



Pembroke
OLD SCHOLARS

RULES
OF
PEMBROKE OLD SCHOLARS ASSOCIATION
INCORPORATED¹
ABN 83 952 959 053

Adopted at the AGM on and effective from 25 September 2024

¹ Pursuant to section 23A of the *Associations Incorporations Act 1985 (SA)* incorporated on 9 May 1980

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1. NAME

2. The name of the association is '*Pembroke Old Scholars Association Incorporated*'.
3. The use of the name '*Pembroke*' and School colours and Australian registered trade mark 907786 has been approved by the School Board.

4. INTERPRETATION

5. Definitions:-

- (a) '*accounts*' means accounts as defined under section 3 of the Act;
- (b) '*Act*' means the *Associations Incorporation Act 1985* (SA) as amended;
- (c) '*Affiliate*' means a separately incorporated or unincorporated Pembroke Old Scholar club or body affiliated with the School and/or the Association;
- (d) '*accounting records*' means documents that record the financial affairs of the Association, and which must be kept under section 35 or section 39C of the Act, for 7 years after the completion of the transactions to which they relate;
- (e) '*Annual General Meeting*' means a General Meeting required to be held annually as provided in these Rules and under section 39 of the Act;
- (f) '*Association*' means the Pembroke Old Scholars Association Incorporated established under the Act and with ABN 83 952 959 053, (and not being a 'prescribed association' as defined in the Act);
- (g) '*authorised investments*' means investments approved by the Committee;
- (h) '*Board Nominee*' means a Member nominated by the Committee under Clause 67 for election to the School Board as a representative of the Association;
- (i) '*business day*' means any day other than a Saturday, a Sunday or a public holiday observed in the State of South Australia;
- (j) '*Committee*' means the Committee of the Association as defined in Clause 53;
- (k) '*Executive*' means the Executive of the Committee and comprises the Officers;
- (l) '*ex officio*' means a person who is a non-voting member of the Committee;
- (m) '*Financial year*' means the Associations' accounting period of twelve months, which ends on 30 June each year;
- (n) '*General meeting*' means a general meeting of Members convened in accordance with these Rules;

- (o) '*Life Member*' means a Life Member of the Association as set out in these Rules;
- (p) '*Member*' means a natural member of the Association entered on the Register as a Member of the Association as defined in these Rules and includes Life Members and Honorary Members;
- (q) '*Officer*' means a person who occupies or acts in a position of the President, the Vice-President, the Secretary, or the Treasurer, including the Public Officer, who is concerned with, or takes part in, the management of the affairs of the Association;
- (r) '*Old Scholar*' means a former student of the School (and its predecessor schools of King's College and Girton Girls School), who attended for at least a period of 4 School terms;
- (s) '*Ordinary resolution*' means a resolution passed by a simple majority at a General Meeting;
- (t) '*Public Officer*' means a public officer appointed by the Association in accordance with section 56 of the Act;
- (u) '*Regulations*' means the *Associations Incorporation Regulations 2023 (SA)* (as amended);
- (v) '*Rules*' means the Rules set out in this document;
- (w) '*School*' means Pembroke School Incorporated;
- (x) '*School Board*' means the governing Board of the School;
- (y) '*Secretary*' means:
 - The person holding office under these Rules as secretary of the Association, or
 - If no such person holds that office – the Public Officer of the Association;
- (z) '*Special General Meeting*' means a General Meeting at which a Special Resolution is required and as provided for under the Act;
- (aa) '*Special Resolution*' means a special resolution as defined in the Act, where at least 21 days written notice has been given, and passed by at least a majority of not less than three-quarters of Members.

6. In these Rules:-

- (a) headings are for convenience only and do not affect the construction or interpretation of these Rules;
- (b) the singular includes the plural and vice versa;
- (c) one gender includes all genders;

- (d) a reference to a law includes regulations and instruments made under the law;
- (e) a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by the State or the Commonwealth of Australia or otherwise;
- (f) a reference to a meeting includes a meeting by technology provided all attendees have a reasonable opportunity to participate without being physically present in the same place;
- (g) a reference to a person being present in person includes a person participating in a meeting as described in Clause 6 (f);
- (h) 'writing' and 'written' includes printing, typing and other modes of reproducing words in visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (i) where, by a provision of these Rules, a document, including a notice, is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any state or Commonwealth law relating to electronic transmissions, or in any other matter approved by the Committee.

