make submissions to the Committee in connection with the offending conduct; and
- (e) must take into consideration any submissions made by that Member in connection with the offending conduct.

6.2 Sanctions for offending conduct

The Committee may, by resolution:

- (a) expel the Member from the Association; or
- (b) suspend the Member from membership of the Association for a specified period,

if, after considering the facts and circumstances surrounding the offending conduct and any submissions made in connection with the offending conduct, the Committee is satisfied that the offending conduct occurred and that it justifies expulsion or suspension.

6.3 Notice to Member of any sanction imposed

If the Committee expels or suspends a person from membership, the Committee must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under Rule 7.

6.4 Commencement of sanction

The expulsion or suspension of a Member does not take effect:

- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or

- (b) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under Rule 7.4,

whichever is the later.

7. Right of appeal of disciplined member

7.1 Appeal

A Member may appeal to the Association in general meeting against a resolution of the Committee under Rule 6.2, within 7 days after notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.

7.2 Grounds of appeal

The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.

7.3 Notice of meeting

Upon receipt of a notice from a Member under Rule 7.1, the Secretary must notify the Committee which must convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.

7.4 General meeting

At a general meeting of the Association convened under Rule 7.3:

- (a) no business other than the question of the appeal will be transacted;
- (b) the Committee and the Member will be given the opportunity to state their respective cases orally or in writing, or both; and
- (c) the Members present will vote by secret ballot on the question of whether the resolution of the Committee under Rule 6.2 should be confirmed or revoked.

7.5 Resolution

If at a general meeting the Association passes a Special Resolution in favour of the confirmation of the resolution of the Committee under Rule 6.2, the resolution of the Committee under Rule 6.2 is confirmed.

8. Resolution of internal disputes

Any dispute between any Members of the Association (in their capacity as Members), and any dispute between any Member and the Association (other than a matter which may be dealt with under Rule 7), may be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

Part III: The Committee

9. Constitution, powers and membership of Committee

9.1 Powers of Committee

The Committee will be called the OKGA Committee and, subject to:

- (a) the Act and the Regulations;
 - (b) these Rules; and
 - (c) any resolution passed by the Association in general meeting,
- the Committee:
- (d) will control and manage the affairs of the Association;
 - (e) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of Members of the Association; and
 - (f) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

9.2 Membership of Committee

The Committee will consist of:

- (a) the office-bearers of the Association; and
- (b) up to 10 additional ordinary members,

each of whom will be elected at the annual general meeting of the Association under Rule 10. The first Members of the Committee will be those members who were duly elected members of the Committee of the Old Knox Grammarians' Association immediately prior to its incorporation.

9.3 Office-bearers

The office-bearers of the Association will be:

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer; and
- (d) the Secretary,

each of whom must also be an Old Boy Member of the Association.

9.4 Term of office

Each member of the Committee (other than the President) will, subject to these Rules, hold office until:

- (a) the person ceases to be a member of the Committee in the circumstances referred to in Rule 9.7 ; or
- (b) the conclusion of the annual general meeting following the date of the member's election,

whichever is the earlier. A person who ceases to be a member of the Committee in accordance with Rule 9.4(b) will be eligible for re-election.

9.5 President's term of office

A person who is elected to the office of President will hold office until:

- (a) the person ceases to be the President in the circumstances referred to in Rule 9.7 ;
or
- (b) the conclusion of the third annual general meeting following the date of the member's election as President,

whichever is the earlier. A person who ceases to be the President in accordance with Rule 9.5(b) will be ineligible for re-election as the President within three years of the date of last ceasing to be the President.

9.6 Vacancies

In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the Member so appointed will hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

9.7 Casual vacancies in Committee

For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member:

- (a) dies;
- (b) ceases to be a Member of the Association;
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Commonwealth);
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under Rule 12;
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

10. Election of members of Committee

10.1 Nominations for Committee positions

Nominations of candidates for election as office-bearers of the Committee of the Association or as ordinary members of the Committee will be:

- (a) made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate which may be endorsed on the form of nomination; and
- (b) delivered to the Secretary of the Association not later than the time fixed for the holding of the annual general meeting at which the election is to take place.

