



**G.H.S. & ST HILDA'S OLD SCHOLARS ASSOCIATION  
INCORPORATED**

**CONSTITUTION AND RULES**

**ADOPTED by Special Resolution on 21 September 2015**

**(Amendments to the Association's rules were accepted by the Department of Commerce  
of Western Australia as lodged with effect from 3 December 2015)**

**GHS and St Hilda's Old Scholars Association  
Development Office  
St Hilda's Anglican School for Girls  
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## **G.H.S. & ST HILDA'S OLD SCHOLARS ASSOCIATION INCORPORATED**

### **CONSTITUTION AND RULES**

#### **1 Name of Association**

The name of the Association is "G.H.S. & ST HILDA'S OLD SCHOLARS ASSOCIATION INCORPORATED".

#### **2 Definitions**

In these rules, unless the contrary intention appears -

**"Annual General Meeting"** is the meeting convened under Sub rule 16.1(b);

**"Committee meeting"** means a meeting referred to in rule 15;

**"Committee member"** means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10.1;

**"convene"** means to call together for a formal meeting;

**"financial year"** means a period ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

**"General Meeting"** is the meeting convened under Rule 16;

**"Special General Meeting"** means a General Meeting other than an Annual General Meeting;

**"member"** means:

- **"Life member"** means a member who has paid all subscriptions due and owing.
- **"Honorary member"** is a person upon whom the rank of Honorary Life Member has been conferred in accordance with rule 5.3.

**"old scholars"** means former students of the school known as Girls High School and of the School.

**"ordinary resolution"** means a resolution other than a special resolution;

**“Patron”** is the person elected to that position by the Association from time to time at an Annual General Meeting and who shall hold office until the next Annual General Meeting held upon or following the expiry of the period of their appointment last approved at an Annual General Meeting, when she or he will be eligible for re-election.

**“poll”** means voting conducted in written form (as opposed to a show of hands);

**"School"** means the School conducted and carried on by the School Association and known as "St Hilda's School".

**"School Association"** means the association incorporated under the Associations Incorporation Act 1987 as St Hilda's Anglican School for Girls (Inc).

**“Special General Meeting”** means a general meeting other than the General Meeting;

**"special resolution"** has the meaning given by section 24 of the Act, that is -

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of those present at the meeting of the Association who are entitled under the rules of the association to vote and vote in person as allowed by the rules of the association, at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules.

At a General Meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three (3) members of the association present in person.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

**"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 -

- (a) in relation to the proceedings at a Committee meeting or General Meeting, the person presiding at the Committee meeting or General Meeting in accordance with rule 11.1; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 11.2 or, if that person is unable to perform his or her functions, a Vice President;

**“the Commissioner”** means the Commissioner for Fair Trading exercising powers under the Act;

"**the Committee**" means the Committee of Management of the Association referred to in rule 10.1;

"**the Secretary**" means the Secretary referred to in paragraph (c) of rule 10.1;

"**the Treasurer**" means the Treasurer referred to in paragraph (d) of rule 10.1;

"**Vice-President**" means a Vice-President referred to in paragraph (b) of rule 10.1.

### **3 Objects of Association**

3.1 The Association is established to be a charity whose purpose is:

- a) to advance education through the welfare and interests of the School and the Association;
- b) the promotion of a friendly spirit between present scholars of the School and old scholars;
- c) to keep old scholars connected with the School and with another for the above purposes; and
- d) to establish and provide scholarships, exhibitions, bursaries and rewards for education, the arts and sport.

3.2 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 the Association**

4.1 The powers conferred on the Association are the same as those conferred by Section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest or donate its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done

otherwise than as a trustee, would contravene the Act or the rules of the Association.

- (i) To pay and provide scholarships bursaries, prizes, gifts and donations for the School and the pupils thereof and provide other assistance for pupils or ex-pupils of the School as may from time to time be determined and the same from time to time discontinue wholly or partly.

## **5 Qualifications for membership of Association**

### ***Life Membership***

5.1 Life Membership of the Association is open to -

- (a) Anyone who attended Girls High School (GHS) and/or St Hilda's Anglican School for Girls (Inc) (St. Hilda's) for one school year or more; and
- (b) Any Year 12 girl who, at the time of consideration of her application, will have attended the School for one school year or more and is invited to be a life member.