7. OBJECTS

8. The Objects of the Association are:-

- (a) to further the welfare of the School by promoting engagement and connections among former students of the School and its predecessors King's College and Girton Girls School;
- (b) to promote and foster relationships between Old Scholars and the School;
- (c) to promote the involvement of all former students of the School in the activities of the Association and in clubs and other bodies affiliated with the Association (Affiliates) including providing such assistance as necessary;
- (d) to provide, continue or discontinue scholarships, bursaries or awards; and
- (e) to raise funds to enable the Association to achieve these Objects by any means lawfully available to the Association.

9. APPLICATION FOR OBJECTS ONLY

- 10. The income and capital of the Association shall be applied exclusively to the promotion of the Objects and no portion shall be paid or distributed directly or indirectly to Members except as reimbursement for expenses incurred on behalf of the Association at a market rate or competitive commercial basis.

11. The Association is a not-for-profit organisation and operates for the mutual benefit of its Members. The Association must comply with all requirements pursuant to the *Income tax Assessment Act 1997 (as amended)*.

12. POWERS

13. The Association, in addition to and without prejudice to the powers conferred by the Act and by these Rules, but subject to the reasonable direction and authority of the Board of the School, has the following powers which must be exercised in a manner consistent with the Objects:-
- (a) to purchase, take on lease, hire, exchange, accept as a gift, or by any other means acquire for such tenure and upon such conditions as may seem fit and to sell, dispose of or otherwise part with the possession of and to let or license upon such conditions and terms as may seem fit any real or personal property and to execute any documents required for those purposes;
 - (b) to invest and deal with all or any of the funds of the Association in any manner the Committee from time to time determines and to vary such investments;
 - (c) to grant scholarships or bursaries to students of Old Scholar families at the School, and grant awards or prizes to students of the School; and
 - (d) to do such other lawful things as are incidental or conducive to the attainment of the above Objects of the Association including entering into any service agreement with the School.

14. AFFILIATION

15. 'Affiliate' means a separately incorporated or unincorporated Pembroke Old Scholar club or body affiliated with the School and/or the Association but is not a club or body which falls under the control, direction or indemnity of the Association.

16. MEMBERSHIP

17. Subject to these Rules, the following persons are eligible to be Members of the Association:-
- a) former students who attended either King's College, Girton Girls School or the School for at least 4 School terms and left in good standing, being **Members**; or
 - b) such other persons as the Committee may, upon application, permit to become Members upon such terms as the Committee may from time to time determine, being **Honorary Members**.
18. Subject to the provisions of these Rules regarding resignation or expulsion of Members, membership of the Association will be for life.

19. The date of membership shall be the date of cessation of attendance at the School, or the date of awarding Honorary membership.
20. Those students deemed not to have left in good standing are those who were expelled or whose enrolment or application for enrolment was terminated or rejected due to a serious breach of the School's policies, rules or laws of any Australian jurisdiction.
21. In such circumstances, admission to the Association will be at the discretion of the President in consultation with the Principal and following a process of genuine reconciliation.

22. MEMBERSHIP FEES

23. The Committee may from time to time, in consultation with the School, determine Membership fees, or any other fees, payable by Life Members and the circumstances in which such fees and subscriptions are to be paid, waived or varied.

24. RIGHTS OF MEMBERS

25. A Member of the Association may, subject to these Rules:-
 - (a) attend, take part in and vote at any Annual General Meeting or Special General Meeting of the Association; and
 - (b) hold office in the Association.

26. RESIGNATION OF A MEMBER

27. A Member may resign from the Association by notice in writing to the Secretary but no such resignation will prejudice the right of the Association to recover from the Member any amount owed to the Association immediately prior to such resignation.

