



BALLARAT AND QUEEN'S OLD GRAMMARIANS' ASSOCIATION

The  
Ballarat & Queen's  
Old Grammarians' Association Inc.

[Registration No.: A0008440W]

Rules

(February 2021)

## 1. Name

The name of the incorporated association (hereinafter called in these Rules "*the Association*") is **Ballarat & Queen's Old Grammarians' Association Incorporated**.

## 2. Purposes

(1) The Constitution of **Ballarat and Queen's Anglican Grammar School** (hereinafter called in these Rules "*the School*") recognises the Association to be the only official link between the School and its former students.

(2) The purposes of the Association are:

- (a) To be the only official link between the School and its former students providing active leadership for those former students who wish to involve themselves in the development of the School and make a positive contribution to the policies and aims of the school.
- (b) To foster good fellowship amongst the former students of -
  - (i) Queen's College;
  - (ii) Queen's Church of England Girls' Grammar School;
  - (iii) Ballarat Church of England Grammar School; and
  - (iv) Ballarat and Queen's Anglican Grammar School;That came together to make up the School as it is today.
- (c) To work with the Board of Management of the School to preserve the rich heritage of the School and its predecessors.
- (d) To nominate representatives to the Board of Management of the School and to the Ballarat and Queen's Anglican Grammar School Foundation.
- (e) To actively encourage present students at the School by providing scholarships and bursaries where possible and other appropriate awards and recognition of their efforts.

## 3. Definitions

(1) In these Rules, unless the contrary intention appears -

"**the Act**" means the Associations Incorporation Reform Act 2012;

"**Associate Member**" means a person who is not a past student of the School who is entitled to membership of the Association pursuant to rule 6(1)(a)

"**committee**" means the committee of management of the Association and includes all ordinary members and officers of the Association;

"**financial year**" means the 12 month period ending on December 31;

"**general meeting**" means a general meeting of members convened in accordance with rule 17.

"**Honorary Member**" means a person who has given a minimum of 10 years' service to the School and meets any other criteria set by the Committee from time to time and who has been invited by the Committee to become a non voting honorary member of the Association

"**member**" means a past student of any of the Schools referred to in rule 2(b).

"**ordinary member of the committee**" means a member of the committee who is not an officer of the Association under rule 26;

"**Regulations**" means regulations under the Act;

## 4. Agreement with the School

It is agreed between the School and the Association that:

- (a) No past or future association whether incorporated or unincorporated may use the name "Ballarat Grammarians" or any variant thereof under any circumstances whatsoever.
- (b) Neither the School nor the Association will instigate, nor be a party to, any legal proceeding of whatsoever nature or kind against the other entity.
- (c) The Association will seek the endorsement of the Board of Management of the School to the office holders of the Association's Committee of Management set out in rule 26.
- (d) A Memorandum of Understanding will exist between the School and the Association encompassing, but not limited to:
  - (i) financial support for the Association

- (ii) administrative support for the Association
- (iii) access to members who are not Registered Members in accordance with rule 11
- (iv) dispute resolution in relation to rule 4(c).

## **5. Alteration of the rules**

These Rules and the statement of purposes of the Association may only be altered by a special resolution at a general meeting of the Association and in accordance with the Act.

## **6. Membership**

(1) For the avoidance of doubt the following classes of persons shall be members of the Association:

- (a) All members of the Ballarat Grammar Incorporated Association of Non-Current Students (Inc.) as at the 6th day of April 2003 (save that members of that Association who are not former students of the School may become Associate members of the Association only).
- (b) All members and Associate members of the Association as at the 6th day of April 2003.
- (c) All Honorary Members.

(2) Otherwise, eligibility to join the Association shall be limited to those individuals who are:

- (a) Former students of the School, or one of the schools named in rule 2, which came together to make up the School; and
- (b) Past permanent staff members of those schools, who have been invited to become honorary members.

(3) A person who is not a member of the Association at the time of the adoption of these rules may only be admitted to membership in accordance with these rules.

## **7. Annual subscription and fee on joining**

(1) At each annual general meeting, the Association must determine:

- (a) the amount of the annual subscription (if any) for the following financial year, and
- (b) the date for payment of the annual subscription.

(2) The Association may determine Joining Fees at an annual general meeting for any member who joins after the start of a financial year.