5.2 A person who is eligible for life membership who wishes to become a life member must apply for membership to the Committee in writing on the form approved by the Committee from time to time with payment of the current Life membership fee, but in the case of persons eligible under sub rule 5.1(b), will be deemed to have applied upon payment of the Life Membership fee.

### ***Honorary Life Membership***

5.3 Honorary Life Membership may be conferred upon:

- (a) a person who has helped to promote the welfare of the School and the Association; or
- (b) a member of School staff who has given twenty years service to the School.

5.4 Nomination for Honorary Life Membership is to be referred to the Committee prior to the General Meeting in accordance with the procedures for nominations approved by the Committee from time to time. Any person nominated or invited by the Committee (under sub-rules 5.3(a) and 5.3(b)), if approved by the Committee, shall be put forward for the approval of their nomination by a Special Resolution.

5.5 An Honorary Life Member shall be exempt from payment of any subscriptions and is automatically a full member of the Association.

### ***Membership general***

5.6 The Committee members must consider applications or nominations made under sub-rules (5.1 and 5.2) at the next Committee meeting following receipt of the application. When an applicant has been approved for Life membership by the Committee, or a person has been elected to Honorary Life Membership, the President shall send to the applicant written advice confirming her or his membership

5.7 Any member may at any time resign from the Association by submitting her resignation to the Committee or the School.

- 5.8 Membership of the Association shall be subject to this Constitution and Rules and will be for life.

## **6 Register of members of Association**

- 6.1 The Secretary, on behalf of the Association, must comply with Section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 6.2 The register must be so kept and maintained at the School, or at such other place as the members at a Committee meeting decide.
- 6.3 The Secretary must cause the address of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule 6.1.

## **7 Subscriptions of members of the Association**

The Committee will determine from time to time the amount of the Life membership subscription to be paid by each Life member.

## **8 Termination of membership of the Association**

- 8.1 Membership of the Association may be terminated upon-
- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of her or his resignation from the Association.
  - (b) expulsion of a member in accordance with rule 9.

## **9 Suspension or expulsion of members of the Association**

- 9.1 If the Committee considers that a member should be suspended or expelled from membership of the Association because her or his conduct is detrimental to the interests of the Association, the Committee must communicate in writing, to the member-
- (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
  - (b) particulars of that conduct,
  - (c) not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- 9.2 At the Committee meeting referred to in a notice communicated under sub-rule 9.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

- 9.3 Subject to sub-rule 9.5, a member has her or his membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to her or him under sub-rule 9.2.
- 9.4 A member who is suspended or expelled under sub-rule 9.2 must, if she or he wishes to appeal against that suspension or expulsion, give notice to the Secretary of her or his intention to do so within the period of 14 days referred to in sub-rule 9.3.
- 9.5 When notice is given under sub-rule 9.4 -
- (a) the Association in a General Meeting or a Committee meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and
  - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel her or him is confirmed under this sub-rule.

## **10 Committee of Management**

- 10.1 Subject to sub-rule 9, the affairs of the Association will be managed exclusively by a Committee of Management consisting of-
- (a) a President;
  - (b) two Vice-Presidents;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) not more than nine (9) other persons,
- all of whom must be members of the Association.
- 10.2 The persons elected pursuant to sub-rule 10.1 (a) to (d) shall be elected at the Annual General Meeting in each year and (unless such office shall be previously vacated) shall hold office from the close of that meeting until the close of the next ensuing Annual General Meeting when they shall retire from office but shall be eligible for re-election.
- 10.3 Except for nominees under sub-rule 10.6, a person is not eligible for election to membership of the Committee unless a member has nominated her or him for election by delivering notice in writing of that nomination, signed by-
- (a) the nominator; and
  - (b) the nominee to signify her or his willingness to stand for election,
- to the Secretary not less than seven days before the day on which the General Meeting concerned is to be held.
- 10.4 A person who is eligible for election or re-election under this rule may -

- (a) propose or second herself or himself for election or re-election; and
  - (b) vote for herself or himself.
- 10.5 If the number of persons nominated in accordance with sub-rule 10.3 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
- (a) the Secretary must report accordingly to; and
  - (b) the President must declare those persons to be duly elected as members of the Committee at,
- the Annual General Meeting concerned.
- 10.6
- 10.7 If vacancies remain on the Committee after the declaration under sub-rule 10.5, additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 10.8 If a vacancy remains on the Committee after the application of sub-rule 10.6, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee -
- (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this sub-rule will -
    - (i) hold office until the election referred to in sub-rule 10.2; and
    - (ii) be eligible for election to membership of the Committee, at the next following Annual General Meeting.
- 10.9 The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than -
- (a) the power of delegation; and
  - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- 10.10 Any delegation under sub-rule 10.9 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 10.11 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 10.9.