28. EXPULSION OF A MEMBER

29. Any Member who, by their conduct, brings themselves or the Association or the School into disrepute may, subject to provision of natural justice, be liable to expulsion from the Association by a resolution carried at a meeting of the Committee by a majority of at least two-thirds of the Committee members present and voting, and thereby removed from future communications and involvement in the activities of the Association.
30. At least fourteen (14) days before any such meeting to consider expulsion, the Member must be given notice in writing of the time and place of the meeting, the conduct complained of and the intended resolution for expulsion and be advised that that they may, at that meeting and before the passing of any such resolution, give orally or in writing, an explanation of their conduct and make such other submissions as they think fit.

31. The notice must be sent by pre-paid registered or certified mail addressed, or otherwise in writing, to the Member at his or her last known address and will be presumed to have been received by the Member on the third business day after posting.
32. Should a member be expelled from the Association, the Association must advise the Member by written notice of their expulsion within 7 business days.
33. Expulsion of a Member will not prejudice the right of the Association to recover from that Member any subscription, debt or other amount owed by them to the Association immediately prior to such expulsion.

34. REGISTER OF MEMBERS

35. A register of Members is to be kept by the School, on behalf of the Association, and contain:-
 - (a) the name of the Member;
 - (b) the year in which the Student left the School, being the date upon which the Member was admitted as a Member of the Association;
 - (c) email and/or contact address;
 - (d) date of resignation or termination, if applicable.
36. The Association can request Member contact details from the School upon a student (aged over 18 years of age) leaving the School.
37. In obtaining such details, the Association shall comply with relevant provisions of the *Privacy Act*.
38. The Association shall advise the School of Member details, if advised of any changes.
39. Subject to Clause 26, the inability of the School or the Association to be able to contact a Member does not mean the Member has resigned or is otherwise ineligible to vote having regard to the fact that membership is for life, subject to notice of resignation or termination.

40. OFFICERS

41. The **Officers** of the Association are:-
 - (a) the President, who will act as Chair of the Committee, unless otherwise delegated;
 - (b) the Vice President;
 - (c) the Secretary, and
 - (d) the Treasurer.
42. The Officers constitute the **Executive**.
43. The Officers are to be elected (or re-elected) at an Annual General Meeting.
44. The President will hold office for a term of two (2) years from the date of the Annual General Meeting and is eligible for re-election.

45. Other members of the Executive will hold office for a term of two (2) years from the date of the Annual General Meeting and are eligible for re-election.
46. The President or, in the absence of the President, the Vice President, is to preside at all General meetings of the Association and at all meetings of the Committee.
47. If neither the President nor the Vice President is present at the appointed time, a presiding officer is to be elected from the other members of the Committee present. If there is no member of the Committee present and willing to act, another Member of the Association who is present may be elected to preside.
48. The Secretary may be the Public Officer for the purposes of the Act. In the event of a casual vacancy then the Executive may nominate a Public Officer to hold office pending the next Annual General Meeting.

49. DUTIES

50. The duties of the Officers are set out in the Terms of Reference for each office.
51. The Terms of Reference are to be established by the Committee, and varied as deemed necessary.

52. THE COMMITTEE

53. The management and control of the Association and of all funds of or held by the Association are vested in the Committee.
54. The Committee may exercise all the powers of the Association save those which must, under the Rules or by law, be exercised by the Members in General meeting.
55. The Committee is made up of Members who shall be natural persons and be former students of the School (or its predecessor schools), and comprised as follows:-
 - (a) the Executive (4);
 - (b) up to fourteen (14) Members elected at the Annual General Meeting, which Members may include a representative from any Affiliate of the Association;
 - (c) the Principal of the School (and/or any nominee(s)); and
 - (d) the Board Nominee(s) in an *ex officio* non-voting capacity in accordance with Clause 70.
56. All Committee positions shall be subject to re-election at each Annual General Meeting.
57. The term for members of the Committee will be two years.
58. The Committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the Association.