## **8. General rights of members**

(1) A member of the Association who is entitled to vote has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 48; and
- (f) to inspect the register of members.

(2) A member is entitled to vote if:

- (a) the member is a member other than an associate member; and
- (b) the member's name is entered in the Register of Members; and
- (c) more than 10 business days have passed since he or she became a member of the Association; and
- (d) the member's membership rights are not suspended for any reason.

(3) Associate Members and Honorary Members of the Association may enjoy all of the rights and privileges of membership save that they may not hold office in the Association nor vote at General Meetings of the Association.

(4) No-one is entitled to exercise the rights of membership until his or her name is entered in the Register of Members.

**9. Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

**10. Ceasing membership**

(1) A Member or Associate Member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

(2) After the expiry of the period referred to in rule 10(1) -

- (a) that person ceases to be a member; and
- (b) the Secretary must record in the Register of Members the date on which he or she ceased to be a member; and
- (c) the secretary must ensure that the person's details are removed from the Register of Members.

**11. Register of members**

(1) A member becomes a registered member only after applying to the Association to be entered in the Register of Members.

(2) The Secretary must keep and maintain an accurate register of Members, Associate Members and Honorary Members, containing-

- (a) the name and address of each member; and
- (b) the date on which each member's name was entered in the register.

(3) The register shall be available for inspection free of charge by any member upon request.

**12. Discipline, suspension and expulsion of members**

(1) Subject to these Rules, the Committee shall have power in its absolute discretion if it considers that the interests of the Association so require, to request any member to withdraw from the Association.

(2) The Committee shall provide such member with 21 days notice of any meeting to consider the matter.

(3) Such member shall be allowed to offer an explanation of his or her conduct, either verbally or in writing to the Committee, at a Committee meeting convened in accordance with rule 33, and if a seventy five percent majority of the Committee votes for his or her expulsion, he or she shall cease to be a member of the Association. The decision of the Committee shall be final, subject to the grievance procedure in rule 13.

**13. Disputes and mediation**

(1) The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) a member and another member; or
- (b) a member and the Association.

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

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

- (4) The mediator must be-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement -
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settle centre or Victoria (Department of Justice).
- (5) A member of the Association cannot be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

#### **14. Annual general meetings**

- (1) The committee shall determine the date, time and place of the Annual General Meeting of the Association.
- (2) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) The ordinary business of the Annual General Meeting shall be-
  - (a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
  - (b) to receive from the committee, reports upon the transactions of the Association during the last preceding financial year; and
  - (c) to elect the members of the committee;
  - (d) to appoint an auditor pursuant to the Act; and
  - (e) to receive and consider the statement submitted by the Association in accordance with the Act.
- (4) The Annual General Meeting shall conduct any special business of which notice has been given in accordance with these Rules.

#### **15. Special general meetings**

- (1) In addition to the Annual General Meeting, further general meetings may be held in the same year.
- (2) All general meetings other than the Annual General Meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.

(4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.

(5) The committee must, on the request in writing of not less than 30 members of the Association, convene a special general meeting.

(6) The request for a special general meeting must-

- (a) state the objects of the meeting; and
- (b) be signed by the members requesting the meeting; and
- (c) be sent to the address of the Secretary.

(7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

(8) If a special general meeting is convened by members in accordance with this rule, it must be convened in a manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

## **16. Special business**

All business that is conducted at a special general meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

## **17. Notice of general meetings**

(1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

(2) Notice may be sent:

- (a) by prepaid post to the address appearing in the register of members;
- (b) by electronic communication, where the register of members holds such information; or
- (c) if the member requests, by facsimile transmission.

(3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.

(4) A member intending to bring any business before a meeting may notify in writing, or by electronic communication, the Secretary of that business, who must include that business in the notice calling the next general meeting.

(5) A general meeting of the Association may be held via an electronic forum at the discretion of the committee.

## **18. Quorum at general meetings**

(1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.

(2) Fifteen members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.

(3) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present –

- (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved;
- (b) in the case of the Annual General Meeting – the meeting shall proceed and all business transacted will be confirmed at the first Committee meeting after the Annual General Meeting; and
- (c) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.

(4) If at the adjourned meeting the quorum is not present with half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 10) shall be a quorum.

### **19. Presiding at general meetings**

(1) The President, or in the President's absence, one of the Vice-Presidents, shall preside as Chairperson at each general meeting of the Association.

