



Cornish Parents Association

Parents Association Rules

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Cornish College Parents Association

Rules

1. Name of the Association

The name of the unincorporated association is Cornish College Parents Association.

2. Definitions and Interpretations

2.1 Definitions

In the Rules:

Annual General Meeting means the meeting of Members convened in accordance with Rule 9.1.

Association means the Cornish College Parents Association established by these Rules.

Auditor means the auditor appointed pursuant to Rule 17.5.

College means Cornish College (ABN 39 616 523 730).

College Board means the Board of the College elected pursuant to its Constitution.

Committee means the Governing Committee of the Association pursuant to Rule 11.

Committee Member means a member of the Committee pursuant to Rule 11.4.

Financial Year means the year ending on 31 December pursuant to Rule 17.1.

Friend means an individual appointed as a Friend of the Association pursuant to Rule 6.2.

General Meeting means a general meeting of Members convened in accordance with Rule 9 and includes the Annual General Meeting.

Member means a member of the Association pursuant to Rule 6.

Objects means the objects of the Association pursuant to Rule 3.

Office Bearers means the President, Vice President, Treasurer and Secretary collectively pursuant to Rule 11.7.

President, Vice President, Treasurer and Secretary means respectively the individuals elected pursuant to Rule 11.8.

Principal means the Principal of the College.

Register of Members means the register maintained in accordance with Rule 6.3.

Rules means the rules of the Association.

Special Resolution means a resolution of Members passed by a two thirds majority of the votes cast on the resolution.

Staff means any paid employee of the College, whether full or part time and (without limitation) includes the Principal.

2.2 Interpretation

In these Rules unless the context requires otherwise:

- (a) words (including defined expressions) importing the singular include the plural and vice versa;
- (b) words (including defined expressions) importing any gender include the other gender;
- (c) words (including defined expressions) importing persons shall include corporations and bodies politic;
- (d) where any word or phrase is given a defined meaning, any other part of speech or grammatical form in respect of that word or phrase has a corresponding meaning;
- (e) "writing" and "written" includes printing, typing and other modes of reproducing words in visible form including any representation of words in a physical document or in an electronic communication or form or otherwise including signatures affixed electronically in accordance with the *Electronic Transactions (Victoria) Act 2000* (Vic);
- (f) the word "present" in the context of a person being present at a meeting includes participation in the meeting using technology approved by the Committee in accordance with these Rules;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements in any of them (whether of the same or any other legislative authority having jurisdiction);
- (h) references to writing include any mode of representing or reproducing words in tangible and permanently visible form and includes telegram, electronic mail and facsimile transmission;
- (i) any power, right, discretion or authority conferred upon any person or groups of persons under the Rules may be exercised at any time and from time to time;
- (j) a reference to an entity includes any successor entity;
- (k) section 46 of the *Acts Interpretation Act 1901* (Cth) (that deals amongst other things with severance of invalid provisions) applies in the interpretation and operation of these Rules as if they were an instrument made under that statute.
- (l) reference to a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next succeeding calendar month but if a corresponding day does not occur in the next succeeding calendar month the period shall end on the last day of the next succeeding calendar month; and
- (m) a reference to a Rule is a reference to one of the Rules.

2.3 Headings

Headings do not affect the interpretation of these Rules.

3. Objects of the Association

The Association is established to:

- (a) Nurture the College community;
 - (i) to contribute to the wellbeing of the College community;
 - (ii) to provide opportunities for parents to get to know each other and to be informed about the College;
 - (iii) to encourage participation in the life of the College and the education of children;
- (b) Support the Staff and College Board in meeting the College's Objects;
 - (i) to provide support for Staff by encouraging them in their duties;
 - (ii) to work in cooperation with the College Board and the Principal; and
 - (iii) to provide opportunities for all parents of students of the College to discuss issues concerned with the welfare and the general education policy of the College and assist in the development of a shared parent view to contribute to the College Board.
- (c) Fundraising;
 - (i) to raise funds for the benefit of the College and its students.
- (d) provide services to parents; and
- (e) pursue such other goals and objectives as may be agreed with the College Board.

4. Powers of The Association

Solely for the purpose of carrying out its Objects, the Association has the legal capacity and powers to:

- (a) operate bank accounts and otherwise deal with the funds of the Association;
- (b) raise money;
- (c) enter into contracts and acquire and hold or dispose of property;
- (d) act as trustee and to accept and to hold upon trust real and personal property;
- (e) take any gift of property for any one or more of the Objects of the Association; and
- (f) do such other acts as may be reasonably necessary for the furtherance of any one or more of the objects of the Association as may be authorised by the College.

