Notice of Special Resolution to amend the Rules of the Hutchins School Old Boys' Association

September 3, 2020

That the Association approves and adopts as the new Rules of the Association the "Rules of the Hutchins School Old Boys Association" which are attached to this motion and marked 'A'.

Also attached to this motion is the "Explanatory Memorandum of the proposed Rule changes" marked 'B' and a copy of the existing Rules of the Association marked 'C'.

RULES OF THE HUTCHINS SCHOOL OLD BOYS' ASSOCIATION

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1. Name of Association

The name of the association is as follows:

Hutchins School Old Boys' Association

2. Interpretation

In these rules, unless the context otherwise requires:

accounting records has the same meaning as in the Act;

Act means the *Associations Incorporation Act 1964*;

Annual General Meeting means an Annual General Meeting (AGM) of the Association held under Rule 14;

Association means the association referred to in Rule 1;

association has the same meaning as in the Act;

auditor means the person appointed as the auditor of the Association under Rule 11;

authorised deposit-taking institution means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959* of the Commonwealth;

basic objects of the Association mean the objects of the Association as stated in Rule 4;

committee means the Committee of Management referred to in Rule 24;

financial year has the same meaning as in the Act;

general meeting means:

a. an Annual General Meeting; or
b. a special general meeting;

officer of the Association means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under Rule 25(d);

Old Boy means a former student of the School;

ordinary business of an Annual General Meeting means the business specified in Rule 14(5);

ordinary committee member means a member of the committee other than an officer of the Association;

public officer means the person who is, under section 14 of the Act, the public officer of the Association;

School means The Hutchins School of 71 Nelson Road, Sandy Bay, Tasmania (ABN: 91 133 279 291)

special committee meeting means a meeting of the committee that is convened under Rule 29(b) by the president or any four (4) of the members of the committee;

special general meeting means a special general meeting of the Association convened under Rule 15;

special resolution has the same meaning as in the Act.

3. Association's office

The office of the Association is to be at the following place or at any other place the committee determines:

71 Nelson Road, Sandy Bay Tasmania 7005

4. The basic objects of the Association

a. To elect five members to the Board of The Hutchins School in accordance with the provisions of the *Christ College Act (1926*).

b. To raise money for the benefit of the School and for such other purposes as the Association shall at any time determine.

c. To take such other action for the advancement of the School as the Association shall determine.

d. To promote and maintain amongst Old Boys a spirit of loyalty to the School, and an interest in its welfare.

e. To take part in and to foster sporting and social activities.

5. Objects and purposes of the Association

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

a. The purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association.

b. The purchase, sale or supply of, or other dealing in, goods.

c. The construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association.

d. The acceptance of a gift for any of the objects or purposes of the Association.

e. The taking of any step the committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association.

f. The printing or publication of any website, newspaper, periodical, book, flyer or other document the committee, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association.

g. The borrowing and raising of money in any manner and on terms

   i. the committee thinks fit; or
   ii. approved or directed by resolution passed at a general meeting.

h. Subject to the provisions of the *Trustee Act (1898)*, the investment, in any manner the committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association.

i. The making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the *Income Tax Assessment Act 1936* of the

Commonwealth relates.

j. The establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association.

k. The purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which the Association is amalgamated in accordance with the provisions of the Act and the Rules of the Association;

l. The doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

6. Membership of the Association

a. The classes of membership of the Association are as follows
   i. **Fully Subscribed Life Members**
   ii. **Honorary Members**
   iii. **Associate Members**
   iv. **Honorary Life Members**

b. A **Fully Subscribed Life Member** is an Old Boy admitted to membership of the Association at the discretion of the committee on payment of the subscription as prescribed in Rule 33.

c. An **Honorary Member** is any past or present member of the staff of the School or volunteer of the School or Association who is elected by the committee as an **Honorary Member** of the Association in recognition of significant service to the School or Association.

d. An **Associate Membership** may be granted in the sole and absolute discretion of the committee to:

   i. any person who may be nominated for membership of the Association by a Hutchins School Old Boys' sporting club where such nominee shall have rendered outstanding service to such sporting club; or
   ii. any other person of whom the committee agrees, upon a recommendation from the officers of the Association.

e. Associate Members shall not be entitled to vote on any resolution of the Association or to hold office in the Association.

f. **Honorary Life Membership** may be conferred on any Old Boy, any past member of the staff of the School or any person who it is desired to honour for outstanding services to the School or Association.

   Nominations for **Honorary Life Membership** shall be made to the committee. If accepted by a majority vote of the committee, the nomination will be forwarded by the Secretary to existing **Honorary Life Members** for confirmation. This process shall be confidential, and the nomination is confirmed at the expiration of 21 days unless most votes that are returned within that time are in the negative.

g. A member of the Association may, at any time, resign from the Association by delivering to the Secretary a written notice of resignation.

h. Upon receipt of a notice under subrule (g) of this Rule, the Secretary shall remove the name of the Member by whom the notice was given from the Register of Members, whereupon that Member ceases to be a member of the Association.

i. A right, privilege, or obligation of a person by virtue of that person's membership of the Association:

i. is not capable of being transferred or transmitted to another person; and
ii. terminates upon the cessation of the person's membership, whether by death, resignation or otherwise.

j. The Secretary is to maintain a database of members containing:

i. the name of each member of the Association;
ii. the member's postal or residential address or address of business or employment;
iii. an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and
iv. a mobile telephone number if applicable.

7. Liability of members

a. Any right, privilege or obligation of a person as a member of the Association:

i. is not capable of being transferred to another person; and
ii. terminates when the person ceases to be a member of the Association.

b. If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute:

i. to the assets of the Association for payment of the liabilities of the Association;
ii. for the costs, charges and expenses of the winding-up; and
iii. for the adjustment of the rights of the contributors among themselves.

c. Any liability under subrule (b) is not to exceed $10.00.

d. Despite subrule (b), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after he or she ceased to be a member.

8. Income and property of Association

a. The income and property of the Association is to be applied solely towards the promotion of the objects and purposes of the Association.

b. No portion of the income or property of the Association is to be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this Rule.

c. The Association may pay a person or member of the Association:

i. remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or
ii. remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
iii. interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
iv. a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member.

