



RULES OF
OLD SCOTCH COLLEGIANS (WA) INC
(revised as at 2018)

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1 Name of the Association

The name of the Association is Old Scotch Collegians (WA) Inc.

2 Definitions within these Rules

In these rules, unless the contrary intention appears-

Absolute Majority means more than one half of the whole Committee of the Association;

Act means the *Associations Incorporation Act 2015 (WA)*;

Annual general meeting is the meeting convened under paragraph (b) of rule 18 (1);

Associate Members means a person elected to Associate Membership under clause 7;

Association means Old Scotch Collegians (WA) Inc.;

College means the school operating in Western Australia named 'Scotch College';

Committee means the Committee of Management of the Association referred to in sub-rule 12.1;

Committee meeting means a meeting referred to in rule 17;

Committee member means person referred to in paragraph (a), (b) or (c) of sub-rule 12.1;

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act;

Convene means to call together for a formal meeting;

Department means the government department from time to time with responsibility for administering the *Associations Incorporation Act 2015 (WA)*;

Financial year means the period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 31 December; and thereafter each period commencing 1 January and ending on 31 December in the following year;

General meeting means a meeting to which all members are invited;

Honorary Life Member means a person elected to Honorary Life Membership under clause 8;

Member means a member of the Association;

Ordinary Member means a person admitted to Ordinary Membership under clause 6;

Ordinary resolution means a resolution other than a special resolution;

Poll means voting conducted in written form (as opposed to a show of hands);

President means:

- (i) 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 13; or
- (ii) if that person is unable to perform his or her functions, a Committee member elected by other Committee members or members present at the Committee meeting or general meeting as the case may be.

Secretary means the Secretary referred to in paragraph (b) of sub-rule 14.1;

Special general meeting means a general meeting other than the annual general meeting;

Special resolution is a resolution that is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a 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 3 members of the association present in person or, where proxies are allowed, by proxy.

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

Statutory Declaration means the form attached to these Rules and marked A.

Subscription means the amount if any nominated by Absolute Majority of the Committee from time to time as subscription for membership.

Treasurer means the Treasurer referred to in paragraph (c) of rule 12 (1);

3 Objects of the Association

3.1 The objects of the Association are to:

- (a) further the welfare of the College and the Association;
- (b) without limiting the generality of (a), to provide both financial and non-financial assistance of any kind to the College, ex-scholars of the College and any sporting, cultural or other association of ex-scholars of the College;

- (c) to promote friendship and unity among ex-scholars of the College; and
- (d) to maintain the interest of ex-scholars in the College.

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 14 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 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;
- (h) 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 this Act or the rules of the Association.

- (i) to pay and provide scholarships, prizes, gifts and donations for the College and members thereof and pay and provide prizes to any sporting body comprised wholly or predominantly of members of the Association;
- (j) to do all such other acts, matters and things as are incidental or conducive to the attainment of all or any of the above objects; and
- (k) to produce badges, insignia, ties, pockets, and any other clothing or accessories.

5 Qualification for Membership of the Association

5.1 Ordinary Membership of the Association shall be restricted to ex-scholars who have attended the College.

5.2 Honorary Life Membership and Associate Membership is open to:

- (a) a member or former member of the academic staff or general staff of the College;
- (b) a parent of a scholar or former scholar of the College; or
- (c) any other person.

6 Ordinary Membership

Every candidate for Ordinary Membership who falls within the description in sub-clause 5.1 shall, upon payment of the Subscription, alternatively by resolution of the Committee, be deemed to have become an Ordinary Member of the Association.

At the time of the commencement of these Rules, all ex-scholars of the College are deemed to be an Ordinary Member of the Association unless they have denounced that membership or been disqualified from holding membership.

7 Associate Membership

7.1 Any Member of the Association may nominate in writing;

- (a) a member or former member of the academic staff or general staff of the College;
- (b) a parent of a scholar or former scholar of the College;

(c) any other person,

who the Member considers has advanced or promoted the objects of the Association, to become an Associate Member.

7.2 Each nomination of an Associate Member shall be submitted to the Committee for consideration at the first meeting of the Committee after receipt thereof by the Secretary.