5. Income and Property of the Association

5.1 Application to Objects

The income and property of the Association, irrespective of its source, must be applied solely towards the promotion of the Objects.

5.2 No payments to Members

No part of the income or property of the Association must be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members or Friends.

5.3 Certain Payments Acceptable

Clause 5.2 does not prevent the payment in good faith of:

- (a) remuneration or reimbursement to any Office Bearers in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;
- (b) interest, at a rate not exceeding the rate for the time being fixed for the purposes of this Clause by the Committee, on money borrowed from any Member; or
- (c) reasonable and proper rent for premises or personal property leased to the Association by any Member.

6. Membership

6.1 Membership

The Members of the Association shall comprise of the parents and guardians of enrolled students of the College.

6.2 Friends of the Association

Individuals other than Members may be admitted as Friends of the Association in the discretion of the Committee. An individual admitted as a Friend of the Association shall have such rights and privileges as may be determined by the Committee.

6.3 Register of Members

A Register of all Members and Friends of the Association shall be kept by the College. No Member shall be entitled to inspect the Register of Members and Friends except with the permission of the Principal.

7. Cessation of Membership

7.1 Death, resignation and other events

An individual immediately ceases to be a Member if the individual:

- (a) ceases to be a parent or guardian of a student enrolled at the College;
- (b) dies;
- (c) resigns by giving notice in writing to the Association;
- (d) becomes of unsound mind or an individual whose estate is liable to be dealt with in any way under the law relating to mental health;
- (e) becomes bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Member's joint and separate estate for the benefit of the Member's creditors;
- (f) is removed in accordance with clause 7.2;

- (g) is removed by a resolution of the Board of the College; or
- (h) is convicted on indictment of an offence and the Committee does not within one (1) month after that conviction resolve to confirm the Member's membership.

7.2 Removal of Member

The Committee may by resolution, subject to Rule 7.3, determine by a three quarters majority, to expel a Member if in its opinion the Member fails to comply with any provision of the Rules or is guilty of any conduct that the Committee considers is unbecoming of a Member or is otherwise prejudicial to the interests of the College.

7.3 Notice to Member

The Committee may not make a determination under Rule 7.2 unless at least one (1) week before the meeting of the Committee at which the determination is to be considered, notice is given to the Member of the meeting, what is alleged against the Member and the possible determination, and unless a Member has had an opportunity of giving at the meeting orally or in writing, any explanation or defence the Member may think fit before the resolution is considered by the Committee.

7.4 Removal of Friend

The Committee may by a majority resolution, resolve to expel a Friend if in its opinion the Friend fails to comply with any provision of the Rules or is guilty of any conduct that the Committee considers is unbecoming of a Friend or is otherwise prejudicial to the interests of the College. No prior notice of such a resolution is required to be provided to the Friend and the provisions of Rule 8 do not apply to a dispute between a Friend and the Association.

8. Disputes and Mediation

8.1 Procedure

The grievance procedure prescribed in Rules 8.2 - 8.5 applies to disputes under the Rules between:

- (a) Members; or
- (b) a Member and the Association; or
- (c) a Member and the Committee.

8.2 Prior Notice

Before the Committee makes any determination to which this Rule applies it shall at least one (1) week before the meeting at which the relevant determination is to be considered, give notice to the Member of the meeting prescribing what is alleged against the Member and the possible determination and providing the Member with an opportunity of giving at the meeting orally or in writing, any explanation or defence the Member may think fit before the resolution is considered by the Committee.

8.3 Informal Resolution

- (a) The parties to a dispute must notify the Committee of the dispute or the Committee may of its own volition, determine that a dispute exists. The Committee shall determine whether to implement the grievance procedure under the Rules to seek to resolve the dispute.

- (b) If the grievance procedure is implemented then the parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within fourteen (14) days.
- (c) 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 ten (10) days, hold a meeting in the presence of a mediator.

8.4 Mediator

- (a) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement in the case of a dispute between Members, a person appointed by the Committee; or
 - (iii) in case of a dispute between a Member and the Association, a person appointed by the Principal.
- (b) A Member of the Association can be appointed as a mediator but cannot be a party to the dispute.

8.5 Mediation

- (a) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (b) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by the parties;
 - (iii) accord natural justice to the parties; and
 - (iv) not determine the dispute.

9. General Meetings

9.1 Annual General Meeting

- (a) An Annual General Meeting of the Association shall be convened by the Committee and must be held during the month of May at a time and place as determined by the Committee. The Members in General Meeting may resolve to change the date of the Annual General Meeting.
- (b) All Members of the Association are eligible to attend the Annual General Meeting.