9. Accounts of receipts and expenditure

a. True accounts are to be kept of the following:

i. each receipt or payment of money by the Association and the matter in respect of which the money was received or paid; and
ii. each asset or liability of the Association.

b. Unless and until the committee decides to open an account in the name of the Association with a deposit taking institution in accordance with Rule 10B:

i. the School finance department is responsible for keeping all accounting books, general financial records and records of receipts and payments, connected with the business of the Association and providing timely reports to the treasurer for reporting to the Committee in the form and manner the Committee determines; and
ii. the accounts, books and records are to be kept at the School. The School finance department is to deliver to the Association's auditor, on request, all the accounts, books and records relating to the Association.

c. Should the committee decide at some time in the future to open with an authorised deposit taking institution an account in the name of the Association and to manage its own financial accounts, books and records:

i. the accounts, books and records are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, as determined by the committee;
ii. the Treasurer of the Association is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the committee determines; and
iii. the accounts, books and records are to be kept at the Association's office or any other place the committee determines.

10. Banking and finance

a. If the School finance department continues to be responsible for keeping all the accounts, books and records of the Association:

i. the School finance department will hold all money of the Association and will record all transactions on behalf of the Association, using a separate and identifiable ledger account;
ii. money will be received by the Association through the School finance department, using any method acceptable to the department. Cheques for the Association are to be made payable to the Association;
iii. the Committee may instruct the School finance department to establish a term deposit for surplus funds of the Association;

iv. payments made by the Association can be made by electronic transfer through the School finance department;
v. payments are to be made by instruction to the School finance department via email or by such other means as the Committee determines; and
vi. both the Treasurer and President of the Association or such other person or persons nominated for that purpose by the committee are to indicate their approval prior to payment.

b. Should the Committee in the future decide to open with an authorised deposit taking institution an account in the name of the Association:

i. the Treasurer is to cause any money received by the Association to be paid into the account held by the Association as soon as practicable after it is received; and the committee may also:
ii. receive from an authorised deposit-taking institution a cheque drawn by the Association on any account of the Association held with the authorised deposit-taking institution; and
iii. release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

c. Except with the authority of the Committee, a payment of an amount exceeding $100 is not to be made from the funds of the Association other than:

i. by cheque drawn on the Association's account; or
ii. by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.

d. The Committee may provide the Treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Committee may impose in relation to the expenditure.

e. A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Committee.

f. A cheque is to be:

i. signed by the Treasurer of the Association or, in the Treasurer's absence, by any other member or members of the Committee that the committee nominates for that purpose; and
ii. countersigned by the President.

g. An electronic transfer of an amount from the Association's funds:

i. may only be authorised by the Treasurer of the Association or, in the Treasurer's absence, by any other member, or members of the Committee that the Committee nominates for that purpose; and
ii. may only be authorised by a person referred to in subrule (f) if the authorisation has been approved by the President.

11. Auditor

a. At each Annual General Meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.

b. If an auditor is not appointed at an Annual General Meeting under subrule (a), the committee is to appoint a person as the auditor of the Association as soon as practicable after that Annual General Meeting.

c. The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.

d. The auditor may only be removed from office by special resolution.

e. If a casual vacancy occurs in the office of auditor, the Committee is to appoint a person to fill the vacancy until the end of the next Annual General Meeting.

12. Audit of accounts

a. The auditor is to audit the financial affairs of the Association at least once in each financial year of the Association.

b. The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, is to:

   i. certify as to the correctness of the accounts of the Association; and
   ii. at the next Annual General Meeting, provide a written report to the members of the Association who are present at that meeting.

c. In the report and in certifying the accounts, the auditor is to:

   i. specify the information, if any, that he or she has required under subrule (e) and obtained;
   ii. state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at his or her disposal; and
   iii. state whether the Rules relating to the administration of the funds of the Association have been observed.

d. The Public Officer is to deliver to the auditor a list of all the accounting records, books and accounts of the Association.

e. The auditor may:

   i. have access to the accounting records, books and accounts of the Association;
   ii. require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of his or her duties;
   iii. employ any person to assist in auditing the financial affairs of the Association; and
   iv. examine any member of the Committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

13. Exemptions under the Act

a. For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act:

   i. an auditor is not required to be appointed for that financial year under Rule 11 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and these rules; and

ii. if an auditor is not appointed for a financial year by virtue of subrule (a) –
    a) Rules 11 and 12 do not apply in respect of the Association for that financial year; and
    b) Rule 14(e)(II), to the extent that it relates to an auditor, does not apply in respect of the Annual General Meeting held by the Association in respect of that financial year; and
    c) Rule 14(e)(IV) does not apply in respect of the Annual General Meeting held by the Association for that financial year.

b. For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the committee must provide, as part of the ordinary business of the Annual General Meeting for that financial year, a copy of the annual financial report that may be required to be given under the *Australian Charities and Not-for-profits Commission Act 2012* of the Commonwealth in respect of that financial year.

14. Annual General Meeting (AGM)

a. The Association is to hold an AGM each year.

b. An AGM is to be held on any day (being not later than three (3) months after the end of the financial year of the Association) the Committee determines.

c. An AGM is to be in addition to any other general meeting that may be held in the same year.

d. The notice convening an AGM is to specify the purpose of the meeting.

e. The ordinary business of an AGM is to be as follows:

i. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
ii. to receive from the Committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
iii. to elect the officers of the Association and the ordinary Committee members;
iv. to appoint the auditor and determine his or her remuneration; and
v. to determine the remuneration of employees and other persons acting on behalf of the Association.

f. An AGM may transact business of which notice is given in accordance with Rule 16.

g. Minutes of proceedings of an AGM are to be kept by the Public Officer or, in the absence from the meeting of the Public Officer, by an officer of the Association who is nominated by the chairperson of the meeting.

15. Special general meetings

a. The Committee may convene a special general meeting of the Association at any time.

b. The Committee, on the requisition in writing of at least 10 members of the Association, is to convene a special general meeting of the Association.

c. A requisition for a special general meeting –

i. is to state the objects of the meeting;
ii. is to be signed by each of the requisitionists;

iii. is to be deposited at the office of the Association; and
iv. may consist of several documents, each signed by one or more of the requisitionists.

d. If the Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within three (3) months after the day on which the requisition is deposited at the office of the Association.

e. A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the way a special general meeting would be convened by the Committee.

f. All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

16. Notices of general meetings

a. At least 14 days before the day on which a general meeting of the Association is to be held, the Public Officer is to publish a notice specifying:

i. the place, day and time at which the meeting is to be held; and
ii. the nature of the business that is to be transacted at the meeting.

b. A notice is published for the purposes of subrule (a) if the notice:

i. is contained in an advertisement appearing in at least one newspaper circulating in Tasmania; or
ii. appears on a website, or at an electronic address of the Association; or
iii. is sent to each member of the Association at an email address that the member has nominated as the email address to which notices from the Association may be sent; or
iv. is given by another means, determined by the Public Officer, that is reasonably likely to ensure that the members of the Association will be notified of the notice.