59. Questions or motions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.
60. A member of the Committee having a direct or indirect pecuniary interest in any transaction with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that proposed transaction.
61. No person who is indebted to the School in an amount of \$15,000 or more (or such other amount as the School Board may fix from time to time) that has been outstanding for a period in excess of ninety (90) days, is entitled to be elected or appointed to the Committee.
62. A member of the Committee who is indebted to the School in an amount of \$15,000 or more (or such other amount as the School Board may fix from time to time) that has been outstanding for a period in excess of ninety (90) days is disqualified until the next Annual General Meeting from holding office on the Committee.
63. The Committee may delegate any of its powers, except this power, to such sub-committees or individuals as it thinks fit.
64. The Committee may define these delegated powers generally or specifically and may revoke such powers at any time.
65. No sub-committee or individual has power to act in the name of the Committee or of the Association unless explicitly authorised to do so by resolution of the Committee recorded in the Minutes.

66. NOMINEE ELECTION TO THE SCHOOL BOARD

67. As and when requested by the School Board, the Committee shall nominate eligible members for election to the School Board, being two (2) persons or as otherwise provided for under the School's Constitution (**Board Nominee**).
68. A Member elected to the School Board shall be for a term of three (3) years, or as otherwise provided for under the School's Constitution.
69. The Committee will notify the Association of the eligible Members that the Committee proposes to nominate for election to the School Board under Clause 67 at least 7 days before the Committee makes those nominations.
70. Any Member elected to the School Board will, for the term of their membership of the School Board, be an *ex officio* Committee member. At the end of their term of membership of the School Board, the Committee membership shall also conclude.
71. The Terms of Reference for such appointee shall be determined by the Association and submitted to the School Board for consideration and approval.

72. EXPULSION OF COMMITTEE MEMBERS

73. A Committee member may be expelled as a Committee member by resolution of the Committee:-

- (a) if their conduct, brings themselves, the Association or the School into disrepute;
 - (b) is disqualified under the requirements of the Act;
 - (c) is expelled under these Rules;
 - (d) is permanently incapacitated by ill health; or
 - (e) is absent from Committee meetings without an apology for more than four meetings in a financial year.
74. At least fourteen days (14) before any such meeting of the Committee the Member must be given notice in writing of the time and place of the meeting, the conduct complained of and the intended resolution for expulsion, and be advised that they may, at the meeting and before passing of any such resolution, give orally or in writing, an explanation of their conduct and make such other submissions as they see fit.
75. The notice must be sent at their last known contact address and will be presumed to have been received by the Committee member on the second business day after the notice was sent, and advise the committee member of their expulsion within 7 business days.

76. PROCEEDINGS OF THE COMMITTEE

77. The Committee will meet at such times and places as the Executive may nominate and as advised by the Secretary, between February and November each year, or as otherwise considered necessary.
78. The Secretary must convene a meeting of the Committee at the request of the President, or of three (3) members of the Committee.
79. Notice of every meeting of the Committee must be given in writing, including by electronic means, by the Secretary to all members of the Committee at least seven (7) days before the date of the meeting.
80. At every meeting of the Committee:-
- (a) A quorum for the meeting shall be one half of the members of the Committee, plus one;
 - (b) questions arising will be decided by a majority of votes provided that no motion may be declared carried unless at least four (4) members vote in favour of it; and
 - (c) the person presiding will have a deliberative vote and, in the event of an equality of votes, a second or casting vote.

81. MINUTES OF MEETINGS

82. It is the duty of the Secretary to keep minutes of:-
- (a) all appointments of Members to the Committee;
 - (b) the names of Committee members present at Meetings; and
 - (c) all proceedings of the Committee meetings and General meetings.

- 83. Minutes of all proceedings of General meetings of the Association and of meetings of the Committee must be entered in books kept for that purpose.
- 84. The minutes must be recorded as being confirmed by the members present at a subsequent meeting and must be signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed.
- 85. Where minutes are confirmed and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

86. COMMON SEAL

- 87. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 88. The Common Seal of the Association may only be affixed to documents with the express authority of the Committee.
- 89. The affixing of the Seal must be witnessed by two (2) members of the Executive, and be recorded in the Minutes.

90. FINANCIAL YEAR

- 91. The financial year of the Association commences on the 1st day of July and ends on the 30th day of June.