9.2 Power to Convene General Meeting

The Committee shall convene a General Meeting each month or otherwise whenever it thinks fit and must convene a General Meeting of the Association when requisitioned in writing by no less than three (3) Members or if requested by the Principal. No Member may call a General Meeting of the Association except as provided by the Rules.

9.3 Notice of General Meeting

- (a) At least fourteen (14) days' notice must be given of an Annual General Meeting of the Association and at least seven (7) days' notice must be given of a General Meeting of the Association.
- (b) A notice convening a General Meeting of the Association must:
 - (i) specify the place, date and time of the meeting and state the general nature of the business to be dealt with at the meeting;
 - (ii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner;
 - (iii) state that:
 - (A) a Member entitled to attend and vote is entitled to appoint another member as proxy; and
 - (B) a proxy must be a Member.
- (c) If a Special Resolution is to be proposed the notice of General Meeting must set out an intention to propose a Special Resolution and state the resolution; and
- (d) The non-receipt of a notice of a General Meeting or the accidental omission to give notice of a General Meeting to a person entitled to receive notice, does not invalidate any resolution passed at the General Meeting.

9.4 Auditor Entitled to Notice

The Association must give its Auditor:

- (a) Notice of an Annual General Meeting in the same way that a Member is entitled to receive notice; and
- (b) Any other communications relating to the Annual General Meeting that a Member is entitled to receive.

9.5 Cancellation or Postponement of General Meeting

- (a) Where a General Meeting (not including an Annual General Meeting) is convened by the Committee, it may, whenever it thinks fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by it.
- (b) Written notice of cancellation or postponement of a General Meeting must be given to all persons entitled to receive notices of General Meetings from the Association at least three (3) days before the date for which the meeting is convened and must specify the reason for cancellation or postponement.
- (c) A notice postponing the holding of a General Meeting must specify:
 - (i) a date and time for the holding of the meeting;
 - (ii) a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting; and
 - (iii) if the meeting is to be held in two or more places, the technology that will be used to facilitate the holding of the meeting in that manner.

- (d) The number of clear days from the giving of a notice postponing the holding of a General Meeting to the date specified in that notice for the holding of the meeting may not be less than the number of clear days' notice of the meeting required to be given by these Rules.
- (e) The only business that may be transacted at a General Meeting that is postponed is the business specified in the notice convening the meeting.
- (f) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by, any person entitled to notice does not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.

10. Proceedings at General Meetings

10.1 Business

- (a) The business of an Annual General Meeting shall be:
 - (i) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting;
 - (ii) to receive from the Committee, reports upon the transactions of the Association during the last preceding Financial Year;
 - (iii) to elect the Office Bearers and the members of the Committee;
 - (iv) to receive and consider the Auditor's report; and
 - (v) to appoint the Auditor.
- (b) The Annual General Meeting may deal with any proposed alterations or addition to the Rules otherwise in accordance with the Rules.

10.2 Attendance by Member

- (a) A Member may be present in person and vote or may be represented at any meeting of the Association by proxy provided that a Member may only appoint another Member as the Member's proxy.
- (b) Unless the contrary intention appears, a reference to a Member in clause 10 means a person who is a Member, or is a proxy of that Member.

10.3 Quorum

- (a) Subject to Rule 10.3(d) ten (10) Members present in person, is a quorum at a General Meeting.
- (b) An item of business may not be transacted at a General Meeting unless a quorum is present when the meeting proceeds to consider it, but if a quorum is present at the beginning of a meeting it is deemed to be present throughout the meeting unless the chair of the meeting on the chair's own motion or at the instance of a Member who is present otherwise declares.
- (c) If within fifteen (15) minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if convened on a requisition of Members is dissolved;

- (ii) in any other case stands adjourned to the same day in the next week and the same time and place, or for such other day, time and place as the Committee appoints by notice to the Members and others entitled to notice of the meeting.
- (d) At a meeting adjourned pursuant to Rule 10.3(c)(ii), ten (10) persons each being a Member present at the meeting are a quorum, and if a quorum is not present within fifteen (15) minutes after the time appointed for the adjourned meeting the meeting is dissolved.

10.4 President

- (a) The President is entitled to preside at General Meetings, but if the President is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement) namely, either of the Vice-Presidents, a Committee Member chosen by the majority of the Members present, or a Member chosen by a majority of the Members present.
- (b) If there is an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to the vote to which the chair is entitled as a Member. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

10.5 Determination of Questions

- (a) Every question submitted to a meeting is to be decided by a show of hands, unless a poll is demanded:
 - (i) before the vote is taken;
 - (ii) before the voting results and a show of hands are declared; or
 - (iii) immediately after the voting results on the show of hands are declared by:
 - (A) the chair of the meeting; or
 - (B) at least seven (7) Members present in person and having the right to vote at the meeting

and the demand for the poll is not withdrawn.
- (b) On a show of hands, a declaration by the chair is conclusive evidence of the result.