7.3 A person nominated as an Associate Member shall be elected to that category of membership by a majority of the Committee present and voting.

7.4 A candidate for Associate Membership shall, upon their election and upon payment of any Subscription (if any), be deemed to have become an Associate Member.

7.5 Associate Members shall be entitled to exercise all the rights and privileges of an Ordinary Member of the Association other than:

(a) the right to attend a General Meeting, except by invitation of the President or the Committee;

(b) the right to vote at a General Meeting; and

(c) the right to serve on the Committee.

8 Honorary Life Membership

The rank of Honorary Life Member may be conferred upon any person who has helped to promote the welfare of the College and the Association.

Any person nominated by the Committee shall if such nomination be approved by a two thirds majority of Ordinary Members present and voting at a General Meeting, become an Honorary Life Member of the Association.

An Honorary Life Member shall be exempt from the payment of any Subscription.

An Honorary Life Member who was an Ordinary Member is entitled to exercise all of the rights and privileges of an Ordinary Member of the Association.

An Honorary Life Member who did not qualify to be an Ordinary Member of the Association shall be entitled to exercise all the rights and privileges of an Ordinary Member of the Association other than:

- (a) the right to attend a General Meeting, except by invitation of the President or the Committee;
- (b) the right to vote at a General Meeting; and
- (c) the right to serve on the Committee.

An Honorary Life Member is not obliged to pay any entry fee to any social function of the Association to which they are invited, unless the Committee resolves otherwise in respect of any particular function.

9 Subscription of Members of the Association

Each member must pay to the Treasurer any Subscription.

10 Termination of Membership of the Association

10.1 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 his or her resignation from the Association;
- (b) non-payment by a member of his or her Subscription within three months of the date fixed by the Committee for subscriptions to be paid;
- (c) expulsion of a member in accordance with rule 11.

11 Reprimand, Suspension or Expulsion of Members of the Association

11.1 If the Committee considers that a member should be reprimanded, suspended or expelled from membership of the Association because his or her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or 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,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

- 11.2 At the Committee meeting referred to in a notice communicated under sub-rule 11.1, the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, reprimand, suspend or expel or decline to reprimand, suspend or expel that member from membership of the Association and must communicate any decision in writing to that member.
- 11.3 Subject to sub-rule 11.5, a member has his or her 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 him or her under sub-rule 11.2.
- 11.4 A member who is suspended or expelled under sub-rule 11.2 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule 11.3.
- 11.5 When notice is given under sub-rule 11.4:
- (a) the Association in a general 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 him or her is confirmed under this sub-rule.

12 Committee of Management of the Association and Patron of the Association

- 12.1 Subject to sub-rule 12.9, the affairs of the Association will be managed exclusively by a Committee of Management consisting of –
- (a) the following office-bearers:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Secretary; and
 - (iv) Treasurer;

- (b) 5 other persons, all of whom must be members of the Association; and
- (c) The following *ex-officio* members:
 - (i) the Headmaster of the College;
 - (ii) the Bursar of the College;
 - (iii) the immediate past President of the Association;
 - (iv) the three immediate past Captains of the College or where a past Captain is unwilling or unable to serve on the Committee any student from that year elected by the Committee; and
 - (v) the two nominees of the Association on the College Council.

12.2 Committee members who are elected must be elected to membership of the Committee either:

- (i) at an annual general meeting;
- (ii) by appointment under sub-rule 12.8; or
- (iii) by not less than three-fourths of the members of the Committee.

12.3 Subject to sub-rule 12.8, a Committee member's term will be from his or her election at an annual general meeting for a three year term and is eligible for re-election at that time.

12.4 Except for nominees under sub-rule 12.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing or that nomination, signed by -

- (a) the nominator; and
- (b) the nominee, to signify his or her willingness to stand for election,

to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.

12.5 A person who is eligible for election or re-election under this rule may -

- (l) propose or second himself or herself for election or re-election; and

- (ii) vote for himself or herself.
- 12.6 If the number of persons nominated in accordance with sub-rule 12.4 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.
- 12.7 If vacancies remain on the Committee after the declaration under sub-rule 12.6, 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 the 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.
- 12.8 If a vacancy remains on the Committee after the application of sub-rule 12.7, or when a casual vacancy within the meaning of rule 16 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 next annual general meeting; and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- 12.9 The Committee may delegate, in writing, to one or 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.

