



# **THE OLD GUILDFORDIANS ASSOCIATION INCORPORATED**

## **RULES**

**(Lodged 5 November 2009)**

### **The Old Guildfordians Association Incorporated**

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## **THE OLD GUILDFORDIANS ASSOCIATION INCORPORATED RULES**

### **1. NAME OF ASSOCIATION**

The name of the Association is THE OLD GUILDFORDIANS ASSOCIATION INCORPORATED (“Association”).

### **2. DEFINITIONS**

(1) In these rules, unless the contrary intention appears:

“Affiliated Sporting Club” means a sporting club affiliated with the Association in the manner contemplated under Rule 32;

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

“Executive Director” means such person as may be employed by the Association from time to time;

“Management Committee Meeting” means a meeting referred to in Rule 23(1);

“Management Committee Member” means a person referred to in paragraph (a), (b), (c), (d), (e), (f), (g) or (h) of Rule 14(1);

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

“Financial year” means the period of twelve months ending on 30 June each year and includes the period from adoption of these Rules until the next 30 June and the period ending with the winding up to the Association and commencing on the then previous 1 July;

“Honorary Associate” means a person referred to in Rule 8C;

”Honorary Life Member” means a person referred to in Rule 6;

“General Meeting” means any meeting convened under Rule 25;

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

“Notice” means a notice referred to in Rule 33;

“Ordinary resolution means a resolution other than a special resolution;

“Parents” means parents of those eligible to be Members referred to in Rule 5(1)(a);

“Pecuniary interest” means an interest of a Member or a Management Committee Member being an employee of the School, or a supplier to the School or an employee of a supplier to the School;

“Past Presidents” means persons referred to in Rule 16.

“Special resolution” means a resolution put to a meeting;

- (a) of which not less than 21 days notice has been given; and
- (b) which is passed by a majority of not less than 75% of those attending the meeting and entitled to vote in favour of it;

“The Act” means the Associations Incorporation Act 1987 as amended from time to time;

“The Association” means the Association referred to in Rule 1;

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

“The Management Committee” means the Committee of Management of the Association referred to in Rule 14(1);

“the School” means Guildford Grammar School Inc.

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

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

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

“The Vice President” means the Vice President referred to in Rule 14(1)(b);

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

(2) Where applicable:

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

- (b) words denoting the plural include the singular.
- (c) words denoting the masculine shall include the feminine.

3. **OBJECTS OF ASSOCIATION**

- (1) The principal objects of the Association are:
  - (a) To promote unity and good fellowship amongst the Members of the Association;
  - (b) To hold annual reunions and other social functions;
  - (c) To arrange athletic contests and sporting events with the School and other clubs or bodies;
  - (d) To foster the interests of the Members of the Association;
  - (e) To sustain and strengthen the connection between the School and Members of the Association and those eligible for membership thereof;
  - (f) To foster the connection between parents of Members or parents of those eligible to be members of the Association, the Association and the School;

AND IN ADDITION the objects of the Association shall be:

- (g) To further the interests of the School;
- (h) To support and foster the School and the activities of its students and to provide or assist in the provision of facilities for sporting, scientific, educational and cultural development at the

School and in the provision of career awareness programmes and employment opportunities for its students; and

- (i) Such other object or objects as shall be approved by the Association.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly to Members except in good faith in the promotion of those objects.

#### 4. **POWERS OF ASSOCIATION**

The Association shall have the powers provided by Section 13 of the Act.

#### 5. **QUALIFICATIONS FOR MEMBERSHIP OF THE ASSOCIATION**

- (1) Membership of the Association is open to:
  - (a) persons who attended the School for a period of not less than one calendar year;
  - (b) past or present members of staff of the School who have been members of staff for a period of not less than two years; and
  - (c) such other persons as may from time to time be deemed eligible by a General Meeting of Members but shall exclude those persons who are or are eligible to be an Associate.

PROVIDED THAT the Management Committee shall have an absolute discretion to admit or refuse to admit any applicant for membership whether or not the applicant has the foregoing qualifications.

- (2) A person who wishes to become a member shall submit a signed written application in such form as the Management Committee from time to time directs to the Secretary together with the subscription monies.
- (3) The Management Committee may, within a reasonable time thereafter, reject that application in accordance with Rule 5(1) in which case the subscription monies shall be returned.
- (4) Upon being accepted as a Member of the Association and paying the subscription monies, candidates for membership shall become Members of the Association.

6. **HONORARY LIFE MEMBERS**

- (1) Subject to this Rule, the Association may appoint Honorary Life Members.
- (2) The number of Honorary Life Members shall be limited to not more than 12 living Members.
- (3) The qualification for Honorary Life Memberships shall be long and outstanding or other exceptional service to the Association or its objects through the Association.
- (4) No more than 2 Honorary Life Members shall be elected in any 3 year period.

