RULES OF THE OLD HALEIANS' ASSOCIATION (INC.)

DATED 29 JUNE 2020

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Name of Association

1. The name of the Association is The Old Haleians' Association (Inc.), hereinafter called the Association.

Definitions

2. In these Rules, unless the contrary intention appears:

"Act" means the Associations Incorporation Act 2015 (WA) (as amended).

"Alumni Manager" means an alumni manager which may be appointed by the School or the Association from time to time to assist in the management and operation of the Association.

"Annual General Meeting" means a meeting convened under Rule 25(6).

"Association" means The Old Haleians' Association (Inc.)

"Auditor" means the auditor of the Association.

"Board" means the Board of Governors of the School.

"Chairperson" means, in relation to the proceedings at a Committee Meeting or a General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with Rules 24 or 26.

"Committee" means the Committee of Management of the Association referred to in Rule 12.

"Committee Meeting" means a meeting of the Committee convened under Rule 24.

"Committee Member" means a person referred to in paragraphs (a) to (f) inclusive of Sub-rule 12(1).

"Convene" means to call together for a formal meeting.

"Endowment Fund" means the Hale School Endowment Fund Association (Inc).

"Financial Year" means the period commencing 1 January and ending on 31 December in the same year.

"Financial Institution" means a bank, fund manager, stockbroker or other financial institution with which the Association maintains an account or through which the Association has invested all or part of the Funds.

"Funds" means the funds of the Association.

"General Meeting" means a meeting convened under Rule 25(1).

"Member" means a member of the Association.

“Minute Book” means the minute book maintained by the Secretary under Sub-rule 20(5).

“Objects” means the objects of the Association specified in Rule 3.

“Old Boy” means a former student of the School and the schools which preceded the School.

“Officer” means the President, Vice-President, Treasurer or Secretary of the Association.

“Ordinary Resolution” means a resolution other than a Special Resolution.

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

“President” means the President of the Association.

“Register” means the register of Members referred to in Sub-rule 20(5)(i).

“Rules” means these Rules.

“School” means the education facility conducted by the Governors of Hale School under the provisions of the Hale School Act 1876.

“Secretary” means the Secretary of the Association.

“Special General Meeting” means a General Meeting other than an Annual General Meeting.

“Special Resolution” has the meaning given by sections 3 and 51 of the Act, that is:

(a) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the Members who are entitled under the Rules to vote and vote in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules;

(b) At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution is evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the Rules;

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

“State” means the State of Western Australia.

“Sub-Committee” means a committee determined by the Committee under Rule 22.

“Treasurer” means the Treasurer of the Association.

Interpretation

(a) words importing the singular include the plural and vice versa.

(b) words importing a gender include all other genders.

(c) a reference in the Rules to the Act includes amendments to the Act and any regulations made under it.

(d) except for the purpose of identification, headings have been inserted in the Rules for the purpose of guidance only and are not part of the Rules.

(e) expressions referring to writing, unless the contrary intention appears, shall be construed as references to printing, facsimile, photocopy, electronic mail and other modes of representing or reproducing words in a visible form.

(f) a reference to a rule is a reference to a rule of the Rules.

(g) The Committee is the sole authority for the interpretation of the Rules and the decision of the Committee upon any question of interpretation or upon any matter affecting the Association and not provided by the Rules is final and binding on the Members.

(h) The Secretary has the sole authority to determine what constitutes an electronic signature in the circumstances of electronic mail.

Objects

3. The objects of the Association are:-

   (a) to foster interaction amongst Old Boys and to keep them in touch with the School;

   (b) to enhance the well-being of the School;

   (c) to organise such social gatherings as are from time to time determined upon; and

   (d) to the extent permitted by law to participate in the government and administration of the School.

Property of the Association

4. The property and income of the Association must be applied solely towards the promotion of the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of the Objects.