10.6 Majority

Subject to the Rules, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.

10.7 Objection to Voting Qualification

- (a) Objection may not be raised to the right of a person to attend or vote at a meeting or adjourned meeting except at that meeting or adjourned meeting and every vote not disallowed at the meeting or adjourned meeting is valid for all purposes.
- (b) If there is a dispute as to the admission or rejection of a vote, the chair of the meeting must decide it and the chair's decision made in good faith is final and conclusive.
- (c) Friends are entitled to attend General Meetings of the Association but are not entitled to vote.

10.8 Appointment of Proxy

- (a) A Member entitled to attend and vote at a meeting of Members may appoint another Member as the Member's proxy to attend and vote for the Member at the meeting. A proxy must be a Member.
- (b) An appointment of a proxy is valid if it is signed by the Member making the appointment and contains the following information:
 - (i) the Member's name and address;
 - (ii) the Association's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meetings at which the appointment may be used.

An appointment may be a standing one.

- (c) An undated appointment is to be taken to have been dated on the day it is given to the Association.
- (d) An appointment may specify the way the proxy is to vote on a particular resolution. In that event:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (ii) if the proxy has two (2) or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
 - (iii) if the proxy is the chair, the proxy must vote on a poll and must vote that way;
 - (iv) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

This clause does not affect the way the Member who is a proxy can cast any votes attached to that person's membership.

- (e) Except to the extent that the appointment of a proxy expressly limits the exercise by the proxy of the power to vote at a meeting, a proxy has the same rights to attend, vote and otherwise act at the meeting as a Member attending the meeting in person.
- (f) An appointment of a proxy does not need to be witnessed.
- (g) A later appointment revokes an earlier one if both appointments could not be validly exercised at the meeting.
- (h) An instrument appointing a proxy is to be taken to confer authority to demand or join in demanding a poll.

10.9 Receipt of Proxy and Other Instruments

To be effective, an instrument appointing a proxy must be received by the Association at such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time appointed for the meeting or adjourned or postponed

meeting or poll which the appointee proposes to attend or on which the appointee proposes to vote.

10.10 Adjournment

- (a) The chair of a meeting may, with the consent of any meeting at which a quorum is present and must if so directed by the meeting, adjourn the meeting to a new time, day or place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (b) If the meeting is adjourned for thirty (30) days or more, notice of the adjournment must be given in accordance with Rule 9.3(b).
- (c) Except as provided by Rule 10.8(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
- (d) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- (e) A resolution passed at a meeting resumed after an adjournment is passed on the day it is passed.

10.11 Voting Rights

Subject to the rights and any restrictions attached to or affecting Members and to any other restrictions in the Rules on a show of hands or on a poll each Member present in person has one vote.

10.12 Electronic Meeting

A General Meeting may be called or held using any technology consented to by all of the Members. The consent may be a standing one. A Member may only withdraw their consent within a reasonable period before the meeting.

11. Governing Committee

11.1 Eligibility

Any Member is eligible to be elected to the Governing Committee ("Committee").

11.2 Powers

The Committee shall have the powers to:

- (a) Control and manage the business and affairs of the Association;
- (b) 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 this Constitution to be exercised by the Members in General Meeting; and
- (c) Subject to these Rules, 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.

11.3 Legal Proceedings

Legal proceedings whether in the name of the Association or the Office Bearers or Committee on behalf of the Association shall not be commenced except with the written authority of the Council.

11.4 Composition of Governing Committee

- (a) The Committee shall comprise of not less than nine (9) and not more than fifteen (15) individuals. The members of the Committee shall be known as Office Bearers and General Committee Members.
- (b) The Office Bearers will comprise of the following individuals:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer;
 - (iv) the Secretary;
 - (v) between four (4) and ten (10) General Committee Members elected at the Annual General Meeting; and
 - (vi) ex officio – the Principal or representative.

11.5 Election of Committee Members

- (a) The Committee Members are elected by the Members at the Annual General Meeting;
- (b) Any two (2) Members may, prior to the Annual General Meeting, nominate another Member for election to the Committee. Members nominated shall be notified to the Members no less than seven (7) days prior to the Annual General Meeting.
- (c) If only sufficient Members are nominated for the available vacancies on the Committee, those Members are deemed elected.
- (d) In the event that there have been no nominations before the Annual General Meeting, any Member may, at the Annual General Meeting, nominate another Member for election as a Committee Member.
- (e) The candidates who receive the most votes will be elected. If two (2) or more candidates receive an equal number of votes, the chair of the meeting has a casting vote.