- (5) Any suggestion for nomination of a person for Honorary Life Membership shall be submitted in writing to the President for consideration by the Management Committee.
- (6) The Management Committee shall be responsible for nominating candidates for Honorary Life Membership and shall submit nominations to a General Meeting of Members of the Association who shall be responsible for electing Honorary Life Members.
- (7) The Management Committee may for special and exceptional reasons (which shall be set out in any notice of meeting convening a meeting at which a person is to be nominated for Honorary Life Membership) nominate a person for Honorary Life Membership, notwithstanding that the nominee might not otherwise be eligible for election under these Rules. In such cases, the nominee shall be eligible for election.

7. **QUALIFICATIONS FOR ASSOCIATESHIPS OF THE ASSOCIATION**

Associateships of the Association is open to:

- (a) Persons who are Parents of persons who attended the School for a period of not less than 1 calendar year;
- (b) Such other persons as may from time to time be deemed eligible by a General Meeting of Members, but excluding persons otherwise eligible as a Member:

PROVIDED THAT:

- (1) the Management Committee shall have an absolute discretion to admit or refuse to admit any Applicant for Associateship whether or not the Applicant has the foregoing qualifications;
- (2) the person who wishes to become an Associate shall submit a signed written application in such form as the Management Committee from time to time directs to the Secretary together with the subscription monies;
- (3) the Management Committee may, within a reasonable time thereafter, reject that application in accordance with Rule 7(1) in which case the subscription monies shall be returned;
- (4) upon being accepted as an Associate of the Association and paying the subscription monies, candidates for Associateships shall become Associates of the Association.

8. **HONORARY ASSOCIATESHIPS**

- (1) Subject to this rule, the Management Committee may appoint Honorary Associates to the Association.
- (2) The number of Honorary Associates shall be limited to not more than 30 living Honorary Associates.
- (3) The qualification for Honorary Associateship shall be long and outstanding or other exceptional service to the School or the Association or its objects through the Association or the School.
- (4) No more than 2 Honorary Associates shall be elected in any one year.

- (5) Any suggestion for nomination of a person for Honorary Associateship shall be submitted in writing to the President for consideration by the Management Committee.
- (6) Otherwise the Management Committee shall be responsible for Nominations for candidates for Honorary Associateship for consideration by the Management Committee for appointment.
- (7) The Management Committee may for special and exceptional reasons (which shall be recorded in the minutes) appoint a person an Honorary Associate notwithstanding that the nominee might not otherwise be eligible for appointment under these Rules.

9. **REGISTER OF MEMBERS OF ASSOCIATION**

- (1) The Secretary shall on behalf of the Association keep and maintain or cause to be kept and maintained the register of Members in accordance with Section 27 of the Act and that register shall be so kept and maintained at his place of residence or such other place as agreed to by the Management Committee.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be Member under Rule 12(1) or 13 to be deleted from the Register of Members referred to in Sub-rule (1).
- (3) The Secretary shall also keep a record of Honorary Life Members, Associates or Honorary Associates (and in the case of living Honorary Life Members & living Honorary Associates record the date of their appointment) of the Association and that record shall be kept at such

place as is determined from time to time by the Management Committee.

10. **SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION**

- (1) There shall be a Subscription payable for Membership or Associateship of the Association. Each Member and each Associate may pay any Annual Membership fee determined under Rule 11(1).
- (2) The Members shall from time to time at an General Meeting determine the amount of the subscription to be paid by each Member and each Associate respectively.

11. **ANNUAL MEMBERSHIP FEES**

- (1) The Members shall from time to time at a General Meeting ratify the amount of annual membership fees determined by the Management Committee to be paid by each Member and each Associate for receipt of the Association's publications, benefits or entitlements ("the Annual Membership fee").
- (2) Each Member and Associate who wishes to receive the Association's publications, benefits or entitlements shall pay to the Treasurer the annual membership fee on or before the 1<sup>st</sup> day of February or such other date as the Management Committee from time to time determines.
- (3) Subject to Sub-rule (4), a Member or Associate whose annual membership fee is not paid within 3 months after the relevant date fixed or determined under Sub-rule (2), ceases on the expiry of that

period to be entitled to receive such publications or remain eligible to receive such other benefits or entitlements as may be determined from time to time by the Management Committee. The Member shall continue to be a Member of the Association and be entitled to receive notice of all meetings and Annual General Meetings as are provided in these Rules and the Associate shall continue to be an Associate of the Association.

- (4) A Member or Associate is financial for the purposes of this Rule if his annual membership fee is paid on or before the relevant date fixed or determined under Sub-rule (2) or within 3 months thereafter.