10.2 Insufficient nominations

If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations will be received at the annual general meeting.

10.3 Casual vacancies

If insufficient further nominations are received any vacant positions remaining on the Committee will be deemed to be casual vacancies.

10.4 Deemed election

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.

10.5 Surplus nominations

If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.

10.6 Ballot

The ballot for the election of office-bearers and ordinary members of the Committee will be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

10.7 Duplication of nomination

A nomination of a candidate for election under this Rule is not valid if that candidate has been nominated for election to another office at the same election.

11. Office bearers and employees

11.1 President and Vice President

- (a) The President will be the Chief Executive Officer of the Association and subject to these Rules, must supervise its affairs, have power to call special meetings of the Committee and report at meetings as to all activities of the Association.
- (b) The President, with the approval of the Committee, may authorise any person to represent the Association on any matter of interest to the Association. Such representative, in the course of his or her representation, must not express any views on behalf of the Association unless instructed by the Committee.
- (c) In the event of inability by the President to act:
 - (i) if the Vice-President is able to act, the Vice-President must discharge the duties of President;
 - (ii) if the Vice-President is unable to act but the Secretary is able to act, the Secretary must discharge the duties of President; or
 - (iii) if the Vice-President and the Secretary are both unable to act, a Committee member chosen for the purpose must discharge the duties of President.

11.2 Notice of address

As soon as practicable after being appointed as an office bearer of the Committee, the office bearer must give the Association details of his or her address and contact details.

11.3 Role and Duties of Secretary

The Secretary will be the Public Officer of the Association and it will be the duty of the Secretary to:

- (a) keep (or cause to be kept) minutes of all appointments of office-bearers and members of the Committee;
- (b) keep (or cause to be kept) minutes of the names of members of the Committee present at a Committee meeting or a general meeting;
- (c) keep (or cause to be kept) minutes of all proceedings at Committee meetings and general meetings;
- (d) conduct the correspondence of the Association;
- (e) prepare and keep up to date (or cause to be prepared and kept up-to-date) the Register of Members;
- (f) handle administrative functions including compiling agendas for and minutes of Committee meetings, Annual General Meetings and Special General Meetings; and
- (g) make arrangements so that in the absence of the Secretary, a person is appointed by the Committee to exercise the rights and powers and perform the obligations of the Secretary.

11.4 Minutes

Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

11.5 Duties of Treasurer

It is the duty of the Treasurer to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association;
- (c) the funds of the Association are in the custody of the Treasurer and are lodged with the Association's bank or otherwise invested in the name of the Association in such manner and in such investments as the Committee determines in accordance with these Rules;
- (d) the funds of the Association are:
 - (i) invested in a manner authorised by the Constitution and approved by the Committee from time to time; or
 - (ii) subject to the approval of the Association by a Special Resolution,

utilized in projects in connection with the School or are gifted or lent (on terms approved by the Association) to the Old Knox Grammarians' Sports Association Incorporated or otherwise dealt with in accordance with the objects of the Association.

11.6 Employees and contractors

- (a) The Association, by decision of the Committee, may hire employees and pay for the provision of personal services by independent contractors (and also to receive the benefit of those types of services paid for by third parties) in order to assist in furthering the objects of the Association.
- (b) No person who is receiving payment (whether directly or indirectly) for providing their services for the benefit of the Association, and is otherwise entitled as a member of the Association, will be prevented from seeking election as an officer, or member of the Committee of the Association.
- (c) Where the Association is receiving the benefit of the provision of personal services from an employee or contractor, the Committee will be entitled to require that person as a term of their engagement to perform the whole or any part of the role of Secretary, Treasurer or other role within the Association, other than President.
- (d) Where the whole of such normally honorary role is performed by a person being paid to provide the whole or any part of their services to the Association, there will be no requirement for the election of a person to that honorary role.
- (e) Where a part of a normally honorary role is performed with the approval of the Committee by a person being paid to provide the whole or any part of their services to the Association, the person holding the relevant honorary office will not be in breach of their duty under these Rules by reason of their failure to perform those duties.