Powers of the Association

5. The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications in the Rules, the Association may do all things necessary or convenient for carrying out the Objects and, in particular, may:

   (a) acquire, hold, deal with, and dispose of any real or personal property;

   (b) open and operate bank accounts;

   (c) invest its money:

      (i) in any manner in which trust monies may lawfully be invested;

      (ii) in shares, managed funds or any other investment which the Committee deems appropriate; or

      (iii) in any other manner authorised by the Rules;

(d) borrow money upon such terms and conditions as the Association thinks fit;

(e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

(f) appoint agents to transact any business of the Association on its behalf;

(g) enter into other contracts it considers necessary or desirable;

(h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Rules;

(i) establish and operate a fund or funds to be known as the "Old Haleians Association Scholarship and/or Bursary Fund" to provide scholarships and bursaries for boys attending or wishing to attend Hale School located at Hale Road, Wembley Downs, Western Australia; and

(j) provide that the objects and conditions of each fund shall be set out in a separate Trust Deed between the Trustees and the Association

Membership

6. There are three categories of membership of the Association:-

(a) Life Membership,
(b) Honorary Life Membership, and
(c) Ex-officio Membership.

Life Membership

7(1) The following are eligible to become life members of the Association upon payment of the prescribed life membership subscription fee:

(a) all Old Boys; and

(b) all past and present teachers and governors of the School.

7(2) The life membership subscription fee is the amount determined from time to time by the Committee.

Honorary Life Membership

8. Where a resolution to that effect is passed by at least three fourths of the total number of the Committee, a person having given outstanding service (in the opinion of the Committee) to the School or the Association or both may be granted an Honorary Life Membership of the Association, whereupon such a person will be (subject to that person's consent) created an Honorary Life Member of the Association and be presented with a Certificate inscribed with that person's name, and whereupon such person is entitled to all rights and privileges of a Life Member without being required to pay any subscription fee.

Ex-Officio Membership

9. All present teachers and governors are automatically granted Ex-officio Membership and as such they are entitled to enjoy the privileges of the Association.

Application for Life Membership

10(1) A student who has left the School within the preceding 12 months and whose application has been supported by the Headmaster of the School and approved by the Committee may become a Life Member upon payment of the prescribed life membership subscription fee.

10(2) Subject to Rule 10(1), any Old Boy and past or present teacher or governor of the School whose application is approved by the Committee shall become a Life Member upon payment of the prescribed life membership subscription fee.

Register of Members of the Association

11(1) The Secretary, on behalf of the Association, must comply with section 53 of the Act by keeping and maintaining in an up to date condition, a register of Members and their postal, residential and electronic mail (if applicable) addresses.

11(2) The Register must be so kept and maintained at the School or at such other place as the Committee decides.

11(3) The Secretary must cause the name of a person who dies or who ceases to be a member under Rule 18 to be deleted from the Register.

11(4) The onus is on a Member to inform the Secretary of a change in his address.

Officers and Committee

12(1) Subject to Rule 22, the affairs of the Association shall be managed exclusively by a Committee of Management consisting of:

(a) the President;
(b) the Vice President;
(c) the Secretary;
(d) the Treasurer;
(e) the immediate past President; and
(f) not less than 5 and not more than 11 other Members.

12(2) The following persons are entitled to attend Committee Meetings but are not entitled to vote thereat:

(a) the Headmaster of the School;
(b) any authorised representative(s) of the Headmaster of the School;
(c) a Member appointed annually by the Old Haleians' Hockey Club Inc. as its representative;
(d) an authorised representative ~~the Executive Officer~~ of the Hale School Foundation (Inc.);
(e) members of the Board appointed by the Association;
(f) the Alumni Manager; and
(g) past Presidents who are not otherwise members of the Committee under rule 12(1).

12(3) Committee Members must be elected to membership of the Committee at an Annual General Meeting or appointed under sub-rule 16(4).

12(4) Subject to Rule 17, a Committee Member's term will be from his election at an Annual General Meeting until the next Annual General Meeting after his election, but he is

eligible for re-election to membership of the Committee.