17. Business and quorum at general meetings

a. All business transacted at a general meeting, other than the ordinary business of an AGM, is special business.

b. Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.

c. A quorum for the transaction of the business of a general meeting is five (5) members of the Association entitled to vote.

d. If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting:

i. if convened on the requisition of members of the Association, is dissolved; or
ii. if convened by the Committee, is to be adjourned to the same day in the next week at the same time and at the same place or at any other place specified by the chairperson at the time of the adjournment; or
iii. by notice and in a manner determined by the chairperson.

e. If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

18. Chairperson at general meetings

At each general meeting of the Association, the chairperson is to be:

a. the President; or

b. in the absence of the President, the Vice-President; or

c. in the absence of the President and the Vice-President, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

19. Adjournment of general meetings

a. The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

b. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

c. If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

20. Determination of questions arising at general meetings

a. A question arising at a general meeting of the Association is to be determined on a show of hands.

b. A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

21. Votes

a. On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.

b. All votes are to be given personally.

c. Despite subrule (a), in the case of an equality of votes, the chairperson has a second or casting vote.

22. Taking of poll

If at a general meeting a poll on any question is demanded:

a. the poll is to be taken at that meeting in the manner that the chairperson determines; and

b. the result of the poll is taken to be the resolution of the meeting on that question.

23. When poll to be taken

a. A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

b. A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

24. Affairs of Association to be managed by a committee

a. The affairs of the Association are to be managed by a Committee constituted as provided in Rule 26.

b. The Committee:

i. controls and manages the business and affairs of the Association;
ii. elects five (5) members to the Hutchins School Board of Management in accordance with the provisions of the *Christ College Act (1926);*
iii. may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by these rules to be exercised and performed by members of the Association at a general meeting; and
iv. has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

25. Officers of the Association

a. The officers of the Association are as follows:

i. the President;
ii. the Vice-President;
iii. the Treasurer;
iv. the Secretary, and
v. the Public Officer.

b. The President, the Vice-President, the Treasurer or the Secretary may also be the Public Officer.

c. Subject to subrule (e), the officers of the Association are to be elected in accordance with Rule 27.

d. Each officer of the Association is to hold office until the end of the next AGM after that at which he or she is elected and is eligible for re-election.

e. If a casual vacancy in an office referred to in subrule (a) occurs, the Committee may appoint one of its members to fill the vacancy until the end of the next AGM after the appointment.

f. If an office referred to in subrule (a) is not filled at an AGM, there is taken to be a casual vacancy in the office.

26. Constitution of the Committee

a. The Committee consists of:

i. the officers of the Association;
ii. an Executive Officer (if appointed) in a non-voting capacity; and
iii. an incumbent appointee of the Association to the Hutchins School Board of Management as nominated by the Association's appointees to that Board – Ex Officio;
iv. the Headmaster of the School – Ex Officio;
v. a representative of the preceding Year 12 as nominated by the Headmaster of the School – Ex Officio; and
vi. such other members all of whom shall be elected at the AGM of the Association in each year.

b. An ordinary committee member is to hold office until the end of the next AGM after that at which he or she is elected and is eligible for re-election.

c. If a casual vacancy occurs in the office of an ordinary committee member, the committee may appoint a member of the Association to fill the vacancy until the end of the next AGM after the appointment.

d. If an office of an ordinary committee member is not filled at an AGM, there is taken to be a casual vacancy in the office.

27. Election of officers and members of committee

a. A nomination of a candidate for election as an officer of the Association, or as an ordinary committee member, is to be:

i. made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
ii. delivered to the Public Officer at least 10 days before the day on which the AGM is to be held.

b. If insufficient nominations are received to fill all vacancies on the Committee:

i. the candidates nominated are taken to be elected; and
ii. further nominations are to be received at the AGM.

c. If the number of nominations received is equal to the number of vacancies on the Committee, the persons nominated are taken to be elected.

d. If the number of nominations received exceeds the number of vacancies on the Committee, a ballot is to be held.

e. If the number of further nominations received at the AGM exceeds the number of remaining vacancies on the Committee, a ballot is to be held in relation to those further nominations.

f. The ballot for the election of officers of the Association and ordinary committee members is to be conducted at the AGM in the manner determined by the Committee.

28. Vacation of office

For the purpose of these Rules, the office of an officer of the Association, or of an ordinary committee member, becomes casually vacant if the officer or committee member:

a. dies;

b. becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit;

c. becomes a represented person within the meaning of the *Guardianship and Administration Act 1995*;

d. resigns office in writing addressed to the Committee;

e. is absent from three (3) consecutive meetings of the Committee without the permission of the other members of the Committee;

f. ceases to be a member of the Association; or

g. fails to pay, within 14 days after receiving a notice in writing signed by the Public Officer stating that the officer or committee member has failed to pay one or more amounts of annual subscriptions, or anyl such amounts due and payable by the officer or member.

29. Meetings of the Committee

a. The Committee is to meet at least once in each calendar quarter at any place and time that the Committee determines.

b. A meeting of the Committee, other than a meeting referred to in subrule (a), may be convened by the President or any four (4) of the members of the Committee.

c. Written notice of any special committee meeting is to be served on members of the Committee and is to specify the general nature of the business to be transacted.

d. A special committee meeting may only transact business of which notice is given in accordance with subrule (c).

e. A quorum for the transaction of the business of a meeting of the Committee is five (5) members of the Committee.

f. Business is not to be transacted at a meeting of the Committee unless a quorum is present.

g. If a quorum is not present within half an hour after the time appointed for the commencement of:

    i. a meeting of the Committee (other than a special committee meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or
    ii. a special committee meeting, the meeting is dissolved.

h. At each meeting of the Committee, the Chairperson is to be:

    i. the President; or
    ii. in the absence of the President, the Vice-President; or
    iii. in the absence of the President and the Vice-President, a member of the Committee elected to preside as chairperson by the members of the Committee present at the meeting.

i. Any question arising at a meeting of the Committee is to be determined:

    i. on a show of hands; or
    ii. if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

j. On any question arising at a meeting of the Committee, a member of the Committee (including the chairperson) has one vote only.

k. Despite subrule (j), in the case of an equality of votes, the Chairperson has a second or casting vote.

l. Written notice of each committee meeting is to be served on each member of the Committee by:

i. giving it to the member during business hours before the day on which the meeting is to be held; or
ii. leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
iii. sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
iv. emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent; or
v. such as other means as may be determined by the committee.