12. **RESIGNATION OF MEMBERS OF ASSOCIATION**

- (1) A Member or Associate who delivers notice in writing of his resignation from the Association to the Secretary or another Management Committee Member ceases on that delivery to be a Member or Associate.
- (2) A person who ceases to be a Member or Associate under Sub-rule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

13. **EXPULSION OF MEMBERS OR ASSOCIATES OF ASSOCIATION**

- (1) If the Management Committee considers that a Member or Honorary Life Member or Associate or Honorary Associate should be expelled from the Association because of his conduct detrimental to the interests of the Association, the Management Committee shall

communicate, either orally or in writing, to the Member or Honorary Life Member or Associate or Honorary Associate:-

- (a) notice of the proposed expulsion and of the time, date and place of the Management Committee Meeting at which the question of that expulsion will be decided; and
- (b) particulars of that conduct;

not less than 7 days before the date of the Management Committee Meeting referred to in paragraph (a).

- (2) At the Management Committee Meeting referred to in the Notice communicated under Sub-rule (1), the Management Committee may, having afforded the Member or Honorary Life Member or Associate or Honorary Associate concerned a reasonable opportunity to be heard by, or to make representations in writing to the Management Committee, expel or decline to expel that Member or Honorary Life Member or Associate or Honorary Associate from membership of the Association or Associateship or Honorary Associateship of the Association and shall forthwith after deciding whether or not so to expel that Member or Honorary Life Member or Associate or Honorary Associate, communicate that decision in writing to that Member or Honorary Life Member or Associate or Honorary Associate.
- (3) (1) Subject to Sub-rule (5), a Member or Honorary Life Member or Associate or Honorary Associate who is expelled under Sub-rule (2) from membership of the Association ceases to be a Member or Honorary Life Member or Associate or Honorary Associate 14

days after the day on which the decision so to expel him is communicated to him under Sub-rule (2).

- (2) An Associate or Honorary Associate who is expelled under Sub-rule (2) ceases to be an Associate or Honorary Associate immediately notice of the decision to expel him is communicated to him under Sub-rule(2). Neither of the expelled Associate nor the expelled Honorary Associate shall have any right of appeal.
- (4) A Member or Honorary Life Member who is expelled under Sub-rule (2) from membership of the Association shall, if he wishes to appeal against that expulsion, give notice in writing to the Secretary of his intention to do so within the period of 14 days referred to in Sub-rule (3).
- (5) When notice is given under Sub-rule (4):
  - (a) the Association at the next Annual General Meeting following the expulsion of the Member or Honorary Life Member may, after having afforded the Member or Honorary Life Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association at the Annual General Meeting by special resolution, confirm or set aside the decision of the Management Committee of the Management Committee to expel that Member or Honorary Life Member; and
  - (b) The Member or Honorary Life Member who gave that notice does not cease to be a Member or Honorary Life Member unless and until the decision of the Management Committee to

expel him is confirmed under this sub-rule, however, the Member or Honorary Life Member is precluded from voting on the special resolution to confirm or set aside the decision of the Management Committee to expel that Member or Honorary Life Member.

14. **MANAGEMENT COMMITTEE**

- (1) The affairs of the Association shall be managed exclusively by a Management Committee consisting of:
  - (a) a President;
  - (b) a Vice-President being a Member of the Management Committee and being selected by the Management Committee;
  - (c) a Secretary;
  - (d) a Treasurer;
  - (e) a Web Master;
  - (f) the immediate past Captain of the School or a representative elected by the current year school leavers at Valedictory Day, or failing that the Headmaster's nominee from the current year leavers;
  - (g) one representative from each Affiliated Sporting Club nominated in accordance with Rule 32;

- (h) not less than 4 other persons to be ordinary Members of the Management Committee, all of whom shall be Members of the Association elected to membership of that Management Committee by the Members of the Association at an Annual General Meeting or appointed under Sub-rule (9).

Together with the following persons who shall be ex-officio Members of the Management Committee:

- (i) the Association's two representatives on School Council nominated by the Members in accordance with Rule 24;
- (j) the Headmaster for the time being of the School;
- (k) one representative being an Associate;
- (l) the Association's Executive Director by invitation of the Management Committee

With the exceptions of the Associate representative, the Headmaster and the Affiliated Sporting Club nominees all Management Committee Members shall be Members.

- (2) The four ordinary Members of the Management Committee shall as far as possible be chosen so that the Management Committee is comprised of persons who attended the School during consecutive periods of 10 years.
- (3) The Management Committee may co-opt extra Members of Management Committee who shall hold office until the next Annual

General Meeting provided that they shall at such Annual General Meeting be eligible for re-election.