11.6 Rotation of Committee Members

- (a) A Committee Member may not retain office for more than one term of (3) calendar years without re-election. A Committee Member is entitled to serve for no more than two (2) consecutive terms after which the individual is ineligible for election as a Committee Member for the next succeeding term but is thereafter, eligible for election as a Committee Member subject otherwise to this Rule 11.5.
- (b) At the Annual General Meeting in each year the Committee Members must retire from office at the end of their term but are eligible for re-election subject otherwise to Rule 11.6 (a).
- (c) A retiring Committee Member may act until the conclusion of the meeting at which the Committee Member retires.

11.7 Office Bearers

- (a) The Office Bearers of the Association shall comprise of the President, the Vice-President, Treasurer and Secretary.
- (b) The Association in General Meeting may increase or reduce the number of Office Bearers.

11.8 Election of Office Bearers

- (a) The Office Bearers are elected by the Members at the Annual General Meeting.
- (b) Any two (2) Members may, prior to the Annual General Meeting, nominate another Member for election as a bearer of a particular office. Members nominated shall be notified to the Members no less than seven (7) days prior to the Annual General Meeting.
- (c) If only one (1) Member is nominated for a particular Office Bearer's position, that Member is deemed elected.
- (d) In the event that there have been no nominations before the Annual General Meeting, any two (2) Members may, at the Annual General Meeting, nominate another Member for election as a bearer of a particular office.
- (e) The candidates who receive the most votes will be elected. If two (2) or more candidates receive an equal number of votes, the chair of the meeting has a casting vote.

11.9 Rotation of Office Bearers

Office Bearers shall be elected for a term of three (3) years. On the anniversary following election at the Annual General Meeting in that year, the Office Bearers must retire from office. A retiring Office Bearer may act until the conclusion of the Annual General Meeting at which the next succeeding Office Bearer is appointed and is eligible for re-election for a maximum of one (1) further (3) three year term after which the individual is ineligible for election as an Office Bearer for the next succeeding term but is thereafter, eligible for election as an Office Bearer subject otherwise to this Rule 11.7.

11.10 Casual Vacancies

The Members at a General Meeting may at any time appoint a person to the Committee, either to fill a casual vacancy or as an additional Committee Member, but so that the total number of Committee Members is not at any time to exceed the number fixed by the Rules. The Committee Member so appointed in the case of a casual vacancy holds office for the remaining term of the Committee Member replaced but otherwise shall hold office only until the next Annual General Meeting but is then eligible for re-election.

11.11 Removal of Committee Member

A Committee Member or Office Bearer may be removed as a Committee Member or Office Bearer:

- (a) by a resolution of the College Board; or
- (b) by the Association in General Meeting by Special Resolution.

11.12 Suspension of the Committee

- (a) The Committee may be suspended and thereby precluded from taking any action on behalf of the Association by a resolution of the College Board.

- (b) The College Board may only take the action outlined in Rule 11.12(a) where it has reasonable grounds to suspect that the Committee is or is likely to commit actions that may:
 - (A) be in breach of relevant laws or regulations;
 - (B) cause damage or harm to students of the College; or
 - (C) cause significant damage to the reputation of the College.
- (c) A suspension invoked under this Rule only remains in force until the next General Meeting at which time the suspension shall be lifted alternatively, the Council may dismiss the Committee and appoint a new Committee from amongst the Members of such number of Members as it shall in its absolute discretion determine that shall hold office until the Annual General Meeting in the succeeding year when a new Committee shall be elected in accordance with the Rules.

12. Proceedings of Committee

12.1 Meetings

- (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as it thinks fit.
- (b) The President may invite and the Committee Members may resolve that the President invite, any person despite such a person not being a Committee Member, to a meeting of the Committee and to participate in any discussions the Committee Members think fit, provided that such a person shall not have any voting or other rights.

12.2 Quorum

- (a) Five (5) Committee Members shall constitute a quorum.
- (b) A meeting of the Committee during which a quorum is present is competent to exercise all or any of the authorities, powers and discretions under the Rules for the time being vested in or exercisable by the Committee generally.
- (c) Where a quorum cannot be established for a meeting of the Committee (or consideration of a particular matter) a Committee Member may convene a General Meeting to deal with a matter or the matters in question.
- (d) The continuing Committee Members may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the minimum prescribed by Rule 12.2(a) as a quorum, the continuing Committee Members may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a General Meeting.