11.7 Patron

- (a) The Committee may invite a person to be the Patron of the Association.
- (b) A person who is invited to be the Patron of the Association and who accepts that invitation will be appointed to that office and hold office as the Patron until the person:
 - (i) dies;
 - (ii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Commonwealth);
 - (iii) resigns office by notice in writing given to the Secretary;
 - (iv) is removed from office by a resolution of the Committee;
 - (v) becomes a mentally incapacitated person; or
 - (vi) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

12. Removal of member of Committee

12.1 Removal by resolution

The Association in a general meeting may by resolution remove any member of the Committee from the office of a Committee member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

12.2 Representations

Where a Committee member to whom a proposed resolution referred to in Rule 12.1 relates makes representations in writing (not exceeding a reasonable length) to the Secretary or President and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if they are not so sent, the Committee member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

13. Committee meetings and quorum

13.1 Frequency

The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

13.2 Additional meetings

Additional meetings of the Committee may be convened by the President or by any member of the Committee.

13.3 Notice of meetings

Oral or written notice of a meeting of the Committee must be given by the Secretary to each Committee member at least 48 hours, or such other period as may be unanimously agreed upon by the Committee, before the time appointed for the holding of the meeting.

13.4 Content of notice

Notice of a meeting given under Rule 13.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business will be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.

13.5 Quorum

Any 3 Committee members constitute a quorum for the transaction of the business of a meeting of the Committee.

13.6 Adjournment of meetings

No business may be transacted by the Committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

13.7 Dissolution of meetings

If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting will be dissolved.

13.8 Chair

At a meeting of the Committee:

- (a) the President or, in the president's absence, the Vice-President will preside; or
- (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Committee members as may be chosen by the members present at the meeting will preside.

13.9 Technology

A meeting of the Committee may be held in 2 or more venues using any technology that gives the Committee members as a whole a reasonable opportunity to participate.

14. Delegation by Committee to sub-committee

14.1 Power to delegate

The Committee may, by instrument in writing, delegate to one or more sub-committees, consisting of such Member or Members of the Association as the Committee thinks fit, the exercise of such of the functions of the Committee as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function which is a duty imposed on the Committee by the Act or by any other law.

14.2 Delegate may exercise

A function the exercise of which has been delegated to a sub-committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

14.3 Conditions attaching to delegation

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or as to time or circumstances, as may be specified in the instrument of delegation.

14.4 Delegation not exclusive

Notwithstanding any delegation under this Rule, the Committee may continue to exercise any function delegated.

14.5 Effectiveness

Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Committee.

14.6 Revocation

The Committee may by instrument in writing revoke wholly or in part any delegation under this Rule.

14.7 Meetings of Sub-committee

A sub-committee may meet and adjourn as it thinks proper.

14.8 Technology

A meeting of a sub-committee may be held in 2 or more venues using any technology that gives the sub-committee members as a whole a reasonable opportunity to participate.

15. Voting and decisions of the Committee

15.1 Voting

Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee will be determined by a majority of the votes of the Committee members or sub-committee members present at the meeting.

15.2 Casting vote

Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee, including the person presiding at the meeting, is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

15.3 Vacancy not to inhibit

Subject to Rule 13.5, the Committee may act notwithstanding any vacancy on the Committee.

15.4 Defect not to invalidate

Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-committee.

Part IV: General Meetings

16. Annual general meetings

16.1 Frequency

With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its Members.

16.2 First annual general meeting

The Association must hold its first annual general meeting:

- (a) within the period of 18 months after its incorporation under the Act; and

- (b) within the period of 6 months after the expiration of the first financial year of the Association.

16.3 Extensions

Rules 16.1 and 16.2 have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

16.4 Committee to convene AGMs

Subject to the Act and to Rule 16, the annual general meeting of the Association will be convened on such date and at such place and time as the Committee thinks fit.