- (4) If after allowing for those Members of the Management Committee who at that time of the Annual General Meeting at which Management Committee Members are to be elected have continuing terms as provided under Rule 14(5A) the Management Committee consists of an odd number of Members, the integral number of Members nearest to and exceeding half of that odd number, shall cease to be Management Committee Members but shall be eligible for re-election to membership of the Management Committee.
- (5) At the commencement of each successive Annual General Meeting those Management Committee Members determined under Sub-rule (4), who have served for longer periods than other Management Committee Members shall cease to be Management Committee Members but shall be eligible for re-election to membership of the Management Committee.
- (5A) The President, Secretary, Treasury and Sporting Club delegates having residual terms of appointment to serve at any Annual General Meeting at which elections of Management Committee Members is to be held together with all ex-officio appointments to the Management Committee are excluded in the determination of Rule 14(5).
- (6) A person who is eligible for election or re-election under this Rule may at the Annual General Meeting concerned:
  - (a) propose or second himself for election or re-election;

- (b) vote for himself; and
- (c) declare any direct or indirect Pecuniary interest.

A Member who is nominated for election as President, Secretary or Treasurer or Web Master must before any election be nominated in accordance with Rule 15.

- (7) If the number of persons nominated for election to membership of the Management Committee does not exceed the number of vacancies in that membership to be filled:

- (a) the Secretary shall report accordingly to the Meeting; and
- (b) the President shall declare those persons to be duly elected as Members of the Management Committee at the Annual General Meeting concerned.

- (8) When a casual vacancy within the meaning of Rule 22 occurs in the membership of the Management Committee (other than the offices of President, Secretary, Treasurer or Web Master):

- (a) the Management Committee may appoint a Member to fill that vacancy; and
- (b) a Member appointed under this Sub-rule shall:
  - (i) hold office until the commencement of; and
  - (ii) be eligible for election to membership of the Management Committee at the next following Annual General Meeting.

(9) The office of President, Secretary, Treasurer and Web Master shall be filed by persons elected at any Annual General Meeting of the Association but nominees for the Office of President shall exclude ex-officio Management Committee Members and persons elected to those offices shall hold office for a term of two years. In the event of there being a casual vacancy (within the meaning of Rule 22) in the office of President, Secretary, Treasurer selected Vice President or Web Master, the Management Committee shall appoint a Committee Member excluding any ex-officio Management Committee Members to fill that vacancy. A person so appointed shall:

(a) hold office until the commencement of; and

(b) be eligible for election to the office he held up to the commencement of,

the next Annual General Meeting. The offices of Secretary and Treasurer may be held by the one person and the Web Master may hold the office of President, Secretary or Treasurer if he is otherwise eligible for the office.

(9A) The Management Committee shall give Notice to Members, not less than 21 days prior to the date by which nominations close in accordance with Rule 15(d), calling for nominations of Members for election to the offices of President, Secretary, Treasurer or Web Master.

A person who is an ex officio Management Committee Member is not eligible to hold the office of President. An ex officio Management

Committee Member may only be elected to the office of Secretary, Treasurer or Web Master at an Annual General Meeting where no other nomination is received for that office in accordance with Rule 15.

In any case the Headmaster for the time being of the School is not eligible to hold office in the Association.

- (10) The Management Committee shall have power to control and spend the funds of the Association to invest its monies, to deal with its assets and generally to manage the affairs of the Association. The Management Committee shall also have the power to appoint, employ, pay, suspend or dismiss officers, employees and servants of the Association at any time. The Management Committee shall interpret these Rules and decide any question on which these Rules are silent. It shall have the power to create by-laws and may delegate its duties to sub-committees to be appointed from amongst the Members. The Association, with the approval of the Management Committee, shall have the power to borrow up to any amount for any purpose within the objects of the Association and, if the Management Committee thinks necessary, to give security.
- (11) The Management Committee shall elect a Patron who (subject to that person accepting the office) shall hold office until such time as the Management Committee appoints another Patron.

15. **ELECTION OF MANAGEMENT COMMITTEE OFFICE BEARERS**

Nominations for persons eligible to hold office as President, Secretary, Treasurer and Web Master must:

- (a) be made by a Member in writing seconded by another Member;
- (b) set out the nominee's full name, address, age and occupation and may include such other details relevant to the nominee's suitability for appointment to the respective office as the person making the nomination wishes to include including particulars of any Pecuniary interest for dispatch to Members with the notice of meeting pursuant to Sub-rule 25(4)(c);
- (c) be accompanied by a written consent to being nominated signed by the nominee;
- (d) be received by the Secretary not less than 42 days prior to the date of the Annual General Meeting at which the nomination is to be voted on;

In the event, and only in the event, that no formal nomination(s) for a particular office is received pursuant to Rule 15(d) then that position shall be open for nominations and an election may thus be conducted at the Annual General Meeting.

16. **ADVISORY BOARD**

- (1) There shall be an occasional sub-committee of all Past Presidents of the Association who are resident in Western Australia who will meet from time to time at the request of the Management Committee to enable the Management Committee to consult the Advisory Board on all or any matters relating to the objects of the Association or the powers of the Management Committee.