Auditor

13(1) The Auditor must be appointed at the Annual General Meeting.

13(2) The Auditor must not be a member of the Committee.

13(3) The Auditor must be a certified practising accountant.

Seal Holders

14. The Seal Holders of the Association are the President and the Secretary.

Common Seal

15(1) The Association must have a common seal on which its corporate name appears in legible characters.

15(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in Rule 20.

15(3) The common seal must be affixed by the Secretary in the presence of the Seal Holders who shall sign their names and give their respective offices.

15(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Nominations and Election of the Committee

16(1) Except for nominees under Sub-rules 16(2) and 16(4), a person is not eligible for election to membership of the Committee unless a Member has nominated him for election by delivering notice in writing of that nomination, signed by:

(a) the nominator; and

(b) the nominee to signify his willingness to stand for election

to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.

16(2) A Committee Member who is eligible for election or re-election under this Rule may nominate himself for re-election by delivering notice in writing of that nomination, signed by himself, to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.

16(3) If the number of persons nominated in accordance with Sub-rule 16(1) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

(a) the Secretary must report accordingly to; and

(b) the President must declare those persons to be duly elected as members of the Committee at

the Annual General Meeting concerned.

16(4) If vacancies remain on the Committee after the declaration under Sub-rule 16(3), additional nominations of Committee Members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies, the President must declare those persons to be duly elected as Committee Members. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

16(5) If a vacancy remains on the Committee after the application of Sub-rule 16(4), or when a casual vacancy within the meaning of Rule 17 occurs in the membership of the Committee:

(a) the Committee may appoint a Member to fill that vacancy; and

(b) a Member appointed under this Rule will:

(i) hold office until the election referred to in Sub-rule 12(4); and

(ii) be eligible for election to membership of the Committee at the next following Annual General Meeting.

16(6) All Committee Members and Officers are eligible for re-election provided that nothing herein prevents any person from being re-elected in consecutive years.

16(7) Subject to clause 16(8), the President is eligible for re-election in the year immediately following each of his first, ~~and~~ second and third years in such office but is not entitled to be elected for a term exceeding ~~three~~ four consecutive years.

16(8) The President is only eligible for re-election in the year immediately following his ~~second~~ third year in such office if the Committee:

(a) considers that there are exceptional circumstances requiring that the President be eligible for re-election;

(b) considers that the Association will derive a special benefit from the re-election of the President that it would not otherwise derive if another person was elected to that office; and

(c) resolves at a Committee Meeting, not less than 14 days before the day on which the Annual General Meeting concerned is to be held, that the President is to be eligible for re-election.

Casual Vacancies

17 A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

(a) dies;

(b) resigns by notice in writing delivered to the President or, if the Committee Member is the President, to the Vice-President, and that resignation is accepted by resolution of the Committee;

(c) is convicted of an offence under the Act or the Criminal Code;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than:

(i) 3 consecutive Committee meetings; or

(ii) 3 Committee meetings in the same financial year

of which meetings the Committee Member received notice, and the Committee has resolved to declare the office vacant;

(f) ceases to be a Member; or

(g) is the subject of a resolution passed by a General Meeting of Members terminating his appointment as a Committee Member.

Termination and Suspension of Membership

18(1) Membership of the Association may be terminated upon:

(a) receipt by the Secretary of a notice in writing from a Member of his resignation from the Association; or

(b) expulsion of a Member in accordance with this Rule.

18(2) If the Committee considers that a Member should be suspended or expelled from membership of the Association because, in the opinion of the Committee, his conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member:

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct

not less than 28 days before the date of that Committee Meeting.

18(3) At the Committee Meeting referred to in a notice communicated under Sub-rule 18(2), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.

18(4) Subject to Sub-rule 18(6), a Member has his membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to him under Sub-rule 18(3).