- 10.12 The Committee of Management will appoint two nominees from the financial membership of the Association as members of the St Hilda's School Council for a term of three years, as ratified by the Annual General Meeting. The term of a nominee may only be renewed once with ratification at the Annual General Meeting.

## **11 President and Vice-President(s)**

- 11.1 Subject to this rule, the President must preside at all General Meetings and Committee meetings.
- 11.2 In the event of the absence of the President from a committee meeting, Special General Meeting or the Annual General Meeting, a Vice-President will preside over the meeting.

## **12 Secretary**

- 12.1 The Secretary must -
- (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
  - (c) comply on behalf of the Association with -
    - (i) Section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;
    - (ii) Section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - (iii) Section 29 of the Act by maintaining a record of -
      - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
      - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
  - (d) unless the members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including

those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

- (e) perform such other duties as are imposed by these rules on the Secretary.

## **13 Treasurer**

13.1 The Treasurer must -

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a committee meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with Sections 25 and 26 of the Act with respect to the accounting records of the Association by -
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) submitting to Committee members the accounts of the Association at the meeting prior to the Annual General Meeting of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a committee meeting, 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.

## **14 Casual vacancies in membership of Committee**

14.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member -

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
- (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 Committee meetings without leave; or
  - (ii) three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;

of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a meeting of committee members terminating his or her appointment as a Committee member.

## **15 Proceedings of Committee**

- 15.1 The Committee must meet together for the dispatch of business not less than six times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 15.2 Each Committee member has a deliberative vote.
- 15.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to her deliberative vote.
- 15.4 At a Committee meeting seven (7) Committee members constitute a quorum of whom three (3) must be office bearers
- 15.5 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Agenda which has been determined by the President or Vice Presidents and sent out to Committee members no less than five (5) days prior to the Committee meeting. A Committee meeting will not be invalidly called by reason of an Agenda being delivered later or at the meeting.
- 15.6 As required under Sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
  - (a) as soon as she or he becomes aware of that interest, disclose the nature and extent of her or his interest to the Committee; and

- (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- 15.7 Sub-rule 15.6(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association or the School.
- 15.8 The Secretary must cause every disclosure made under sub-rule 15.6(a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- 15.9 Payment to Members
- (a) Subject to rule 15.9(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
  - (b) Rule 15.9(a) does not prevent:
    - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business;
    - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
    - (iii) the payment of reasonable and proper rent by the Association to a Member for premises leased by the Member to the Association; or
    - (iv) the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Association.

## 16 General meetings

- 16.1 The Committee -
- (a) may at any time convene a special general meeting;
  - (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by Section 23 of the Act, that is, in every calendar year within four months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner; and
  - (c) must, within 30 days of -
    - (i) receiving a request in writing to do so from not less than twenty (20) financial members of the Association, convene a Special General Meeting for the purpose specified in that request; or
    - (ii) the Secretary receiving a notice under rule 9.4, convene a Special General Meeting to deal with the appeal to which that notice relates.

- (d) must, after receiving a notice under rule 9.4, convene a Special General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- 16.2 The members making a request referred to in sub-rule 16.1(c)(i) must -
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
  - (b) sign that request.
- 16.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to -
- (a) in sub-rule 16.1(c)(i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or
  - (b) in sub-rule 16.1(c)(ii), the member who gave the notice concerned may him or herself convene a Special General Meeting as if he or she were the Committee.
- 16.4 When a Special General Meeting is convened under sub-rule 16.3(a) or 16.3(b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 16.5 Subject to sub-rule 16.7, the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify -
- (a) when and where the Special General Meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to sub-rule 16.7, the Secretary must give to all members not less than 21 days notice of a General Meeting and that notice must specify -
- (a) when and where the General Meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows -
    - (i) first, the consideration of the accounts and reports of the Committee;
    - (ii) second, the election of Committee members to replace outgoing Committee members; and
    - (iii) third, any other business requiring consideration by the Association at the General Meeting.
- 16.7 A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule 16.5 or 16.6, as relevant, the notice

must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- 16.8 The Secretary must give a notice under sub-rule 16.5, 16.6 or 16.7 by -
- (a) serving it on a member personally; or
  - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6, or
  - (c) notification by electronic means:
- 16.9 When a notice is sent by post under sub-rule 16.8(b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