- (2) If the President or Management Committee wishes to consult the Past Presidents on any matter within the powers of the Management Committee, the Management Committee shall give written notice of a meeting to be convened specifying the general nature of the issue or issues to be discussed at such meeting to all Past Presidents who are then resident in Western Australia who within a period of 28 days from the date of receipt of any such notice of meeting may attend such meeting or otherwise provide his or their response to the President of the Management Committee either by a majority response or otherwise prior to the time of such meeting.
- (3) The Management Committee shall be represented by the President who will be the Chairman of any meeting to convene the Advisory Board.

17. **PRESIDENT**

- (1) Subject to this Rule, the President shall preside at all General Meetings and Management Committee Meetings, but has the discretion to delegate the chairmanship of Management Committee Meeting and its sub committee meetings
- (2) In the event of the absence of the President from a General Meeting or Management Committee Meeting, the Vice President appointed by the Management Committee shall take the Chair.
- (3) In the absence of the President and Vice President appointed by the Management Committee from a General Meeting or Management Committee Meeting, the persons in attendance at such General

Meeting or Management Committee Meeting (as the case may be) shall elect one of their number to take the Chair.

18. **SECRETARY**

The Secretary shall:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceeding of the Management Committee and of the Association;
- (c) keep a Management Committee attendance register pursuant to Rule 22(e);
- (d) comply on behalf of the Association with:
  - (i) section 27 of the Act in respect of the register of Members of the Association;
  - (ii) section 28 of the Act in respect of the Rules of the Association;
  - (iii) section 29 of the Act in respect of the record of the office holders and any trustees of the Association.
- (e) Have custody of all books, documents, records and registers of the Association including those referred to in paragraph (c) other than those required by Rule 19 to be kept and maintained by or in the custody of the Treasurer or those required by Rule 20 to be kept and maintained by and in the custody of the Web Master; and
- (f) Perform such other duties as are imposed by these Rules on the Secretary.

19. **TREASURER**

The Treasurer will:

- (a) be responsible for the receipt of all monies paid to or received by or by him on behalf of the Association and shall issue receipts for those monies in the name of the Association;
- (b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Management Committee may time to time direct;
- (c) make payments from the funds of the Association with the authority of a General Meeting or of the Management Committee and in so doing ensure that all cheques are signed by 2 of the authorised signatories, being the President, Secretary, Treasurer and a Management Committee Member appointed and authorised by the Management Committee;
- (d) comply on behalf of the Association with Sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the President, submit to the Management Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

- (g) perform such other duties as are imposed by these Rules on the Treasurer.

20. **WEB MASTER**

The Web Master will:

- (a) establish and maintain the Association's web site;
- (b) keep a register of known e-mail addresses of Members of the Association;
- (c) keep custody of all web site records including but without limitation all ISP, hosting arrangements, data, computer classes;
- (d) whenever directed by the President to do so, submit to the Management Committee reports and submissions as directed;
- (e) perform such other duties as are imposed by these Rules.

21. **AUDITOR**

- (1) A certified practicing member of either:
  - (a) The Australian Society of Certified Practicing Accountants;
  - (b) The Institute of Chartered Accountants;
  - (c) The National Institute of Accountants;
  - (d) The Association of Taxation and Management Accountants; or
  - (e) A registered Company Auditor;

shall be appointed to the position of Auditor by the Members at an Annual General Meeting.

- (2) The Auditor shall audit the books and accounts of the Association for presentation to Members:
  - (i) prior to each Annual General Meeting;
  - (ii) covering the accounting period from the last audit;
  - (iii) within 4 months of the close of the previous accounting period or else to include an audited separate set of accounts for the further period as may have elapsed to expire within one month of the next Annual General Meeting.
- (3) The Auditor shall hold office until he resigns that position or is removed by the Members by ordinary resolution at an Annual General Meeting.
- (4) In the event of the Auditor resigning or being removed, the Management Committee may, if required, appoint an Auditor until the next Annual General Meeting, when the Members shall by ordinary resolution at that Annual General Meeting appoint another person holding the required qualifications to be the Auditor.

22. **CASUAL VACANCIES IN MEMBERSHIP OF MANAGEMENT COMMITTEE**

A casual vacancy occurs in the office of a Management Committee Member and that office becomes vacant if the Management Committee Member:

- (a) dies;

- (b) resigns by notice in writing delivered to the President or if the Management Committee Member is the President to the Vice President;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill health;
- (e) is absent from more than:
  - (i) three consecutive Management Committee Meetings; or
  - (ii) three Management Committee Meetings in the same financial year of which he or she has received notice without tendering an apology to the person presiding at each of those Management Committee Meetings; or
- (f) ceases to be a Member of the Association.

23. **PROCEEDINGS OF MANAGEMENT COMMITTEE**

- (1) The Management Committee shall meet together for the dispatch of business not less than six times in each financial year and the President may at any time convene additional meetings of the Management Committee.
- (2) Subject to Rule 23(6) each Management Committee Member has a deliberative vote.
- (3) A question arising at a Management Committee Meeting shall be decided by a majority of votes, but if there is an equality of votes, the

person presiding at the Management Committee Meeting shall not have a casting vote in addition to his deliberative vote.