18(5) A Member who is suspended or expelled under Sub-rule 18(3) must, if he wishes to appeal against that suspension or expulsion, give notice to the Secretary of his intention to do so within the period of 14 days referred to in Sub-rule 18(4).

18(6) When notice is given under Sub-rule 18(5):

(a) the Association in a General Meeting, must either confirm or set aside the decision of the Committee to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting; and

(b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Committee to suspend or expel him is confirmed under this Rule.

Quorum

19(1) Twenty Members at a General Meeting and five at a Committee Meeting constitutes a quorum.

19(2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under Sub-rules 25(5) or (6):

(a) as a result of a request or notice referred to in Sub-rule 25(1)(c) or as a result of action taken under Sub-rule 19(3) a quorum is not present, the General Meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in Sub-rule 19(2)(a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

19(3) If within 30 minutes of the time appointed by Sub-rule 19(2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.

Duties

<u>President and Vice-President</u>

20(1) Subject to this Rule, the President is the Head of the Association and must, unless absent, preside at all General Meetings, Special Meetings and Committee Meetings.

20(2) The President holds office until his resignation, removal or the appointment of his successor at the next Annual General Meeting.

20(3) In the event of the absence of the President from a General Meeting, Special Meeting or Committee Meeting, the Vice-President must preside at that meeting. In the absence of both the President and the Vice-President, a Committee Member elected by the other Members present at the meeting must preside.

20(4) In the case of an equality of votes at any meeting at which the President presides, the President has the casting vote.

<u>Secretary</u>

20(5) The Secretary must:

(a) co-ordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Committee and of the Association in the Minute Book;

(c) make the Minute Book open to inspection by Members at any reasonable hour;

(d) submit to General Meetings a report of any Committee Meetings held since the last General Meeting;

(e) issue receipts for all monies received by him and pay all such monies to the credit of the bank account of the Association;

(f) pay by cheque all accounts when authorized by the Committee to do so;

(g) prepare and sign all notices and documents according to resolutions and the Rules;

(h) obey the Committee on all matters;

(i) comply on behalf of the Association with:

(i) section 53 of the Act with respect to the Register;

(ii) section 35 of the Act by keeping and maintaining the Rules in an up to date condition; and

(iii) section 58 of the Act by maintaining a record of:

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by the Rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under Rule 15; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;

(j) upon the request of a Member, make available the Rules, the Register and the record referred to in sub-rule 20(5)(i) for the inspection of the Member and the Member may make a copy of or take an extract from any of those documents but will have no right to remove any of those documents for that purpose;

(k) unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in Sub-rule 20(5)(i) but other than those required by Rule 20(6) to be kept and maintained by, or in the custody of, the Treasurer; and

(l) perform such other duties as are imposed by the Rules on the Secretary.

Treasurer

20(6) The Treasurer must:

(a) be responsible for the receipt of all moneys paid to or received by, or by him on behalf of, the Association and must issue receipts for those moneys in the

name of the Association;

(b) pay all moneys referred to in Sub-rule 20(6)(a) into such account or accounts of the Association as the Committee may from time to time direct;

(c) make payments from the Funds with the authority of a General Meeting or of the Committee and in so doing ensure that all cheques are signed by himself and at least one other authorised Committee Member, or by any two other Committee Members as are authorised by the Committee;

(d) comply on behalf of the Association with sections 66 to 67 and 74 to 76 of the Act with respect to the accounting records of the Association by:

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;

(iv) preparing accounts of the Association, including a balance sheet and statement of receipts and expenditure showing the financial position and performance of the Association as soon as practicable after, and within 6 months of, the end of the relevant financial year; and

(v) submitting the accounts referred to in Sub-rule 20(6)(d)(iv) for the relevant preceding financial year to Members at each Annual General Meeting;

(e) make the accounting records of the Association open to inspection by Members at any reasonable hour;

(f) submit the accounts referred to in Sub-rule 20(6)(d)(iv) for audit prior to the Annual General Meeting;

(g) at each Committee Meeting produce a statement of receipts and payments covering the period from the date of the preceding statement up to the day preceding the meeting;

(h) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

(i) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in this Sub-rule; and

(j) perform such other duties as are imposed by the Rules on the Treasurer.