12.3 Convening meetings

A Committee Member may at any time and the Secretary will on the request of the Committee Member, convene a meeting of the Committee.

12.4 Notice of Meeting

Notice of every Committee meeting will be given to each Committee Member who is within Australia, but it is not necessary to give notice to any Committee Member who is outside Australia.

12.5 President and Vice-President

The President is entitled to preside at meetings of the Committee but, if the President is not present and able and willing to act within fifteen (15) minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Vice-President;
- (b) a Committee Member chosen by a majority of the Committee Members present.

12.6 Voting

Questions arising at a meeting of the Committee Members are to be decided by a majority of votes and in the event of an equality of votes the chair of the meeting has a casting vote. The chair has a discretion both as to whether or not to use the casting vote and as to the way in which it is used.

12.7 Sub-Committees

- (a) The Committee may establish and discharge any sub-committee for such purposes and with such powers and duties as it thinks fit.
- (b) So far as they are capable of application and with the necessary changes, the provisions of the Rules for regulating the meetings and proceedings of the Committee govern the meetings and proceedings of sub-committees.
- (c) Minutes of meetings of sub-committees maintained in accordance with Rule 14 must be tabled at each subsequent meeting of the Committee next after the meeting of the sub-committee.
- (d) The President shall be an ex-officio member of all sub-committees established.

12.8 Disclosure of Interest

- (a) A Committee Member who is in any way, whether directly or indirectly, interested in the matter in which the Association has an interest will declare the nature of the interest at the meeting of the Committee as soon as practicable after the relevant facts have come to the Committee Member's knowledge.
- (b) For the purposes of clause (a) a general notice given to the Committee by a Committee Member to the effect that the Committee Member is an officer or member of a specified corporation or a member of a specified firm or is otherwise interested in any corporation or firm and is to be regarded as interested in any matter, after the date of the notice, in which that corporation or firm may have an interest, will be deemed to be a sufficient declaration of interest in relation to the matter if:
 - (i) the notice states the nature and extent of the Committee Member's interest in the corporation or firm;
 - (ii) when the matter is first considered, the extent of the Committee Member's interest in the corporation or firm is not greater than as stated in the notice; and
 - (iii) the notice is given at a meeting of the Committee or the Committee Member takes reasonable steps to ensure that it is brought up and read at the next meeting of the Committee after it was given.
- (c) It is also the duty of the Committee Member who holds any office or possesses any property the holding of which office or the possession of which property might, whether directly or indirectly, create duties or interests in conflict with the Committee Member's

duties or interests as a Committee Member of the Association, to declare at the first meeting of the Committee held after the Committee Member becomes a Committee Member, or if the Committee Member is already a Committee Member at the first meeting of the Committee held after the Committee Member commenced holding any such office or possess any such property, the fact of the Committee Member's holding such office or possessing such property and the nature, character and extent of the conflict.

12.9 Record of Disclosures

It is the Secretary's duty to record in the minutes any disclosure given by a Committee Member pursuant to clause 12.8.

12.10 Meaning of Contract

In clause 12.8, where the context permits, "contract or arrangement" includes a proposed contract or arrangement.

12.11 Electronic Meeting

A meeting of the Committee may be called or held using any technology consented to by all of the Committee Members. The consent may be a standing one. A Committee Member may only withdraw their consent within a reasonable period before the meeting.

13. Vacation of office

13.1 Vacancy of Committee Member

The office of a Committee Member is vacated if the Committee Member:

- (a) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is not present without the consent of the Committee for no less than seventy five percent (75%) of the Committee meetings and the Committee Members resolve that the Committee Member's office be vacated;
- (c) resigns the office of Committee Member by written notice to the President;
- (d) is removed in accordance with Rules 11.11 or 13.2;
- (e) becomes a bankrupt or suspends payment or liquidates by arrangement or compounds with or assigns the Committee Member's joint and separate estate for the benefit of the Committee Member's creditors; or
- (f) otherwise ceases to be a Member.

13.2 Removal of Committee Member

- (a) The Committee may suspend a Committee Member from that Committee Member's duties. Where such action is taken, the Committee shall formulate the reasons for doing so and shall supply a copy to the affected Committee Member. Before the Committee considers the suspension it must first comply with the procedure prescribed in Rule 8.2. A vote of the Committee shall be taken to confirm the suspension and remove the Committee Member. If a Special Resolution of the Committee endorses the suspension and supports the removal of the Committee Member, the Committee Member shall thereupon cease to hold office as a Committee Member.
- (b) A Committee Member who is removed from the Committee shall have the right of appeal to a properly constituted General Meeting of the Association. Such appeal shall

be lodged by the affected Committee Member so removed within one (1) calendar month of the Committee Member's removal.