30. Disclosure of interests

a. If a member of the Committee or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Committee.

b. If at a meeting of the Committee or a subcommittee a member of the Committee or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

31. Subcommittees

a. The Committee may:

i. appoint a subcommittee from the Committee; and
ii. prescribe the powers and functions of that subcommittee.

b. The Committee may co-opt any person as a member of a subcommittee without voting rights, whether the person is a member of the Association.

c. A quorum for the transaction of the business of a meeting of the subcommittee is three (3) appointed members entitled to vote.

d. Any question arising at a meeting of a subcommittee is to be determined –

i. on a show of hands; or
ii. if demanded by a member, by a poll taken at that meeting in the manner the Chairperson determines.

f. On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

32. Executive Committee

a. The President, the Vice-President, the Treasurer and the Secretary constitute the Executive Committee.

b. During the period between meetings of the Committee, the Executive Committee may issue instructions to the Public Officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.

c. The Executive Committee is to report on any instructions issued under subrule (b) to the next meeting of the committee.

33. Membership Fee

a. From January 1, 2021 the membership fee payable for Fully Subscribed Lifetime Membership of the Association is $250, levied at the time of enrolment at the School. All students enrolled at the School in the 2020 calendar year are deemed to be Fully Subscribed Lifetime Members.

b. There is no fee payable for the other classes of membership as listed in Rule 6.

34. Service of notices and requisitions

Except as otherwise provided by these Rules, a document may be served under these Rules on a person by:

a. giving it to the person; or

b. leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or

c. emailing it to the person's email address; or

d. such other means as determined by the committee.

35. Expulsion of members

a. The committee may expel a member from the Association if, in the opinion of the committee, the member is guilty of conduct detrimental to the interests of the Association.

b. The expulsion of a member under subrule (a) does not take effect until whichever of the following occurs later:

   i. the fourteenth day after the day on which a notice is served on the member under subrule (c); or
   ii. if the member exercises his or her right of appeal under this Rule, the conclusion of the special general meeting convened to hear the appeal.

c. If the committee expels a member from the Association, the Secretary, without undue delay, is to cause to be served on the member a notice in writing:

   i. stating that the Committee has expelled the member; and

ii. specifying the grounds for the expulsion; and
iii. informing the member of the right to appeal against the expulsion under Rule 36.

36. Appeal against expulsion

a. A member may appeal against an expulsion under Rule 35 by serving on the Secretary, within 14 days after the service of a notice under Rule 35(c), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.

b. On receipt of a requisition, the Secretary is to immediately notify the committee of the receipt.

c. The committee is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.

d. At a special general meeting convened for the purpose of hearing an appeal under this rule:

i. no business other than the question of the expulsion is to be transacted;
ii. the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
iii. the expelled member must be given an opportunity to be heard; and
iv. the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.

e. If at the special general meeting most of the members present vote in favour of the lifting of the expulsion:

i. the expulsion is lifted; and
ii. the expelled member is entitled to continue as a member of the Association.

f. If at the special general meeting most of the members present vote in favour of the confirmation of the expulsion:

i. the expulsion takes effect; and
ii. the expelled member ceases to be a member of the Association.

37. Disputes

a. A dispute between a member of the Association, in his or her capacity as a member, and the Association is to be determined by arbitration in accordance with the provisions of the *Commercial Arbitration Act 2011*.

b. This rule does not affect the operation of Rule 36.

38. Seal of Association

a. The seal of the Association is to be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".

b. The seal is not to be affixed to any instrument except by the authority of the Committee.

c. The affixing of the seal is to be attested by the signatures of:

i. two members of the Committee; or

ii. one member of the Committee; and
    1. the Public Officer; or
    2. any other person the Committee may appoint for that purpose.

d. If a sealed instrument has been attested under subrule (c), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.

e. The seal is to remain in the custody of the Public Officer of the Association.

EXPLANATORY MEMORANDUM

PROPOSED CHANGES TO THE RULES OF THE HUTCHINS SCHOOL OLD BOYS' ASSOCIATION

August 2020

Overview

The suggested changes to the Rules are non-controversial. They are based on the latest version of the Model Rules made under the *Associations Incorporation Act* (1964). The changes include the removal of some outdated provisions as well as improvements to wording and formatting. The changes provide the Association with a much improved and modern set of rules. The changes to the Rules are briefly explained in this memorandum.

Rules of The Hutchins School Old Boys' Association

1. Name of the Association

No change.

2. Interpretation

Several additional definitions are included. Most of these are from the latest version of the Model Rules made under the *Associations Incorporation Act* 1964.

The definition of 'Old Boy' now means any former student of The Hutchins School.

3. Association's office

No change to the address of the Association.

4. The basic objects of the Association

The reference to the Hutchins Foundation has been removed as it no longer exists. Minor changes have been made to improve the wording of this Rule.

5. Objects and purposes of the Association

Part of the existing Rule has been removed. It provided for the "granting of pensions, allowances and other benefits to servants and past servants of the association" which is considered an inappropriate purpose.

6. Membership of the Association

This rule has been changed by removing 'Annual Members' and 'Governing Members' as classes of members. The other classes of membership remain as in the existing rules. All members other than associate members can vote at meetings and hold office.

Former students of other independent schools will no longer be entitled to be associate members. In practice, that entitlement has not been taken up. Honorary membership is extended beyond teachers of the School to include other staff and volunteers.

7. Liability of members

No change (the liability of members is not to exceed $10).

8. Income and property of the association

This rule is essentially the same as the relevant existing rule. The wording is as set out in the 2017 *Model Rules.*

9. Accounts of receipts and expenditure

The relevant existing rule (Rule 8) does not recognise the current role of the School finance department. The proposed new rule allows that role to continue but also provides for the future possibility that the Association may, if it so determines, open its own bank account and be responsible for keeping its accounts, books and records.

10. Banking and finance

This rule amends the existing relevant rule (Rule 9) to allow for the current role of the School finance department to continue. It provides in Rule 10 (B) for the future possibility of the Association operating its own bank account and keeping its accounts, books and records.

11. Auditor

This Rule is essentially the same as the existing rule with some improvement in wording and format.

12. Audit of accounts

This Rule is essentially the same as the existing rule with some improvement in wording and format.

13. Exemptions under the Act

This rule recognises some exemptions from the audit requirements that are now provided for in the Association Incorporation Act.

14. Annual General Meeting

The new rule is essentially the same as the existing Rule 12.