16.5 Ordinary business at AGMs

In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting will be:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
- (b) to receive from the Committee reports upon the activities of the Association during the last preceding financial year;
- (c) to elect office-bearers of the Association and ordinary members of the Committee; and
- (d) to receive and consider the statement which is required to be submitted to Members pursuant to section 26(6) of the Act.

16.6 AGM meeting to be specified as such

An annual general meeting must be specified as such in the notice by which it is convened.

17. Special general meetings

17.1 Committee may convene

The Committee may convene a special general meeting of the Association whenever it thinks fit.

17.2 Members' requisition

The Committee must convene a special general meeting of the Association on the requisition in writing of not less than 5% of the total number of Members.

17.3 Requisition requirements

A requisition of Members for a special general meeting must:

- (a) state the purpose or purposes of the meeting;
- (b) be signed by the Members making the requisitions;
- (c) be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of

the Members making the requisition.

17.4 Failure of Committee to convene a Members' requisition

If the Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

17.5 Convening special meetings

A special general meeting convened by a Member or Members as referred to in Rule 17.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

18. Notice of Members' meetings

18.1 General requirements - ordinary resolutions

Except where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must at least 14 days before the date fixed for the holding of the general meeting cause to be sent to each Member at the member's address appearing in the Register of Members, a notice (which may be incorporated in a document which contains other information and material) specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. An ordinary resolution will be passed at a meeting of Members if:

- (a) a notice, in a form and of a nature contemplated by this Rule, has been sent to all Members advising that a general meeting is to be held to consider an ordinary resolution;
- (b) the notice gives details of the proposed ordinary resolution and give at least 14 days' notice of the meeting;
- (c) a quorum is present at the meeting;
- (d) at least one-half of those present, whether in person or by proxy, vote in favour of the resolution; and
- (e) in situations where it is not possible or practicable for a resolution to be passed as described above, the Committee causes a request to be made to Director- General for permission to pass the resolution in some other manner approved by the Director-General and the resolution is so passed in the approved manner

18.2 Special resolutions

Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause a notice (which may be incorporated in a document which contains other information and material) to be sent to each Member in the manner provided in Rule 18.1 specifying, in addition to the matter required under Rule 18.1 the intention to propose the resolution as a Special Resolution. A Special Resolution will be passed at a meeting of Members if:

- (a) a notice, in a form and of a nature contemplated by this Rule, has been sent to all Members advising that a general meeting is to be held to consider a Special Resolution;

- (b) the notice gives details of the proposed Special Resolution and gives at least 21 days' notice of the meeting;
- (c) a quorum is present at the meeting;
- (d) at least three-quarters of those present, whether in person or by proxy, vote in favour of the resolution; and
- (e) in situations where it is not possible or practicable for a resolution to be passed as described above, the Committee causes a request to be made to the Director-General for permission to pass the resolution in some other manner approved by the Director-General and the resolution is so passed in the approved manner.

18.3 Business of meetings

No business other than that specified in the notice convening a general meeting may be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Rule 16.5.

18.4 Members' business

A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

19. Procedure at Members' meetings

19.1 Quorum must be present

No item of business may be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.

19.2 Quorum

Ten Members present in person, being Members entitled under these Rules to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.

19.3 No quorum present

If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members will be dissolved and in any other case will stand adjourned to the same day in the following week at the same time and at the same place (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned).

19.4 Adjourned meeting

If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present, being not less than 3, will constitute a quorum.

19.5 Technology

A meeting of the members of the Association may be held in 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.

20. Presiding member

20.1 Chairperson

The President or, in the President's absence, the Vice-President, will preside as chairperson at each general meeting of the Association.

20.2 Members to elect chairperson

If the President and the Vice-President are absent from a general meeting or are unwilling to act, the Members present must elect one of their number to preside as chairperson at the meeting.

21. Adjournment of Members' meetings

21.1 Chairperson may adjourn

The chairperson of a general meeting at which a quorum is present may adjourn the meeting from time to time and place to place with the consent of the majority of Members present at the meeting but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

21.2 Notice of adjournment

Where a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

21.3 Notice not required

Except as provided in Rules 21.1 and 21.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

22. Making of decisions at Members' meetings

22.1 Show of hands

A question arising at a general meeting of the Association will be determined on a show of hands. Unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution on a show of hands has been carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

22.2 Poll may be demanded

At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 Members present in person or by proxy at the meeting.