- (4) At a Management Committee Meeting four Management Committee Members constitute a quorum.
- (5) Subject to these Rules, the procedure and order of business to be followed at a Management Committee Meeting shall be determined by the Management Committee Members present at the Management Committee Meeting.
- (6) A Management Committee Member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section and in addition if any Management Committee Member has any direct or indirect Pecuniary interest shall declare such interest(s) or relationship(s). If after declaring such direct or indirect Pecuniary interest the Management Committee (excluding the Member declaring the said interest) may by a simple majority declare that the said Member be entitled to vote on the issue in which the Member has made his declaration.

24. **ASSOCIATION'S NOMINEES FOR APPOINTMENT TO SCHOOL COUNCIL**

- (1) Article 7.1(c) of the Constitution of the School provides for The Old Guildfordians Association Inc to appoint two persons to be Fellows of the Council of Guildford Grammar School Incorporated ("School Council") described hereon as "the Old Guildfordians Elected Fellows". The term of appointment of each of the Old Guildfordians Elected Fellows is three years in accordance with the provisions of the

Constitution of the School and the appointments will commence on the first of January. Subject to this Rule 24, at a General Meeting convened by the Management Committee at a time not more than three months before the expiry of the term of appointment of any of the Old Guildfordians Elected Fellow(s) nominated pursuant to Article 7.1(c) of the Constitution of the School, the Members shall elect a Member or Members as the case may be who, at the time of that General Meeting, has been a financial Member of the Association for not less than two years (and who may be the Old Guildfordians Elected Fellow whose term of Council has expired) and who otherwise fulfills the School's requirements set out in Article 7.8 of the Constitution of the School as amended from time to time to be a nominee of the Association to sit as a Fellow of School Council pursuant to Article 7.1(c) of the Constitution of the School.

- (2) Nominations for persons eligible to be the Association's nominee to be appointed a Fellow School Council pursuant to Article 7.1(c) of the Constitution of the School must:
  - (a) be made by a Member in writing seconded by another Member;
  - (b) such written nomination must set out the nominee's full name, address, age and occupation and may include such other details relevant to the nominee's suitability for appointment as a Fellow of School Council as the person making the nomination wishes to include for dispatch to Members with the notice of meeting pursuant to Sub-rule 25(4)(c);

- (c) be accompanied by a written consent to being nominated signed by the nominee;
  - (d) be received by the Secretary not less than 42 days prior to the date of the General Meeting at which the nomination is to be voted on.
- (3)
- (a) Where the number of nominations received by the Secretary in accordance with Sub-rule 24(2) is the same as the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, the person (or persons) nominated shall be deemed to be elected as the Association's nominee or nominees for appointment as a Fellow (or Fellows) of School Council pursuant to Article 7.1(c) of the Constitution of the School.
  - (b) Where the number of nominations received by the Secretary in accordance with Sub-rule 24(2) is greater than the number of positions on the School Council to be filled in accordance with Article 7.1(c) of the Constitution of the School, a ballot shall be conducted at the General Meeting to determine which nominee (or nominees) is (or are) to be the Association's nominee (or nominees) for appointment to be Fellow (or Fellows) of School Council.
  - (c) At a ballot conducted in accordance with Sub-rule 24(3)(b) the following shall apply:

- (i) the President shall be the presiding officer at such ballot and he shall be responsible for supervising the ballot and the counting of votes;
  - (ii) each nominee the subject of the ballot shall be entitled to appoint one scrutineer to scrutinize the counting of votes;
  - (iii) in the event of a nominee disputing the outcome of a ballot, the nominee may require the Management Committee to refer the dispute to a retired judge of the District Court of Western Australia, Supreme Court of Western Australia or Federal Court of Australia for determination of the matter in dispute. The decision of the retired judge appointed by the Management Committee to determine the outcome of the ballot shall be final and binding.
- (4) Where one or both of the Old Guildfordians Fellows appointed pursuant to Article 7.1(c) of the Constitution of the School cease(s) to hold office as a Fellow of School Council prior to the expiry of the term of appointment (thereby creating a casual vacancy) the Management Committee shall within three months appoint a Member who is eligible for appointment to fill the casual vacancy until the expiry of the residue of the term of the appointment of the person who that appointee is to replace pursuant to this Rule.
- (5) If the Member so nominated or appointed under this Rule, holds office as President when nominated or appointed, he shall immediately

vacate the office of President thereby creating a casual vacancy to be filled in accordance with Rule 22.