15. Special general meetings

This rule is essentially the same as the existing Rule 13.

16. Notices of general meetings

This rule is the same as the existing Rule 14 except that there are several new ways to publish a notice including the use of a website and an email address.

17. Business and quorum at general meetings

This rule is the same as the relevant Model Rule. A quorum at a general meeting is 5 members entitled to vote (instead of the existing 10).

18. Chairperson at general meeting

There is no change to the existing rule except that there is to be one Vice President and not two.

19. Adjournment of general meeting

This Rule is the same as the existing rule.

20. Determinations of questions arising at general meetings

This Rule is the same as the existing rule but with same change to formatting.

21. Votes

This Rule change proposes that all votes are to be given personally with voting by proxy not permitted. This is consistent with the latest Model Rules.

22. Taking of poll

There is no change except for formatting.

23. When poll to be taken

This Rule is essentially the same as the existing relevant rule.

24. Affairs of Association to be managed by a committee

This Rule is the same as the existing relevant rule with improvements to wording and format.

25. Officers of the Association

This Rule is the same as the existing relevant rule except that there is to be only one Vice-President and that any of the office holders may also be the Public Officer.

26. Constitution of the Committee

The proposed Rule is essentially the same as the relevant existing rule accept that there is no limit to the number of "other members" who may be elected under Rule 26.

27. Election of officers and members of committee

The proposed Rule is essentially the same as the relevant existing rule and is consistent with the relevant Model Rule. There are some changes to wording and formatting.

28. Vacation of office

The proposed Rule is the same as the relevant Model Rule. The term "unsound mind" is replaced the appropriate modern term.

29. Meetings of the Committee

This is identical to the relevant Model Rule.

30. Disclosure of interests

This rule is essentially the same as the existing relevant rule with some improvement in wording.

31. Sub-committees

This Rule is essentially the same as the existing relevant rule with some changes to wording and format. The constitution of an Executive Committee is provided for in Rule 32.

32. Executive Committee

There is no significant change to the existing rule except that there is only one Vice-President.

33. Membership fee

The membership fee has been increased to $250 for Fully Subscribed Lifetime Membership. There is no fee for the other classes of membership.

34. Service of notices and requisitions

The existing Rule allows only personal service on a member or service through the ordinary post by pre-paid letter. The proposed Rule allows email service and service by "such other means as determined by the Committee". As mentioned, there are special provisions in proposed Rule 16 for notices of general meetings, including emails and use of a website.

35. Expulsion of members

This Rule is essentially the same as the relevant existing rule with same changes to wording and format. The appeal provisions are now in Rule 36.

36. Appeal against expulsion

There is no significant change to the Rule. The proposed Rule is identical to the relevant Model Rule.

37. Disputes

There is no change to the existing relevant rule except for some improvement to wording.

38. Seal of Association

This Rule is essentially the same as the relevant existing rule.

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RULES OF THE HUTCHINS SCHOOL OLD BOYS' ASSOCIATION

1. NAME OF ASSOCIATION:

The name of the Association shall be The Hutchins School Old Boys' Association (in these rules called "the Association").

2. INTERPRETATION

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

"Board of Management" means the Board of the Hutchins School as constituted by virtue of Section 39 of the Chris College Act 1926;

"committee" means the committee of management of the Association;

"general meeting" means as general meeting of members convened in accordance with rule 13;

"Old Boy" shall include Old Scholars of the Hutchins School, Hobart and its historically affiliated schools Chris College, Queen's College, King's Grammar School and Franklin House School, and who were attending any of those Schools at the conclusion of their School careers, provided that the Committee may in its discretion admit to membership of the Association any Old scholar who attended any of those Schools at any time during the course of his School career;

"ordinary committeeman" means a member of the committee to whom paragraph (f) of sub-rule (1) of rule 24 relates;

"The Public Officer" of the Association prior to any incorporation of the Association under the Associations corporation Act 1964 shall be Honorary Secretary of the association.

(2) In these rules, expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography and other modes of representing or reproducing words in a visible form;

(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the "Acts Interpretation Act 1931" and the Act as in force on the date on which these rules are adopted by the Association.

3. ASSOCIATION'S OFFICE:

The office of the Association shall be at 71 Nelson Road, Sandy Bay Tasmania or such other place as the committee may, from time to time, determine.

4. **THE BASIC OBJECTS OF THE ASSOCIATION ARE**:

a. To elect five members to the Hutchins School Board of Management, in accordance with the provisions of the Christ College Act, 1926.

b. To raise money for the increase of the Hutchins School Fund, the Hutchins Foundation Ltd, the benefit of the Hutchins School and for such other purposes as the Association shall at any time determine.

c. To take such other action proper to Old Boys for the advancement of the school, as the Association shall determine.

d. To promote and maintain amongst the Old Boys a spirit of loyalty to the School, and interest in its welfare.

e. To take part in and to foster Sporting and Social activities in common with similar associations of other schools.

5. OBJECTS AND PURPOSES OF THE ASSOCIATION

1. In addition to the basic objects of the Association, the objects and purposes of the association shall be deemed to include:

a. The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;

b. The buying, selling and supplying of and dealing in goods of all kinds;

c. The construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;

d. The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;

e. The taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;

f. The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;

g. The borrowing and raising of money in such manner and on such terms as the Committee may think fit or as may be approved or directed by resolution passed at a general meeting;

h. The investment of any moneys of the Association not immediately required for any of its objects or purposes in such manner as the committee may from time to time determine;

i. The making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which section 78 (1) (a) of the "Income Tax Assessment Act 1936" relates:

j. The establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes and conveniences calculated to benefit servants or past servant of the Association and their dependants, and the granting of pensions, allowances or other benefits to servants or past servants of the Association and their dependants, and the making of payments towards insurance in relation to any other purposes;

k. The establishment and support, or aiding in the establishment or support of any other association formed for any of the basic objects of the Association;

l. The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities and engagements of any association with which the

Association may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Association; and

m. The doing of all such other lawful things as are incidental or conclusive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.

2. In this rule, "basic objects of the Association" means the objects and purposes of the Association, as stated in paragraph 4 hereof.

6. MEMBERSHIP OF ASSOCIATION

1. The classes of Membership of the Association shall be as follows:

   a. Annual members
   b. Fully Subscribed Life members
   c. Honorary Members
   d. Associate Members
   e. Honorary Life Members
   f. Governing Members

2. An Annual Member and a Fully Subscribed Life Member shall be Old Boys admitted to membership of the Association at the discretion of the Committee on payment of the subscription as prescribed in or fixed under these rules, provided that all persons admitted as Fully Subscribed life members before 1st September 1975 shall continue as Fully Subscribed Life Members of the Association notwithstanding they shall not have complied with this paragraph.