92. BANK ACCOUNTS

- 93. The Association shall maintain a bank account(s) through which all receipts and payments recording its business activities shall be recorded.
- 94. The bank account(s) shall be maintained by the Treasurer and such records be made available to the Committee for inspection as requested.

95. INVESTMENTS

- 96. The Committee may authorise the Treasurer to invest surplus funds of the Association in authorised investments (**Authorised Investments**).
- 97. Similarly, the Committee may authorise the Treasurer to redeem or sell such authorised investments as required for the purposes of funding the activities of the Association.

98. ACCOUNTS TO BE KEPT

99. The Association shall keep and retain such accounting books and records required to be kept, so as to record and explain the financial transactions and financial position of the Association in accordance with the Act.

100. ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

101. The Treasurer shall provide a financial report recording the net operating result and financial position of the Association at each meeting of the Committee, or as otherwise requested by the Executive.

102. INDEPENDENT REVIEW OF ACCOUNTS

103. An accountant, suitably qualified as a member of Chartered Accountants Australia and New Zealand or CPA Australia (or equivalent bodies), and who is not a member of the Committee, must be appointed as Auditor (including as Honorary Auditor) at an Annual General Meeting of the Association and will hold office until replaced.
104. The Auditor must examine and independently review, or audit, the accounts of the Association and report on the accounts at such times as the Committee requires, but at least for each financial year ended 30 June.
105. A casual vacancy in the office of Auditor may be filled by an appointment by the Committee until the next Annual General Meeting.

106. SCHOLARSHIPS, BURSARIES, AWARDS

107. The Committee may, out of the funds of the Association, provide and maintain scholarships and bursaries towards the tuition of students at the School who are children of Old Scholars, or make an award to a current or former student of the School.
108. The number of such scholarships or bursaries and the conditions governing them may be determined from time to time by the Committee.
109. Recommendations to the Committee for scholarships, bursaries or an award must be in writing and provide a confidential outline of circumstances and justification.
110. The Committee will provide a recommendation and the conditions governing an award of a scholarship, bursary or award to the Principal.
111. The final decision to approve a scholarship, bursary or award rests with the Principal.

112. NO DISTRIBUTION OF PROPERTY OR INCOME

113. No Member of the Association is entitled to any part of the property or income of the Association or to receive any dividend from its operation, provided that this does not prevent payment being made to reimburse any person for out-of-pocket expenses incurred while acting on behalf of the Association at a market rate or competitive commercial basis.

114. GENERAL MEETINGS

115. The Annual General Meeting of the Association must be held within three (3) months of the end of the financial year of the Association.
116. The business at the Annual General Meeting will be:-
- (a) to confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since that meeting;
 - (b) to receive a report from the President, the Principal, and the Treasurer and receive the audited accounts for the preceding year. Associated clubs of the Association may also present a report;
 - (c) to elect the Executive, the Public Officer, and up to fourteen (14) other Committee members for a term of two years;
 - (d) to appoint an auditor (as required);
 - (e) to nominate for election to the School Board (if required) such person or persons as the Constitution of the School provides may be nominated by the Association (provided that any casual vacancy on the School Board which the Association is empowered to fill may be filled by a person appointed by the Committee); and
 - (f) to deal with any other business of which due notice has been given.
117. The Committee may convene a Special General Meeting of the Members whenever it thinks fit and must do so on receipt of a written requisition sent by post or by electronic means from no fewer than twenty (20) members specifying the purpose of the meeting.
118. Subject to Clause 144 (b), not less than fourteen (14) days' notice must be given of every General Meeting. The notice must specify where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
119. No business (except of a formal nature) may be transacted at a General Meeting unless such business has been specified in the notice convening the meeting.
120. The person presiding at a General Meeting may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

121. At any General Meeting fifteen (15) Members present in person or by proxy will constitute a quorum.

122. VOTING

123. Subject to these Rules, every Member has only one vote at a meeting of the Association.
124. Subject to these Rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
125. Unless a poll is demanded by at least five Members, a resolution put to a vote will be determined by a show of hands.
126. The person presiding will have a deliberative vote and, in the event of an equality of votes, a second or casting vote.
127. The person presiding may direct that a vote be determined by ballot. Any such ballot is to be conducted in the manner directed by the person presiding.