## **17 Quorum and Proceedings at a General Meeting**

- 17.1 At a General Meeting twelve financial members present in person in addition to the office bearers constitute a quorum.
- 17.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 16.5 or 16.6 -
- (a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 16.3 a quorum is not present, the General Meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by sub-rule 17.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.
- 17.4 The President may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that a General Meeting from time to time and from place to place.
- 17.5 There must 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.
- 17.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 17.7 At a General Meeting-
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 17.9; and

- (b) a special resolution put to the vote will be decided in accordance with Section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 17.9.
- 17.8 A declaration by the President of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 17.9.
- 17.9 At a General Meeting, a poll may be demanded by the President or by three or more members present in person and, if so demanded, must be taken in such manner as the President directs.
- 17.10 If a poll is demanded and taken under sub-rule 17.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under sub-rule 17.9 must be taken immediately on that demand being made.

## **18 Voting rights of members of Association**

- 18.1 Voting rights with the Association do not commence until the year after the cohort's graduating year
- 18.2 Subject to these rules, each member present in person at a General meeting is entitled to a deliberative vote.
- 18.3 Proxies are not permitted.

## **19 Minutes of meetings of Association**

- 19.1 The Secretary must cause proper minutes of all proceedings of all General meetings and Committee meetings to be taken and then to be entered within 21 days after the holding of the following General Meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 19.2 The President must ensure that the minutes taken of a General meeting or Committee meeting under sub-rule 19.1 are checked as correct by the President of the General meeting or Committee meeting to which those minutes relate or by the President of the next succeeding General meeting or Committee meeting, as the case requires.
- 19.3 When minutes have been entered and acknowledged as correct under this rule, they are, until the contrary is proved, evidence that-
  - (a) the General meeting or 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 at the meeting; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **20 Alteration of Rules of Association**

- 20.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
- (a) Subject to sub-rule 20.1(d) and 20.1(e), the Association may alter its rules by special resolution but not otherwise;
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
  - (c) An alteration of the rules of the Association does not take effect until sub-rule 20.1(b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules 20.1(a) to 20.1(c) are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules 20.1(a) to 20.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 20.2 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.

## **21 Common Seal of Association**

- 21.1 The Association must have a Common Seal on which its corporate name appears in legible characters.
- 21.2 The Common Seal of the Association must not be used without the express authority of the Committee and every use of that Common Seal must be recorded in the minute book referred to in rule 18.
- 21.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Vice Presidents, the Secretary and the Treasurer (the office bearers).
- 21.4 The Common Seal of the Association must be kept in the safe custody of the Secretary or of such other person or place as the Committee from time to time decides.

## **22 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.

## **23 Disputes and mediation**

23.1 The grievance procedure set out in this rule applies to disputes under these rules between -

- (a) a member and another member; or
- (b) a member and the Association; or
- (c) those non-members who receive services from the Association, and the Association.

23.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

23.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

23.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
  - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule 23.1)
- (c) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

23.5 A member of the Association can be a mediator.

23.6 The mediator cannot be a member who is a party to the dispute.

23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

23.8 The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and

- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

23.9 The mediator must not determine the dispute.

23.10 The mediation must be confidential and without prejudice.

23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **24 Distribution of surplus property on winding up of Association**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**St Hilda's Old Scholars Association Committee**

**Nomination Form**

**Annual General Meeting**

**NAME:** \_\_\_\_\_

**POSITION:** \_\_\_\_\_

**PROPOSER:** \_\_\_\_\_

**SECONDER:** \_\_\_\_\_

**CANDIDATE SIGNATURE:** \_\_\_\_\_

**DATE:** \_\_\_\_\_

# APPLICATION FOR MEMBERSHIP OF AN INCORPORATED ASSOCIATION – model rule 5

.....  
(Insert name of INCORPORATED ASSOCIATION)

I.....  
(Insert APPLICANT'S name)

of.....  
(insert APPLICANT'S residential or postal address -  
required under section 27 of the Associations Incorporation Act (1987))

apply to become a member of the above Association.