3. An Honorary Member shall be any current, member of the teaching staff of The Hutchins School who may be elected by the Committee as Honorary Members of the Association. Such membership shall cease on that person ceasing to be a current member of the teaching staff unless the Committee shall otherwise determine.

4. An Associate membership may be granted in the sole and absolute discretion of the Committee to :

a. Any former students of a school whose headmaster is a member of the Association to Heads of Independent School of Australia or schools deemed nu the Committee to be an equivalent standing;

b. Any person who may be nominated for membership of the Association be a Hutchins School Old Boys Sporting Club where such nominee shall have rendered outstanding services to such sporting Club and in either case upon payment of the subscription prescribed by or fixed under these rules;

c. Any other person of whom the Committee shall approve, upon recommendation from the Officers of the Association.

5. Honorary Members and Associate Members shall not be entitled to vote on any resolution of the Association or to hold office on the Association.

   a. Honorary Life Membership may be conferred on any Old Boy or any Past Member of the teaching staff of the Hutchins School or any person who it is desired to honour for outstanding services to the School or Association.

   b. Nominations for Honorary membership should be made to the Committee. If accepted by a majority vote of the Committee, the nomination will be forwarded by the Secretary by mail to existing Honorary Life members for confirmation. The process shall be confidential.

   c. The nomination is confirmed within 21 days unless a majority of votes returned in that time are in the negative.

6. Any person who is an Annual member, Fully Subscribed Life Member or Honorary Life Member may apply in writing to the Secretary to become a Governing Member. Governing membership shall remain in place until the member either ceases to be a Member of the Association or advises the Secretary of their wish to no longer be a Governing member. For a period of eleven months from 1 September 2007 all exiting Fully Subscribed Life members and Honorary Life members shall be deemed to automatically be Governing members. Only Governing members may vote at general meetings or nominate for positions on the Committee.

7. A Member of the Association may, at any time, resign from the Association by delivering or sending by post to the public officer a written notice of resignation.

8. Upon receipt of a notice under sub-rule (7) of this rule, the public officer shall remove the Name of the member by whom the notice was given from the register of members, whereupon that member ceases to be a member of the Association.

9. A right, privilege, or obligation of a person by virtue of his membership of Association:

    a. Is not capable of being transmitted to another person; and

    b. Terminates upon the cessation of his membership, whether by death, resignation, or otherwise.

10. In the event of the Association being wound up;

    a. Every Governing member of the Association and

    b. Every person who, within the period of twelvemonths immediately preceding the commencement of the winding up, was a Governing member of the Association is liable to contribute to the assets of the Association for payment of the debts or liabilities of the Association and foe the costs, charges and expenses of the winding up and for the adjustment of the rights of the contributors among themselves such sum, not exceeding $10.00 as may be required, but a former Governing member is not liable so to contribute in respect of any debt or liability of the Association contracted after he ceased to be a Governing member.

7. INCOME AND PROPERTY OF ASSOCIATION

1. The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise, to any member of the Association.

2. The Association shall not

    a. appoint a person who is a member of the committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees or allowances; or

    b. pay to any such person any remuneration of other benefit in money or money's worth (other than the repayment of out of pocket expenses).

3. Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:

    a. remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;

    b. interest at a rate not exceeding seven and one quarter per cent on moneys lent to the Association by the servant or member; or

    c. a reasonable and proper sum by way of rent for premises let to the Association by the servant or member.

8. ACCOUNTS OR RECEIPTS EXPENDITURE. & C.

1. True accounts shall be kept:

    a. Of all sums of money received and expended by the Association and the matter in respect of which the receipt or expenditure takes place: and

    b. Of the property, credits and liabilities of the Association, and subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Association for the time being, those accounts shall be open to the inspection of the members of the Association.

2. The Treasurer of the Association shall faithfully keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Association in such form and manner as the committee may direct.

3. The accounts, books and records referred to in sub-rules 1 and 2 of this rule shall be kept at the Association's office or at such other place as the committee may decide.

9. BANKING AND FINANCE

1. The Treasurer of the Association shall be on the behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof issue official receipts therefor.

2. The committee shall cause to be opened with such bank as the committee selects a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

3. The committee may receive from the Association's bank or bankers for the time being the cheques drawn by the association on any of its accounts with the bank or bankers and may release and indemnify the bank or bankers from and against all claims, actions, suits or demands that nay be brought against the bank or bankers arising directly or indirectly out of those cheques or the surrender thereof to the Association.

4. Except with the authority of the committee, no payment of a sum exceeding two dollars shall be made from the funds of the Association otherwise than by cheque drawn on the Associations bank account, but the committee may provide the Treasurer with a sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the committee may impose.

5. No cheques shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the committee.

6. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by the Treasurer or, in his/her absence, by such other member or members of the committee as the committee may nominate for that purpose, and shall be countersigned by the public officer.

10. AUDITOR

1. At each annual general meeting of the Association, the members present shall appoint a person as the auditor of the Association.

2. A person so appointed shall hold office until the annual general meeting next after that at which he is appointed, and is eligible for re-appointment.

3. The first auditor of the Association may be appointed by the committee before the first annual meeting, and, if so appointed shall hold office until the first annual general meeting, unless previously removed by a resolution of the members at a general meeting, in which case the members at the meeting may appoint an auditor to act until the first annual general meeting.

4. If an appointment is not made at an annual general meeting the committee shall appoint an auditor of the Association for the then financial year of the Association

5. Except as provided in sub-rule (3) of this rule, the auditor may only be removed from office by special resolution.

6. If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the committee shall appoint a person as the auditor and the person so appointed shall hold office until the next annual general meeting.

11. AUDIT OF ACCOUNTS

1. Once at least in each financial year of the Association the accounts of the Association shall be examined by the auditor.

2. The auditor shall certify as to the correctness of the accounts of the Association and shall report thereon to the members present at the annual general meeting.

3. In his report, and in certifying to the accounts, the auditor shall state:

    a. whether he has obtained the information required by him,

b. whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanations given to him and as shown by the books of the Association, and

c. whether the rules relating to the administration of the funds of the Association have been observed.