(2) If the President and both Vice-presidents are absent from a general meeting, or are unable to preside, or decline to preside, the members present must select one of their number to preside as Chairperson.

### **20. Adjournment of meetings**

(1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting to a specified date, time and place.

(2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

(3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 17.

(4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **21. Voting at general meetings**

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

(2) All votes must be given personally or by proxy.

(3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote, where he/she is a member of the Association.

(4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year, should such fees apply.

### **22. Poll at general meetings**

(1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

(2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

### **23. Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands –

- (a) a declaration by the Chairperson that a resolution has been -
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### **24. Proxies**

(1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

(2) The notice appointing the proxy must be-

- (a) for a meeting of the Association convened under rule 12, in the form set out in Appendix 1; or
- (b) in any other case, in the form set out in Appendix 1.

(3) Members are entitled to appoint a proxy and lodge it via facsimile, email attachment or email communication, provided that a legally recognised electronic signature is attached to the proxy.

### **25. Committee of management**

(1) The affairs of the Association shall be managed by a committee of management (called the committee) of not more than 12 persons, of whom (if possible) 6 shall be female and 6 shall be male.

(2) The committee -

- (a) shall control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, 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 meetings of the members of the Association; and
- (c) subject to these Rules, the Act and the Regulations, 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.

(3) The committee shall consist of -

- (a) the five officers of the Association set out in rule 26; and
- (b) not more than seven ordinary members,

### **26. Office holders**

(1) The officers of the Association shall be-

- (a) The President;
- (b) The Female Vice President
- (c) The Male Vice President
- (d) The Secretary; and
- (e) The Treasurer



(2) Officers shall be elected by the whole Committee from amongst the members of the committee. One Vice President must be male and the other female, otherwise Officers of the Association may be male or female.

(3) The provisions of rule 28, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule (1).

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

## **27. Ordinary members of the committee**

(1) Subject to these Rules, each ordinary member of the committee shall hold office for 1 year but is eligible re-election.

(2) In the event of a casual vacancy occurring on the committee, it may appoint a male or female member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

(3) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

## **28. Election of officers and ordinary committee members**

(1) Nomination of candidates for the committee shall be-

- (a) in writing, signed by two members of the Association and endorsed with the written consent of the candidate; and
- (b) delivered to the Secretary of the Association not less than 5 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 elected.

(3) If the number of nominations so received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.

(4) If there are more than 6 nominations for either the male or female committee member positions to be filled, a ballot must be held.

(5) If the number of nominations for male or female positions on the committee exceeds the number of vacancies to be filled for that gender and there are insufficient nominations received to fill all the vacancies to be filled for the other gender, then the Committee may subsequently co-opt persons of either gender to fill any remaining vacancy or vacancies.

(6) The Committee shall not be deemed to be irregularly constituted by reason of the number of members being less than the number of any respective vacancies, or by any casual vacancy.

## **29. Secretary**

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary must:

- (a) maintain the register of members in accordance with rule 11; and
- (b) keep custody of the common seal (if any) of the Association and all books, documents and securities of the Association in accordance with rules 41 and 47; and

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

### **30. Treasurer**

(1) The Treasurer must:

- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
- (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
- (d) ensure cheques are signed by at least 2 committee members as per rule 41(1)

(2) The Treasurer must:

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
- (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.

(3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **31. Vacancies**

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member-

- (a) ceases to be a member of the Association; or
- (b) becomes insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary; or
- (d) is removed from office by a special resolution

### **32. Meetings of the committee**

(1) The committee must meet at least 6 times in each year at such place and such times as the committee may determine.

(2) Special meetings of the committee may be convened by the President or by any 6 members of the committee.

(3) The Committee may from time to time appoint such subcommittees as it considers necessary and delegate to them such powers as it shall determine.

(4) Sub committees shall report their proceedings to the Committee and conduct their business in accordance with the directions of the Committee.

(5) The President and in his or her absence a vice President shall chair all subcommittees, otherwise the members present shall elect a chairman.

(6) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

(7) The order of business may be determined by the members present at the meeting.

(8) Committee members may participate in the meeting of the committee by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other. A committee member participating in a committee meeting in this manner shall be taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **33. Notice of committee meetings**

(1) Written notice of each committee meeting, specifying the date, time and location, must be given to each member of the committee at least 1 week before the date of the meeting.