22.3 When poll must be taken

Where a poll is demanded at a general meeting, the poll will be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

23. Voting

23.1 Voting

Questions arising at a general meeting of the Association will be determined by a majority of the votes of the Members present (in person or by proxy) and entitled to vote at the meeting, unless the question is one which under the Act or another of these Rules requires a Special Resolution, in which case the question must be determined by a Special Resolution.

23.2 One vote per member

At a general meeting of the Association a Member has one vote only on any question arising.

23.3 Personal voting

All votes will be given personally or by proxy but no Member (other than the chairperson of the general meeting) may hold more than 5 proxies.

23.4 Chairperson's casting vote

In the case of an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.

23.5 Entitlement to vote

A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable to the Association by the Member or proxy have been paid, other than the amount of any annual fees payable in respect of the then current year.

24. Appointment of proxies

24.1 Notice of appointment

Each Member will be entitled to appoint another Member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

24.2 Form of appointment

The notice appointing the proxy must be in the form set out in Appendix 2 to these Rules.

Part V: Miscellaneous

25. Insurance

25.1 Statutory insurance

The Association must effect and maintain insurance pursuant to section 44 of the Act.

25.2 Additional insurance

In addition to the insurance required under Rule 25.1 the Association may effect and maintain other insurance.

26. Funds

26.1 Source of funds

The funds of the Association will be derived from joining fees and annual fees (if any) of Members, donations and such other sources as the Committee may from time to time determine.

26.2 Money to be deposited or invested

All money received by the Association must either:

- (a) be deposited as soon as practicable and without deduction (except as required by law) to the credit of the Association's bank account; or
- (b) be invested in a manner which has been authorised under Rules 11.5(d) and 26.3.

26.3 Authorised investments

The funds of the Association may be invested in any one or more of the following:

- (a) deposit accounts with a bank;
- (b) managed investment schemes;
- (c) shares or other forms of securities (such as preference shares); and
- (d) other forms of investment in which a prudent person in the position of the Association might invest.

26.4 Advice as to forms of investment

In making decisions as to the investment of the whole or any part of the funds of the Association, the Committee is entitled to seek and rely upon the advice of accountants, financial advisers and lawyers in determining whether or not a form of investment is one which a prudent person might make.

27. Management of funds

27.1 Committee to manage

Subject to any resolution passed by the Association in general meeting as contemplated by Rule 11.5(d), the funds of the Association will be used in pursuance of the objects of the Association in such manner as the Committee determines.

27.2 Signing of cheques etc.

All cheques, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association being Committee members or employees authorised to do so by the Committee.

28. Alteration of Constitution

These Rules may only be altered, rescinded or added to by a Special Resolution of the Association.

29. Common seal

29.1 Custody

The common seal of the Association must be kept in the custody or control of the Public Officer.

29.2 Authority to affix

The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of 2 Committee members.

30. Books, records and accounts

30.1 Maintenance and custody of records

Except as otherwise provided by these Rules, the Public Officer must keep in his or her custody or under his or her control all records books and other documents relating to the Association.

30.2 Inspection of books, etc.

The records books and other documents of the Association will be open to inspection free of charge by a Member of the Association at any reasonable hour.

30.3 Accounts and records

The Committee must ensure that:

- (a) proper accounting records are kept which correctly record and explain the transactions of the Association and its financial position; and
- (b) minutes of all proceedings at Committee meetings and general meetings of the Association are entered in the books of the Association,

in accordance with applicable requirements of the Act and any other law.

30.4 Financial reports

The Committee must ensure that financial statements in respect of the affairs of the Association (including of any trust of which it is the trustee) are prepared as required by the Act and any other law.

30.5 Auditors

The Committee may appoint a suitably qualified person or firm to act as the auditors of the Association.