12.10 Any delegation under sub-rule 12.9 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.

12.11 The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 12.9.

12.12 A Committee member shall not be absent:

(i) from 4 Committee meetings consecutively without an apology; or

(ii) from 6 Committee meetings consecutively whether or not an apology has been tendered.

12.13 Each succeeding Headmaster of the College shall be invited *ex-officio*, to occupy the office of Patron of the Association.

13 President of the Association

13.1 Subject to this rule, the President must preside at all general meetings and Committee meetings.

13.2 In the event of the absence from a general meeting of the President, a member elected by the other members present at the general meeting must preside at the general meeting.

14 Secretary of the Association

The Secretary must –

14.1 coordinate the correspondence of the Association;

14.2 keep full and correct minutes of the proceedings of the Committee and of the Association;

14.3 comply on behalf of the Association with Part 4 Division 5 of the Act with respect to the register of members of the Association;

- 14.4 make the register available for inspection to the members subject to the member signing and providing to the Association the signed Statutory Declaration;
- 14.5 unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- 14.6 perform such other duties as are imposed by these rules on the Secretary.

15 Treasurer of the Association

The Treasurer must –

- 15.1 be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and where appropriate issue receipts for those moneys in the name of the Association;
- 15.2 pay all moneys referred to in sub-rule 15.1 into such account or accounts of the Association as the Committee may from time to time direct;
- 15.3 make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that any 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;
- 15.4 comply on behalf of the Association with Part 5 of the Act with respect to the accounting records of the Association by –
 - (a) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (b) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (c) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (d) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

- 15.5 whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- 15.6 unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records if the Association, including those referred to in sub-rules 15.4 and 15.5; and
- 15.7 perform such other duties as are imposed by these rules on the Treasurer.

16 Casual Vacancies in Membership of the Committee of the Association

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, any member of the Committee 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) 3 consecutive Committee meetings; or
 - (ii) 3 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 general meeting of members terminating his or her appointment as a Committee member.

17 Proceedings of the Committee of the Association

- 17.1 The Committee must meet together for the dispatch of business not less than 3 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.
- 17.2 Each Committee member has a deliberative vote.
- 17.3 A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- 17.4 At a Committee meeting 5 Committee members constitute a quorum.
- 17.5 Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- 17.6 The Committee may determine matters by circular resolution, which matters may be circulated and responded to by email provided that all Committee Members are sent the circular resolution by the President or Secretary at approximately the same time. The passing of a circular resolution requires a majority of at least 9 Committee Members to agree to the resolution set out in the document in writing. Separate copies of a circular resolution may be used for approval by the Committee if the wording of the resolution and statement is identical in each copy.
- 17.7 As required under Part 4 Division 2 of the Act, a Committee member having any material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that material personal 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 he or she becomes aware of that interest, disclose the nature of and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- 17.8 Sub-rule 17.7 does not apply with respect to a material interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

- 17.9 The Secretary must cause every disclosure made under sub-rule 17.7 (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

18 General Meetings of the Association

18.1 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 50 of the Act, that is, in every calendar year within 4 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, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
- (c) must, within 30 days of -
 - (i) receiving a request in writing to do so from not less than 25 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under sub-rule 11.4, convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 11.4, convene a 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 the meeting must confirm or set aside the decision of the Committee.

18.2 The members making a request referred to in sub-rule 18.1 (c) (i) must -

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

- 18.3 If a special general meeting is not convened within the relevant period of 30 days referred to –
- (a) in sub-rule 18.1 (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 18.1 (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.
- 18.4 When a special general meeting is convened under sub-rule 18.3 (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- 18.5 Subject to sub-rule 18.7, the Secretary must give to all members not less than 21 days' notice of a special general meeting and that notice must specify –
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- 18.6 Subject to sub-rule 18.7, the Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify –
- (a) When and where the annual 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.
- 18.7 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 18.5 or 18.6, as relevant, the notice must also