If my application is accepted, I agree to be bound by the rules of the Association.

Signature:..... Date:.....

Rule 5(2) "A person who wishes to become a member must be ... proposed by one member and seconded by another member."

**PROPOSED:**

**SECONDED:**

Name:.....

Name:.....

Signature:.....

Signature:.....

Date:.....

Date:.....

----- Applicants to detach and keep -----

## INFORMATION for APPLICANTS

- If your application is accepted, your name and address, as provided above, must be recorded in a register of members and be made available to other members, upon request, under Section 27 of the *Associations Incorporation Act*.
- If the obligations under the *Associations Incorporation Act* are not complied with the Association can be wound up.
- You can contact the Association at.....
- You can access or correct personal information (your name and address) by contacting the Association as indicated above.

## OTHER INFORMATION

- If your application is accepted you are entitled to inspect and make a copy of the register of members under section 27 of the *Associations Incorporation Act*.
- If your application is accepted you are entitled to inspect and make a copy of the rules (constitution) of the association under section 28 of the *Associations Incorporation Act*.

**If your application for membership is rejected by the Committee:** You may give notice of your intention to appeal within 14 days of being advised of the rejection (rule 5(4)). The Association in a general meeting, no later than the next Annual General Meeting, must confirm or set aside the decision of the Committee rejecting your application, after giving you a reasonable opportunity to be heard or to make written representations to the general meeting (rule 5(5)).

# NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION) – model rule 21

(Insert name of INCORPORATED ASSOCIATION)

is convening a general meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the association.

The meeting will be held at \_\_\_\_\_ a.m./p.m. on \_\_\_\_\_  
the \_\_\_\_\_ 20\_\_\_\_.

The meeting will take place at \_\_\_\_\_

## SPECIAL RESOLUTION/S:

Currently rule.....states:  
.....  
.....  
.....  
.....  
It is proposed to alter this rule so that it states as follows:  
.....  
.....  
.....

Currently rule.....states:  
.....  
.....  
.....  
.....  
It is proposed to alter this rule so that it states as follows:  
.....  
.....  
.....

**OR**

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

## INFORMATION for MEMBERS

- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.



**GHS & ST HILDA'S OLD SCHOLARS ASSOCIATION**

**APPLICATION FOR LIFE MEMBERSHIP**

Any person who attended St Hilda's for a minimum of 12 months is entitled to become a member of the GHS & St Hilda's Old Scholars Association.

Please complete the form below and return with your life membership fee of \$275 by credit card (below) or cheque payable to the GHS & St Hilda's Old Scholars Association.

I wish to apply for life membership of the GHS and St Hilda's Old Scholars Association.

**Prefix:**(Miss, Mrs, Ms, Mr, Dr, etc).....**Surname:**.....

**Given Names:**.....**Maiden Surname:**.....

**Home Address:**.....

.....

**Contact Details:**

**Phone:**.....**Mobile:**.....

**Email:**.....

**School Years:**  Day student  Boarder

Your exit details eg Year 10, 1999.....

If you left the School before Year 12, in what year would you have completed Year 12? .....

**House:**  
Blackwood  De Grey  Fitzroy  Gascoyne

**Post Secondary Qualifications:**.....

**Occupation:** (choose up to 3 codes as listed on the reverse side of this sheet)

1<sup>st</sup>.....2<sup>nd</sup>.....3<sup>rd</sup>.....

**Recreational pursuits, interests and hobbies:**.....

Total Amount \$.....  Mastercard  VISA  Bankcard  Cheque

Credit Card No: \_ \_ \_ / \_ \_ \_ / \_ \_ \_ / \_ \_ \_ Expiry Date:.....

Name on Card:..... Signature:.....

Address for all correspondence:  
GHS and St Hilda's Old Scholars Association  
Development Office  
St Hilda's Anglican School for Girls  
PO Box 34  
Mosman Park WA 6912