(2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

(3) For the purposes of this rule "written Notice" shall include facsimile, email, or any other electronic form of communication.

### **34. Quorum for committee meetings**

(1) Any 6 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.

(2) No business may be conducted unless a quorum is present, or otherwise in accordance with sub-rule (3).

(3) If within ten minutes of the time appointed for the meeting, except for an urgent meeting in accordance with rule 35, a quorum is not present, the meeting may proceed and all business transacted shall be confirmed at the next meeting of the committee.

(4) in the case of an urgent meeting, the meeting shall stand adjourned to the same place and the same time and day in the following week. If a quorum is not present at the adjourned meeting, the meeting lapses.

(5) The committee may act notwithstanding any vacancy on the committee.

### **35. Urgent meetings**

(1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 33 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

(2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.

(3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **36. Presiding at committee meetings**

At meetings of the committee-

(a) the President or, in the President's absence, a Vice-President presides; or

(b) if the President and both Vice-Presidents are absent, or are unable to preside, or decline to preside, the members present must choose one of their number to preside.

### **37. Voting at committee meetings**

(1) Questions arising at a meeting of the committee, or at a meeting of any subcommittee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

(2) Each member present at a meeting of the committee, or at a meeting 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.

### **38. Removal of committee member**

(1) Should any member of the Committee be guilty of misconduct, or fail to attend for 3 consecutive meetings without leave or apology delivered at or prior to the meeting the Committee may declare his or her position vacant.

(2) For the purposes of this rule "misconduct" means any one of;

- (a) Gross misconduct at a meeting,
- (b) Behaviour bringing the Association into disrepute; and
- (c) Actively working against the purpose of the Association.

(3) No Committee member shall be removed by the Committee pursuant to this rule unless a minimum of 9 members of the Committee vote in favour of his or her removal.

(4) The Association in general meeting may, by Special Resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

(5) A Committee member who is facing removal pursuant to this rule (by either the Committee or a General Meeting) may make representations in writing to the Secretary who shall either read out or provide copies to the members of the Association present at such Meeting.

(6) Any person aggrieved as a result of the purported application of this rule by the Committee or a Special General Meeting of the Association shall exhaust the Dispute and Mediation procedures in rule 13 before resorting to litigation in the Courts.

### **39. Conflict of interest**

(1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

(2) The member:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

#### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

(3) This rule does not apply to a material personal interest:

- (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

### **40. Minutes of meetings**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

#### **41. Funds**

(1) All cheques must be signed by any two of the following, President, Treasurer, Secretary or member of the committee as nominated by the Committee.

(2) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the committee determines from time to time.

#### **42. Seal**

Should the Association resolve to adopt a Common Seal, then;

(1) Such common seal shall be kept in the custody of the Secretary.

(2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must 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.

#### **43. Management of funds**

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

(3) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

(5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

(6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

#### **44. Financial records**

(1) The Association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

(2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

(3) The Treasurer must keep in his or her custody, or under his or her control:

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Committee.

#### **45. Financial statements**

(1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

- (2) Without limiting sub-rule (1), those requirements include:
- (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;
  - (d) the submission of the financial statements to the annual general meeting of the Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**46. Notice to members**

Except for the requirement in rule 17, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it to the member at that member's address shown in the register of members by pre-paid post, facsimile transmission or any form of electronic communication.

**47. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, there remains after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the members of the Association but shall be given or transferred to some other Association having similar objects and which shall prohibit the distribution of its income and property amongst its members to any extent at least as great as imposed on the Association such action to be determined by the members of the Association at or before the time of dissolution and in default thereof such Judge of the Supreme Court of Victoria as may have, or acquire jurisdiction in the matter.

**48. Custody and inspection of books and records**

(1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

(2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.

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**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I \_\_\_\_\_, of \_\_\_\_\_ being a registered member of  
*(name)* *(address)*

The Ballarat & Queen's Old Grammarians' Association Inc,

appoint \_\_\_\_\_, of \_\_\_\_\_ being a registered member of  
*(name of proxy holder)* *(address)*

that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* the following resolution(s)  
*(insert details of resolution).*

\_\_\_\_\_  
Signed

Date:    /    /

\*Delete if not applicable. If no direction is given, the proxy may vote in favour or against any resolution(s) at their sole discretion.