- (c) The Committee shall call a General Meeting to consider the appeal within twenty one (21) working days of receipt of notification of the appeal.

14. Minutes

14.1 Minutes of all proceedings to be kept

The Committee Members will cause minutes of all proceedings of General Meeting and meetings of the Committee, to be duly entered in books kept for that purpose.

14.2 Minutes to be Signed by Chair

The Committee will cause the minutes of all proceedings of General Meetings and meetings of the Committee to be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting.

14.3 Minutes to be Presumed Accurate

Where the minutes of proceedings of General Meetings and meetings of the Committee are signed in accordance with clause 14.2 those minutes shall be presumed to be an accurate record of the relevant proceedings unless the contrary is proved.

14.4 Inspection of Minutes

Books containing the minutes of proceedings of General Meetings will be open for inspection by any Member without charge.

15. Secretary

15.1 Election of Secretary

The Secretary shall be a Committee Member elected by the Members pursuant to Rule 11.7.

15.2 Powers of Secretary

The Committee may vest in the Secretary such powers, duties and authorities as it may from time to time determine and the Secretary must exercise all such powers and authorities subject at all times to the control of the Committee.

16. Treasurer

The Treasurer shall:

- (a) be a Committee member;
- (b) be responsible for the keeping of the accounts and financial records of the Association;
- (c) present to each Annual General Meeting a financial statement and balance sheet audited by the Auditor;
- (d) keep a record of all accounts passed for payment by the Committee.

17. Finance

17.1 Financial Year

The Financial Year of the Association shall be 1 January to 31 December of the following year.

17.2 Income and Funds

- (a) The funds of the Association shall be derived from donations and such other sources as the Association or the Committee determines.
- (b) Net proceeds of the Association, after the payment of all necessary expenses of the Association, shall only be used as donations to the College.
- (c) The Governing Committee shall determine the extent of funds to be made available as donations to the College from time to time.
- (d) Such donations to the College community shall only be in respect of projects approved in writing by the Principal.

17.3 Bank Account/Investment

- (a) Accounts shall be held in the name of the Association at a bank or other financial institution as approved by the Committee.
- (b) The Committee shall approve, from time to time, signatories to the Association accounts provided that on no account may there be fewer than two (2) signatories to any account one of whom shall be the Treasurer.

17.4 Investment of Funds

The funds of the Association shall be placed in such interest bearing deposit accounts in the name of the Association as the Committee shall from time to time determine. No funds of the Association shall be withdrawn from the interest bearing deposit accounts except by approval of the Committee and by cheque signed by the Treasurer and either of the President or Vice-Presidents.

17.5 Financial Records

The financial records of the Association shall be maintained in a manner consistent with proper accounting standards and practices and in a manner appropriate to the business of the Association.

17.6 Auditor

- (a) The Annual General Meeting of the Association shall appoint an Auditor. The Auditor shall audit the accounts of the Association. The Auditor shall have full and complete access to all books, documents, records and property of the Association. An audit shall be conducted once in each year and at such other times as the Committee directs.
- (b) In the event that the Auditor is unable or unavailable to carry out the Auditor's duties, an interim Auditor shall be appointed by the Committee, such appointment to be brought to the notice of the Committee at its next meeting for consideration. The Committee shall endorse the appointment or appoint an alternative interim Auditor. The interim Auditor shall serve until such time as the Auditor is able to resume duty or until the next Annual General Meeting whichever first occurs.

18. Inspection of Books

- (a) Subject to any resolution of the Association in General Meeting, the Committee may determine whether and to what extent and at what times and places and under what conditions and regulations the books and documents of the Association or any of them will be open to inspection by the Members and other persons.
- (b) A person, not being a Committee Member, has no right to inspect any of the books or documents of the Association except as conferred or authorised by the Committee or by a resolution of the Association in General Meeting and is not entitled to require or receive any information concerning the affairs of the Association.

19. Custody of Records

Except as otherwise provided in the Rules, the Secretary or such other person who shall be appointed by the President, shall keep in the Secretary's or such other nominated persons custody or control, all books, documents and securities of the Association.