128. PROXY VOTING

129. A Member who cannot attend at any meeting of the Association may appoint in writing another Member of the Association to be their proxy and attend and vote on their behalf accordingly at any General Meeting of the Association.
130. An instrument of proxy must be in such form as the Committee may determine and must be delivered, posted or emailed addressed to the Secretary so as to be received at least three (3) clear business days before the date of the Meeting to which it relates.
131. A proxy has the same right as the Member to speak and vote at the General Meeting and may be appointed in respect of more than one (1) meeting. A Member is entitled to instruct their proxy to vote in favour of or against any proposed resolution or resolutions. The proxy may vote as they think fit unless otherwise instructed.

132. DISPUTE RESOLUTION

133. The dispute resolution procedure set out below applies to disputes between:-
(a) a Member and the Association; and/or
(b) a Member and another Member
(the parties).
134. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
135. If the parties are unable to resolve the dispute at the meeting the parties may choose to mediate and discuss the dispute before an independent third person agreed to by the parties.

136. The costs of any mediation are to be shared equally between the parties unless otherwise mutually agreed.

137. SCHOOL INSIGNIA

138. Neither the Association nor any of its Members may use the name “Pembroke School” or any badge, insignia, emblem, word or mark belonging to or associated with the School for any purpose without the prior written consent of the School Board.

139. INDEMNITY AND INSURANCE

140. Every member of the Committee will be indemnified out of the property of the Association against any liability incurred by them in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted.
141. To the extent permitted by law, every person who is or has been a member of the Committee will be indemnified out of the property of the Association from and against all costs, losses and expenses which that person properly incurred or became liable to pay by reason of any contract entered into or other act or thing done in the discharge of that person's duties on behalf of the Association.
142. The Association may, to the extent permitted by the Act and these Rules:-
- (a) purchase and maintain insurance, or consent to be covered by the School's insurance policies, and
 - (b) pay or agree to pay a premium for insurance,
- for any person to whom this clause applies against any liability the person incurs as a member of the Committee including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal and whatever their outcome.

143. ALTERATIONS TO THE RULES

144. The Rules may be amended, repealed or replaced by a resolution passed by at least two-thirds of the Members present in person or by proxy at a General Meeting of the Association called in accordance with the Rules, provided that:-
- (a) all alterations to the Rules are proposed by or through the Committee;
 - (b) all suggested alterations to the Rules must be submitted in writing by post or by electronic means to the Secretary at least one month prior to the date of the General Meeting at which they are to be considered;
 - (c) all alterations to the Rules must be consistent with the Objects of the Association and aims of the School; and
 - (d) no alteration to the Rules will take effect unless and until it has received the written consent of the School Board.

145. WINDING UP OR CANCELLATION

146. The Association may be wound up voluntarily by a Special Resolution passed in accordance with the Act at a General Meeting of Members, or by cancellation.

147. APPLICATION OF SURPLUS ASSETS

148. If, upon completion of the Winding Up, there are any surplus assets, they must not be paid to or distributed among the Members but must be transferred to the School or, if the School is not in existence at that time, they must be distributed to or among such one or more religious, scientific, charitable or public educational institution or institutions as defined in the *Income Tax Assessment Act (as amended)* (Cth) which prohibits or prohibit the distribution, whether in money, property or otherwise to members, as the Committee may direct.
149. The body to which the surplus assets are to be given must be decided by Special Resolution at or before the time of dissolution.

150. TRANSITIONAL PROVISIONS

151. The Rules will come into force immediately after it is adopted.
152. The adoption of the Rules will not affect anything done or permitted under any former Rules (or Constitution), or any right or title accrued, or obligation or liability incurred, or duty or restriction imposed before that adoption, and will not interfere with the prosecution or affect the course or validity of any legal proceedings then pending, or otherwise, under any former Rules (or Constitution).
153. All resolutions of the former Committee made under any former Rules (or Constitution) and in force at the time of the adoption of the Rules are to continue in full force and effect after the adoption of the Rules and may be rescinded, amended or repealed by the Committee at any time.

END

Date of adoption this **25th day of September 2024.**