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

- 18.8 The Secretary must give a notice under sub-rules 18.5, 18.6 or 18.7 by –
- (a) serving it on a member personally;
 - (b) in the case of a notice of General Meeting, if the College publishes a magazine similar to the publication known at the time of the implementation of these Rules known as the 'Clan', by placing a notice in an edition of that publication;
 - (c) sending it by post to a member at the address of the member appearing on the register of members kept and maintained under rule sub rule 14.3; or
 - (d) sending it to an email address or facsimile of the Member held by the Association or an email address or facsimile that the Member has nominated.
- 18.9 When a notice is sent by post under sub-rule 18.8 (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.

19 Quorum and Proceedings of General Meetings of the Association

- 19.1 At a general meeting 12 members present in person constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under sub-rules 18.5 or 18.6 –
- (a) as a result of a request or notice referred to in sub-rule 18.1 (c) or as a result of action taken under sub-rule 18.8 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.
- 19.3 If within 30 minutes of the time appointed by sub-rule 19.2 (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.

- 19.4 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 general meeting from time to time and from place to place.
- 19.5 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.
- 19.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- 19.7 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 19.9; and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules 19.9 and 19.11.
- 19.8 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 19.9.
- 19.9 At a general meeting, a poll may be demanded by the President or by 3 or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
- 19.10 If a poll is demanded and taken under sub-rule 19.9 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under sub-rule 19.9 must be taken immediately on that demand being made.

20 Minutes of the Meetings of the Association

- 20.1 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 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- 20.2 The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule 20.1 are checked and signed 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.
- 20.3 When minutes have been entered and signed 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.

21 Voting rights of Members of the Association

- 21.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- 21.2 A member or non-member who is appointed as a proxy may only hold up to 1 additional vote by proxy, than that which he or she would normally hold.
- 21.3 An appointment made under sub-rule 21.2 must be made by a resolution of the board or other governing body of the body corporate concerned –
- (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.

22 Proxies of Members of the Association

A member (in this rule called “the appointing member”) may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

23 Rules of the Association

23.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows –

- (a) subject to sub-rule 23.1 (d) and 23.1 (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 Commission 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 23.1 (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 23.1 (a) to 23.1 (c) are complied with and the approval of the Commission 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 23.1 (a) to 23.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

23.2 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.

24 Common Seal of the Association

- 24.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 24.2 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 20.
- 24.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- 24.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

25 Inspection of Records of the Association

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

26 Disputes and Mediation

- 26.1 The grievance procedure set out in these Rules applies to disputes under these Rules between –
 - (a) A member and another member; or
 - (b) A member and the Association; or
 - (c) If the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 26.2 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.
- 26.3 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.

- 26.4 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 26.1 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 26.5 A member of the Association can be a mediator.
- 26.6 The mediator cannot be a member who is a party to the dispute.
- 26.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 26.8 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.
- 26.9 The mediator must not determine the dispute.
- 26.10 The mediation must be confidential and without prejudice.
- 26.11 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.

27 Distribution of Surplus Property on Winding Up of the 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.

A

Statutory Declaration for provision of copy of register

I,

[name, address and occupation of person making the declaration]

sincerely declare as follows —

[insert content of the statutory declaration; use numbered paragraphs if content is long]

1. I acknowledge that I am being provided with an excerpt of the register of members (**Register**) of the Old Scotch Collegians (WA) Inc (**OSC**).
2. I declare that I am using the Register for the purposes of [relevant purpose related to connected with the affairs of the OSC] only (**Purpose**).
3. I declare that I shall only use the Register for the Purpose.
4. Once I have completed using the Register for the Purpose I shall delete or destroy the version of the Register provided to me.

This declaration is true and I know that it is an offence to make a declaration knowing that it is false in a material particular.

This declaration is made under the *Oaths, Affidavits and Statutory Declarations Act 2005* at [place] on [date] by —

[Signature of person making the declaration]

in the presence of —

[Signature of authorised witness]

[Name of authorised witness and qualification as such a witness]

For a list of authorised witnesses see here:

http://www.courts.dotag.wa.gov.au/files/Professions_witness_statutory_declarations.pdf