4. The public officer of the Association shall cause to be delivered to the auditor a list of all the accounts, books and records of the Association

5. The auditor

a. has a right of access to the accounts, books, records, vouchers and documents of the Association:

b. may require from the servants of the Association such information and explanations as may be necessary for the performance of his duties as auditor;

c. may employ persons to assist him in investigating accounts of the Association and

d. may, in relation to the accounts of the Association, examine any member of the committee or any servant Association.

12. ANNUAL GENERAL MEETING

1. The Association shall, in each year, hold an annual general meeting not later that the last week of August in each year.

2. The annual general meeting shall be in addition to any other general meetings that may be held in the same year

3. The annual general meeting shall be specified as such in the notice convening it.

4. The ordinary business of the annual general meeting shall be :-

a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting:

b. to receive from the committee, and the members on the Board of Management, the Treasurer, auditor and servants of the Association reports upon the transactions of the Association during the last preceding financial year;

c. to announce the appointment of any members of the Association to the board of Management which may have occurred subsequent to the last annual general meeting.

d. to elect the officers of the Association and the ordinary committeemen: and

e. to appoint the auditor and determine his remuneration

5. The annual general meeting may transact special business of which notice is given in accordance with these rules.

6. All general meetings other than the annual general meeting shall be called special general meetings.

13. SPECIAL GENERAL MEETINGS:

1. The committee may, whenever it thinks fit, convene a special general meeting of the Association.

2. The committee shall, on the requisition in writing of not less than ten members, convene a special general meeting of the Association

3. A requisition for a special general meeting shall state the objects of the meeting and shall be signed by the requisitionists and deposited at the office of the Association and may consist of several documents in the like form, each signed by one or more of the requisitionists.

4. If the committee does not cause a special general meeting to be held within twenty one days from the date on which a requisition therefor is deposited at the

office of the Association, the requisitionists, or any of them, may convene the meeting; but any meeting so convened shall not be held after three months from the date of the deposit of the requisition.

5. A special general meeting convened by requisitionists in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the committee, and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the person incurring them.

14. NOTICES OF GENERAL MEETINGS

The public officer of the Association shall, at least fourteen days before the date fixed for holding a general meeting of the Association, ensure that notice is published via an appropriate means specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

15. BUSINESS AND QUORUM AT GENERAL MEETINGS:

1. All business that is transacted at special general meetings and all business that is transacted at the annual general meeting, with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting, shall be deemed to be special business.

2. No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

3. Ten (10) members personally present (being members entitled under these rules to vote thereat) constitute a quorum for the transaction of the business of a general meeting.

4. If within one half hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; and in any other case it shall stand adjourned to the same day in the next week, at the same time and (unless another place is specified by the chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the

same place and if at the adjourned meeting a quorum is not present within one half hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.

16. PRESIDENT TO PRESIDE AT GENERAL MEETINGS:

1. The President, or in his absence, the Senior Vice President, or in the absence of both the President and the Senior Vice President, the other Vice President, shall preside as chairman at every general meeting of the Association.

2. If the President and both Vice President are absent from a general meeting, the members shall elect one of their number to preside as chairman thereat.

17. ADJOURNMENT OF GENERAL MEETINGS

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

2. Where a meeting is adjourned for fourteen days or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting.

3. Except as provided in the foregoing provisions of this rule, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

18. DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETING

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

19. VOTES

1. Upon any question arising at a general meeting of the Association, a member entitled to vote has one vote only.

2. All votes shall be given personally.

3. In the case of an equality of voting on a question the chairman of the meeting is entitled to exercise a second or casting vote.

4.

   a. An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorises in writing.

   b. No person shall be appointed a proxy who is not a member of the Association and qualified to vote and the person appointed may attend and vote at any meeting at which the appointer is entitled to vote.

   c. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

   d. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

   e. An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:-

   I,……., of……..being a member of the Hutchins School Old Boys Association Inc. and entitled to vote, hereby appoint

   ……of……or, in his absence

   ……of……

As my proxy to vote for me on my behalf at the annual general meeting/general meeting of the Association to be held on the……day……..of 20…..and at any adjournment of that meeting.

*This form is to be used in favour/against the resolution

Signed this day of 20….. *to be inserted if desired

2. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less that forth eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the office of the Association or at such other place within Tasmania as is specified for that purpose in the notice convening the meeting.

20. TAKING THE POLL

If at a meeting a poll on any question is demanded it shall be taken at the meeting in such manner as the chairman may direct, and the result of the poll shall be deemed to be the resolution of the meeting on that question.

21. WHEN POLL TO BE TAKEN

A poll that is demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith, and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the chairman may direct.

22. AFFAIRS OF ASSOCIATION TO BE MANAGED BY A COMMITTEE

1. The affairs of the Association shall be managed by a committee of management constituted as provided by rule 24.

2. The committee
    a. Shall control and manage the business and affairs of the Association;

    b. Shall elect on behalf of the Association members of the Board of Management in accordance with the Christ College Act 1926. If any such

person shall not complete his term of office the Committee shall within three (3) months of the occurrence of the vacancy appoint a successor to hold office for the ensuing five (5) years from the date of such appointment.

c. May, subject to these rules, exercise all such powers and functions as may be exercised by the Association, other than those powers and functions that are required by these rules to be exercised by general meeting of members of the Association; and

d. Subject to the Act and these rules, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

23. OFFICERS OF THE ASSOCIATION

1. The officers of the Association shall be

   a. A President;

   b. Two Vice-Presidents;

   c. Honorary Treasurer; and

   d. Honorary Secretary

2. One of the Vice-Presidents shall be known as the Senior Vice-President

3. The provisions of sub-rules 2, 3 and 4 of rule 25, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-rule 1 of this rule.

4. Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election.

5. In the event of a casual vacancy on any office mentioned in sub-rule (1) of this rule, the committee may appoint one of its members to the vacant office, and the

member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

24. CONSTITUTION OF THE COMMITTEE:

1. The committee shall consist of:

    a. The officers of the Association;

    b. An Executive Officer (if appointed) in a non-voting capacity

    c. An incumbent Appointee of the Association to the Board of Management as nominated by the Association's appointees on the Board of Management – ex Officio;

    d. The Headmaster – ex Offico;

    e. A representative of the preceding year 12 as nominated by the Headmaster – ex Officio (if available);

    f. Six (6) other Governing members all of whom (other than ex Officio and other than the Honorary Assistant Secretary) shall be elected at the annual general meeting of the Association in each year

    g. In the event that the Association does not elect an Honorary Secretary or Honorary Treasurer the number of other members that may be elected at the annual general meeting may be increased by up to two (2) in lieu of these positions.

2. Each ordinary committeeman shall, subject to these rules, hold office until the annual general meeting next after the date of his election, but is eligible for re-election.