25. **GENERAL MEETINGS**

- (1) The Management Committee:
  - (a) may at any time convene an Extraordinary General Meeting upon giving Members not less than 14 days Notice of the meeting specifying the general nature of the business for which the meeting is called;
  - (b) shall convene an Annual General Meeting to be held at such time and such place as the Management Committee determines  
PROVIDED THAT:
    - (i) not less than 14 days Notice of each Annual General Meeting shall be given by the Secretary to the Members;
    - (ii) where the business to be dealt with at an Annual General Meeting includes the election of one or both of the Association's nominees to be Fellows of School Council, the Secretary shall cause a copy of each nomination completed in accordance with Rule 24(2) to be dispatched with the notice of meeting;
    - (iii) an Annual General Meeting must be held once each calendar year and within 14 months of the last preceding Annual General Meeting; AND if the business to be dealt with includes the election of one or both nominees to be

Fellows of School Council, the Annual General Meeting shall be convened (if reasonably possible) prior to the first School Council Meeting of the new calendar year.

(iv) at each Annual General Meeting, the President on behalf of the Management Committee shall present a report on the activities of the Association over the period since the last Annual General Meeting and the Treasurer shall present audited financial statements for the last financial year and where necessary a further statement of income and expenditure covering any additional period since the last Annual General Meeting and balance sheet as at a date within one month of the date of the Annual General Meeting;

(c) shall convene an Extraordinary General Meeting within 42 days of receiving a request in writing to do so from not less than 12 Members, such notice to specify the proposed business to be dealt with at the meeting.

the Secretary shall give the Members not less than 14 days Notice of the meeting to be held at such time and such place as the Management Committee determines.

(2) The Members making a request referred to in Sub-rule (1)(c) shall:

(a) state in that request the purpose for which the Special General Meeting concerned is required; and

(b) sign that request.

- (3) Subject to Sub-rule (6), the Secretary shall give to all Members not less than 14 days Notice of a General Meeting and of any motions to be moved at the General Meeting.
- (4) A Notice given under Sub-rule (3) shall:
  - (a) specify when and where the General Meeting concerned is to be held;
  - (b) specify particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted; and
  - (c) shall, in the case of nominations being received pursuant to Rule 14(9) for the offices of President, Secretary or Treasurer and in the case of a meeting of which Members are to vote on the election of a nominee for appointment as the Old Guildfordians a Fellow(s) of School Council pursuant to Rule 24, include or be dispatched with such details of the nominees as have been provided to the Secretary pursuant to Sub-rule 24(2)(b).
- (5) In the case of an Annual General Meeting, the order in which business is to be transacted is:
  - (a) firstly, the consideration of the accounts and reports of the Management Committee;
  - (b) secondly, the election of Management Committee Members to replace outgoing Management Committee Members; and

- (c) thirdly, any other business requiring consideration by the Association in a General Meeting.
- (6) The Secretary shall give to all Members not less than 21 days Notice of a General Meeting at which a special resolution is to be proposed and of any other motion to be moved at that General Meeting.
- (7) The Secretary shall give a Notice under Sub-rules (1), (3) and (6) in accordance with Rule 33.

26. **QUORUM ON PROCEEDINGS AT GENERAL MEETINGS**

- (1) At a General Meeting, 12 Members present in person or by proxy constitute a quorum.
- (2) If within 30 minutes after the time specified for holding a General Meeting in a notice given under Rule 25(3) or (6):
  - (a) as a result of a request or notice referred to in Rule 25(1)(c) a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request or notice referred to in paragraph (a), the General Meeting stands adjourned to such time and place as the Management Committee decide, provided that the Secretary shall cause a notice of the adjourned meeting and the time and place for the resumption of the adjourned meeting to be published in "The West Australian" newspaper or otherwise in accordance with the Notice provisions contained in Rule 33.

- (3) If within 30 minutes of the time appointed pursuant to Sub-rule (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- (4) The President may, with the consent of a General Meeting at which a quorum is present and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- (6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under Rule 25 of the adjourned General Meeting as if that General Meeting were a fresh meeting.
- (7) At a General Meeting:
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided by a show of hands and shall require a majority of three quarters of those present in person at the meeting to be in favour of the special resolution in order for it to be passed.

- (8) A declaration by the President at a General Meeting that a resolution has been passed as an ordinary resolution or special resolution (as the case requires) thereafter shall be evidence of that fact.

27. **MINUTES OF MEETING OF ASSOCIATION**

- (1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Management Committee Meetings to be taken and then to be entered within 30 days after the holding of the next succeeding General Meeting or Management Committee Meeting following the meeting at which the minutes were, as the case requires, in a minute book kept for that purpose.
- (2) The President shall ensure that the minutes taken of a General Meeting or Management Committee Meeting under Sub-Rule (1) are checked and signed as correct by the President of the General Meeting or Management Committee Meeting to which those minutes relates at the next succeeding General Meeting or Management Committee Meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this Rule, they shall, until the contrary is proved, be evidence that:
  - (a) the General Meeting or Management Committee Meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

- (c) all appointments or elections reporting to have been made at the meeting have been validly made.