20. Notices

20.1 Method of Service of Notices

A notice may be served by the Association on a Member or other person receiving notice under the Rules by any of the following methods:

- (a) by serving it personally on the Member or other person;
- (b) by leaving it at the Member's address or the address of the other person;
- (c) by sending it by post in a pre-paid letter, envelope or wrapper addressed to the Member at the Member's address or for the other person at that person's address;
- (d) by sending to the electronic address, or by facsimile transmission to a facsimile number, nominated by the Member or the person for the purpose of serving notices; or
- (e) by publishing the notice on the College intranet and/or in any College publication that is routinely disseminated to parents and guardians of students of the College.

20.2 Time of Service by Post

- (a) Any notice sent by post, will be deemed to have been served on the day following that on which the letter, envelope or wrapper containing the notice is posted.
- (b) In proving service of any notice it will be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle.
- (c) A certificate in writing signed by any Member that the letter, envelope or wrapper containing the notice was so addressed and posted is conclusive evidence of the posting.
- (d) If the Rules require or permit notice to be given to the Association or the Office Bearers, neither accidental omission to give the notice or non-receipt of the notice invalidates the meeting, resolution, procedure or other matter to which the notice relates.

20.3 Time of Service by Facsimile

Any notice sent by facsimile transmission or any other electronic means will be deemed to have been served on receipt of the transmission report or other means of confirmation of successful transmission, confirming successful transmission.

20.4 Time of Service by Publication

Any notice published in accordance with Rule 20.1(e) is given or served on the day of publication.

20.5 Signature on Notices

The signature on any notice to be given by the Association may be written or printed on or a facsimile thereof may be affixed by mechanical or other means.

20.6 Calculation of Notice Period

Where a period of notice is required to be given, the day on which the notice is dispatched and the day of doing the act or other thing will not be included in the number of days or other periods.

21. Accounts

21.1 The Association to Maintain

The Association will keep such accounting and other records of the business of the Association as it is required to keep by the Rules.

21.2 Annual Accounts

At the Annual General Meeting in every year the Committee will lay before the meeting statements of financial performance and position for the last Financial Year of the Association, together with such other accounts, reports and statements as may be required by the Rules.

21.3 Copy of Accounts

Other than those Members who have provided written notice to the Association stating that they do not wish to receive a copy of every document that is required to be laid before each Annual General Meeting by clause 21.2, a copy of these documents will be sent to all persons entitled to receive notices of General Meetings together with the notice of meeting, as required by the Rules.

21.4 Accounts Conclusive

Every set of accounts of the Association when audited and approved or received by a General Meeting at which it is presented will be conclusive except as regards any material error discovered in it within two (2) months next after its approval or adoption. Whenever any material error is discovered within that period the account will forthwith be corrected and then it will be conclusive.

21.5 Winding Up

If upon the winding up or dissolution of the Association there remains after satisfaction of all debts and liabilities, any property whatever, that property may not be paid to or distributed among the Members, but must be given or transferred to the College.

21.6 Non-Profit

- (a) The Association must not be carried on for the purposes of profit or gain to individual Members.

- (b) Nothing in Rule 21.6(a) affects the entitlement of a Committee Member to remuneration or reimbursement pursuant to Rule 5.3(a).

22. Policies

The Association in the exercise of its powers must comply with all applicable policies of the College. To the extent of any inconsistency between the Rules and the policies of the College, the policies of the College shall apply.

23. Indemnities

23.1 Indemnities

The Association indemnifies out of the property of the Association the Committee Members including Office Bearers against all actions, legal proceedings, costs, damages and expenses incurred by them or any of them in the proper discharge of their duties.

23.2 Insurance

To the maximum extent permitted by law, the College or the Association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been a Committee Member and/or Office Bearer of the Association against a liability:

- (a) incurred by the person in that person's capacity as a Committee Member and/or Office Bearer of the Association or in the course of acting in connection with the affairs of the Association or otherwise arising out of the individual's holding of such office, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the Association or in the event the Association was a corporation, would constitute a contravention of sections 182 and 183 of the *Corporations Act 2001* (Cth); or
- (b) for costs and expenses incurred by that person in defending proceedings, whatever their outcome.

24. Dissolution of the Association

The Association may be dissolved by:

- (a) a resolution of the Council of the College; or
- (b) a Special Resolution of Members present at a properly constituted General Meeting that is convened for the sole purpose of considering the dissolution of the Association.

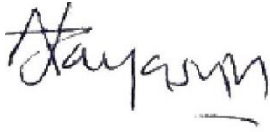
25. Alteration of Rules

The Rules of the Association shall not be altered except:

- (a) with the prior written approval of the Council of the College; and
- (b) pursuant to a Special Resolution of Members present at a properly constituted General Meeting.

DATED this fourteenth day of February 2022.

Approved by the Cornish College Board on eighteenth of March 2022



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President
On behalf of the Members