31. Indemnity

Every member and co-opted member of the Committee and the auditor of the Association (an "**indemnified person**") shall be indemnified out of the funds of the Association against liability incurred by the indemnified person in defending any proceedings whether civil or criminal in which judgment is given in favour of the indemnified person or in which the indemnified person is acquitted or in connection with any application in which relief is granted to the indemnified person by the court or in which the indemnified person has been authorised to defend by the Committee.

32. Service of notices

32.1 Mode of service

For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member by:

- (a) personal delivery;
- (b) by sending it by post; or
- (c) by electronic mail,

to the Member at the member's address shown in the Register of Members.

32.2 Deemed service

Where a notice, letter or other document (a "**notice**") is sent to a person by properly addressing and sending the notice to the person, the notice will be deemed for the purposes of these Rules to have been served on the person at the time at which the notice would have been delivered in the ordinary course of post or delivery by electronic mail (as the case may be) unless the contrary is proved.

33. Surplus property

33.1 Surplus to vest in nominee

At any general meeting of the Association, the Association may pass a Special Resolution nominating an association or other entity (including a charitable entity) as the association or entity in which it is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.

33.2 Eligible nominees

The association or other entity nominated under Rule 33.1 must be one which:

- (a) is approved by The Uniting Church in Australia (whether before or after the general meeting at which the resolution is passed); and
- (b) otherwise fulfils the requirements specified in section 53(2A)(a)-(c) of the Act.

Part VI: Additional Rules Applicable To Charities

34. Application of Part

This Part applies where the Association is registered under or is exempted from registration by

or under the *Charitable Fundraising Act 1991*.

35. Payment of office bearers and members

A Committee member must not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth may be given by the Association to any Committee member except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and
- (c) reasonable and proper rent for premises let to the Association.

36. Vacation of office

Without limiting the operation of Rule 9.7, the office of a Committee member will become vacant if:

- (a) the Committee member holds an office of profit in the Association; or
- (b) the Committee member is directly or indirectly interested in any contract or proposed contract with the Association.

37. Surplus property

37.1 Nomination of charity

Notwithstanding Rule 33, if this Part of these Rules apply at the first general meeting of the Association after this Part of these Rules first apply the Association will pass a Special Resolution nominating a charity registered under applicable law, or exempted from registration, in which it is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.

37.2 Eligible charities

The charity so nominated must be one which:

- (a) is approved by The Uniting Church in Australia (whether before or after the general meeting at which the resolution is passed); and
- (b) fulfils the requirements specified in section 53(2A) (a)-(c) of the Act.

38. Notification of proposed alteration of Rules

A proposed alteration of the Rules must be notified to the Minister administering the *Charitable Fundraising Act 1991*, in the manner required by the Regulations under that legislation.

39. Compliance with *Charitable Fundraising Act 1991*

The Association must comply with such of the provisions of the *Charitable Fundraising Act 1991*, and the regulations thereunder so far as they are applicable.

Appendix 1
Rule 3.3
Application for membership of association as a Special Member

Old Knox Grammarians' Association Incorporated
(incorporated under the *Associations Incorporation Act 1984*)

I,
(full name of applicant)

of
(address)

.....
(occupation)

hereby apply to become a Special Member of the abovenamed incorporated Association. In the event of my admission as a Member, I agree to be bound by the Rules of the Association for the time being in force.

.....
Signature of applicant

Date

I, a
(full name)

Member of the Association, nominate the applicant, who is personally known to me, for membership of the Association as a Special Member.

.....
Signature of proposer

Date

I, a
(full name)

Member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association as a Special Member.

.....
Signature of seconder

Date

Appendix 2
Rule 24.2
Form of appointment of proxy

I,
(full name)

of
(address)

.....
(occupation)

being a Member of Old Knox Grammarians' Association Incorporated
(name of incorporated association)

hereby appoint
(full name of proxy)

of
(address)

being a Member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the day of and at any adjournment of that meeting.

*My proxy is authorised to vote in favour/or against (delete as appropriate) the resolution (insert details).

*To be inserted if desired.

.....
Signature of Member appointing proxy

Date

NOTE: A proxy vote may not be given to a person who is not a Member of the Association.