28. **VOTING BY MEMBERS OF ASSOCIATION**

- (1) Subject to these Rules, each Member present in person at a General Meeting is entitled to a deliberative vote.
- (2) A Member having a pecuniary or other interest shall be ineligible to vote at:
  - (a) a General Meeting to determine a Special Resolution; or
  - (b) a General Meeting or a Management Committee Meeting to determine a motion to which any of Rules 5, 6, 13, 22 or 24 applies.
- (3) None of the Association's Associates, Honorary Life Members or Honorary Associates will have any voting entitlement. This Sub-rule will not preclude an Honorary Life Member who is a Member being entitled to cast a vote as a Member.

29. **NO VOTING BY PROXY**

A member may not appoint another person to be their proxy to attend or vote on behalf of the appointing Member at any General Meeting save that a signed proxy may be given in writing (including by facsimile) for the purposes of establishing a quorum under Rule 26(1).

30. **RULES OF ASSOCIATION**

- (1) Subject to this clause, the Association may alter or rescind these Rules or make rules additional to these Rules.
- (2) Any proposed amendment of or addition to these Rules shall be delivered in writing to the Secretary at least 4 weeks before the next ensuing General Meeting of the Association.
- (3) Notice of any proposed General Meeting or Annual Meeting of the Association at which an amendment to the Rules is to be considered shall be sent to the Members not less than 21 days prior to such meeting.
- (4) A proposed amendment to the Rules shall only take effect if passed by a special resolution voted on at a duly convened General Meeting or Annual General Meeting of the Association.
- (5) These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

31. **BRANCHES**

Members of the Association resident outside the Perth metropolitan area may, subject to the approval of the Management Committee, form local branches of the Association, provided such branches are incorporated pursuant to the Act. Membership of the Branches is to be restricted to financial Members of the Association. Branches will be entirely responsible for funding of their own operations and may, if they so desire, apply an annual or life membership fee.

32. **AFFILIATED SPORTING CLUBS**

- (1) Members of the Association who desire to form sporting clubs comprising a majority of Members of the Association may, subject to the approval of the Management Committee, form Affiliated Sporting Clubs provided such Affiliated Sporting Clubs are incorporated pursuant to the Act.
- (2) Each Affiliated Sporting Club shall be entirely responsible for funding of its own operations PROVIDED THAT the Management Committee may (subject to Rule 38) at its discretion, provide such financial support and assistance to any Affiliated Sporting Club as the Management Committee sees fit.
- (3) The Management Committee of the Association shall be entitled to appoint its nominee to sit on the committee of any Affiliated Sporting Club.
- (4) Each Affiliated Sporting Club shall nominate (or re-nominate) one of its Members ("Affiliated Sporting Club Nominee") who must also be a Member of the Association to stand for election to the Management Committee at the first Annual General Meeting of the Association after adoption of these Rules. If elected to the Management Committee, the Affiliated Sporting Club Nominee shall hold office for two years, at the conclusion of which the Affiliated Sporting Club shall nominate another one of its Members to stand for election in accordance with this Sub-rule.

33. **NOTICE OF MEETING**

Any Notice required by these Rules (as amended from time to time) to be given shall be deemed to have been sufficiently given if;

- (1) Served on the Member personally;
- (2) posted, directed to a Member at his address registered with the Secretary, and such notice shall be deemed to have been given on the day on which it shall have been posted by ordinary pre-paid mail;
- (3) e-mailed, directed to a Member's e-mail address registered with the Web Master and such notice shall be deemed to have been given on the day it shall have been e-mailed as recorded in the Association's records;
- (4) advertised in a School publication circulated to Members or in the Public Notices section of a major daily newspaper circulated in Western Australia;

34. Where there is a requirement to include with a Notice, material which the Management Committee in its discretion considers:

- (a) difficult to circulate; or
- (b) is unreasonably lengthy; or
- (c) is of a sensitive nature that would be imprudent to circulate lest it came to the unnecessary attention of non Members,

then such Notice may include an outline of the nature of the material and include details of a location at which the material may be inspected by Members.

35. **COMMON SEAL OF ASSOCIATION**

- (1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Management Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 18.
- (3) The Affixing of the common seal of the Association shall be witnessed by any two of the President, the Secretary, the Treasurer and any other Management Committee Member as may be authorised by the Management Committee from time to time to witness the affixing of the common seal.
- (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Management Committee from time to time decides.

36. **INSPECTION OF RECORDS ETC. OF ASSOCIATION**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

37. **DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION**

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association; or
- (b) for charitable purposes,

PROVIDED THAT if any property is to be distributed to or for any incorporated association or purposes, the incorporated association or purposes referred to in paragraphs (a) and (b) above, the incorporated association or purpose shall be determined by resolution of the Members when authorising and directing the Management Committee under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

38. **ASSOCIATION FUNDS**

The funds of the Association shall be used only in furtherance of the objects of the Association and no funds shall be distributed between the Members.

End of Rules