3. In the event of a casual vacancy occurring in the office of ordinary committeemen, the committee may appoint a governing member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

4. The committee may co-opt not more than three (3) other governing members and without limiting the committee's discretion in exercising such right it may so far as is possible ensure that a representative of each of the old boys sports clubs as approved by the committee as a bona fide Hutchins Old Boys' Sports Club shall be a member of the committee

5. The Committee may in its discretion appoint an Executive Officer who may undertake the roles of Public Officer, Honorary Secretary and Honorary Treasurer should these positions not be filled by members, and to provide assistance to these officers should they be elected. The executive Officer need not be an Old Boy, and would be a non-voting member of the Committee.

25. ELECTION OF MEMBERS OF COMMITTEE

1. Nominations of candidates for election as officers of the Association or as ordinary committeemen:

    a. Shall be made in writing signed by two Governing members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

    b. Shall be delivered to the public officer of the Association at least three days before the date fixed for the holding of the annual general meeting.

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

3. If the number of nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

4. If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.

5. The ballot for the election of officers and ordinary committeeman shall be conducted at the annual general meeting is such usual and proper manner as the committee may direct.

26. VACATION OF OFFICE

For the purposes of these rules, the office of an officer of the Association or of an ordinary committeeman becomes vacant if the officer or committeeman –

a. Dies;

b. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his creditors, or makes any assignment of his estate for their benefit;

c. Becomes of unsound mind;

d. Resigns his office by writing under his hand addressed to the committee;

e. Fails, without leave granted by the committee, to attend three consecutive meetings of the committee;

f. Ceases to be a member of the Association; or

g. Fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Association.

27. MEETINGS OF THE COMMITTEE AND OF SUB-COMMITTEES

1. The committee shall meet at least once each calendar quarter at such place and at such times as the committee may determine.

2. Special meetings of the committee may be convened by the President, or any four of its members.

3. Notice shall be given to members of the committee by the of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting

4. Any five voting members of the committee constitutes a quorum for the transaction of the business of a meeting of the committee

5. No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day – the following week unless the meeting was a special meeting, in which case it lapses.

6. At meetings of the committee

    a. The President, or in his absence the Senior Vice-President or in the adsence of both the President and the Senior Vice-President, the other Vice-President, or

    b. If the President and the two vice-Presidents are absent, such one of the remaining members of the committee as may be chosen by the members present, shall preside.

7. Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

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

9. Written notice of each committee meeting shall be served on each member of the committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

28. DISCLOSURE OF INTEREST IN CONTRACTS, & C.:

1. A member of the committee who is interested in any contract or arrangement made or proposed to be made with the Association shall disclose his interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration, if his interest then exists, or, in any other case, at the first meeting of the committee after the acquisition of his interest.

2. If a member is the committee becomes interested in a contract or arrangement after it is made or entered into he shall disclose his interest at the first meeting of the committee after he becomes so interested.

3. No member of the committee shall vote as a member of the committee in respect of nay contact or arrangement in which he is interested and if he does so vote his vote shall not be counted.

29. SUB-COMMITTEES AND EXECUTIVE COMMITTEE:

1. The committee may at any time appoint a sub-committee from the committee as it may think fit and shall prescribe the powers and functions thereof.+

2. The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association, but a person so co-opted is not entitled to vote.

3. Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.

4. The public officer of the Association is responsible for calling meetings of s sub-committee.

5. Written notice of each sub-committee meeting shall be served on each member of the sub-committee by delivering it to him at a reasonable time before the meeting or by sending it by post in a prepaid letter addressed to him at his usual or last known place of abode in time to reach him in due course of post before the date of the meeting.

6. The President, the Vice Presidents, the Treasurer and the Secretary constitute an executive committee, which may issue instructions to the public officer and the servants of the Association on matter of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee and where any such.

30. SUBSCRITIONS

1. Until otherwise fixed pursuant to sub-rule two of the rule, the subscription payable by members shall be as follows:

    a. Annual members $5.00
    b. Fully Subscribed Life members $50.00
    c. Associate members $5.00

2. The amount of the subscriptions may be altered from time to time by the Committee of the Association

3. The Annual subscription of a member is due and payable on or before the first day of the financial year of the Association or such later date as shall be determined by the Committee.

4. Notwithstanding the foregoing any Old Boy being a Clerk in Holy Orders or a minister of religion shall be entitled to membership of the Association without payment of a subscription.

31. FINANCIAL YEAR

The financial year of the Association is the period beginning 1st day of July in each year and ending 30th day of June next following.

32. NOTICES

A notice may be served by or on behalf of the Association upon any member either personally or by sending it through the post in a prepaid letter addresses to the member at his usual or last known place of abode.

33. EXPULSION OF MEMBERS

1. Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.

2. The expulsion of a member pursuant to sub rule one of this rule does not take effect:

    a. Until the expiration of fourteen days after the service on the member of a notice under sub-rule three of this rile; or

    b. If the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal; whichever is the later date

3. Where the committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:

    a. Stating that the committee has expelled the member

    b. Specifying the grounds for the expulsion; and

    c. Informing the member that if he so desires he may, within fourteen days after the service of the notice on him appeal against the expulsion as provided in this rule.

4. A member on whom under sub-rule 3 of this rule is served may appeal the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, with fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.

5. Upon receipt of a requisition under sub rule 4 of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty one days after the date on which the requisition is received by the public officer.

6. At a special general meeting convened for the purpose of this rule:

    a. No business other than the question of the expulsion shall be transacted;

    b. The committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;

    c. The expelled member shall be given an opportunity to be heard; and

    d. The members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

7. If at the special general meeting a majority of the members present vote in favour of eh lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.

8. If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

34. DISPUTES

1. Subject to this rule, a dispute between a member of the Association, in his capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the "Commercial Arbitration Act 1986"

2. Nothing in this rule affects the operation or effect of rule 33.

35. SEAL OF THE ASSOCIATION

1. The seal of the Association shall be in the form of a rubber stamp, inscribed with the name of the Association encircling the word "seal".

2. The Seal of the Association shall not be affixed to any instrument except by the authority of the committee, and the affixing thereof shall be attested by the Signatures either of two members of the committee or of one member of the committee and of the public officer of the Association or such other person as the

committee may appoint for the purpose, and that attestation is sufficient for all purposes that the seal as affixed by authority of the committee.

3. The seal shall remain in the custody of the public officer.

RULES OF THE HUTCHINS SCHOOL OLD BOYS' ASSOCIATION

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