Auditor

20(7) The Auditor must have produced to him for his inspection all books of account, statements, invoices and balance sheets and such other documents, correspondence, minutes and papers as he may require to enable him to report as to the correctness of the balance sheet and accounts. He must make special audits when required by the Committee so to do.

The Committee

21(1) The Committee must manage the affairs of the Association and must deal with all business that may arise between General Meetings or that may be referred to it by General Meeting or by the President.

21(2) All matters referred to the Committee by General Meeting and dealt with by it must be reported at the next General Meeting and entered in the minutes thereof.

21(3) No payment authorised by the Committee and made on behalf of the Association and no action of the Committee may be disallowed except by the resolution of General Meeting of which notice of motion was duly given at a previous General Meeting.

Sub-Committees

22(1) The Committee may delegate, in writing, to one or more Sub-Committees (consisting of such Committee Members, Members or other persons as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

22(2) Any delegation under Sub-rule 22(1) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

22(3) A Sub-Committee must deal only with such business as is specified in the delegation under Sub-rule 22(1).

22(4) The President is ex-officio a member of any Sub-committee.

22(5) The rules relating to the conduct of meetings of a Sub-Committee and the records to be kept by it are the same as the Rules governing the conduct of Committee Meetings mutatis mutandis.

22(6) The Committee must appoint a convenor of each Sub-Committee and that convenor must report to the Committee at each Committee Meeting.

22(7) If the convenor of a Sub-Committee resigns or his membership of the Committee or the Association is suspended or terminated under Rules 17 or 18, the Committee must appoint a successor.

22(8) The Committee may, in writing, revoke wholly or in part any delegation under Sub-rule 22(1).

Funds

23(1) The Funds are derived from Members' subscription fees, appeals, functions, donations and the like together with interest and returns received from its investments.

23(2) The management of the Funds is, subject to any resolution by the Members at a General Meeting, vested in the Committee and may be invested in such a manner as the Committee deems appropriate. The Funds may only be used for the objects set out in Rule 3.

23(3) Debit transactions on any account maintained by the Association with a Financial Institution must be signed or approved in writing by any 2 of the following:

(a) the President;
(b) the Vice-President;
(c) the Secretary; ~~or~~
(d) the Treasurer~~.~~; or
(e) the Alumni Manager,

except such petty cash as may be authorised from time to time by the Committee.

23(4) In case at any time any special fund is created by the Association for any special purpose, a separate account must be opened for that purpose with a Financial Institution.

23(5) Any instructions to be given by the Association to any Financial Institution must be signed by any two of the persons referred to in Sub-rule 23(3).

23(6) The Association's Financial Institutions shall be as the Committee may from time to time deem appropriate.

23(7) Receipts must be issued by the Association in respect of funds received by it if requested. Those funds must be banked in the Association's bank account as soon as practicable after receipt.

Meetings of the Committee

24(1) The Committee must meet when summoned. At least 7 days notice of all Committee Meetings must be given to each Committee Member.

24(2) The Committee must meet together for the dispatch of business on not less than 4 occasions in each year and the President, or at least half the Committee Members, may at any time convene a Committee meeting.

24(3) Each Committee Member at a Committee Meeting has a deliberative vote.

24(4) A question arising at a Committee Meeting must be decided by a majority of votes, but, if there is no majority, the Chairperson at the Committee Meeting will have a casting vote in addition to his deliberative vote.

24(5) The President must preside as Chairperson at every Committee Meeting or in the event of his absence or if he is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Vice-President must preside as Chairperson. If the Vice-President is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Committee Members present must elect one of their number to be the Chairperson.

24(6) The President must declare a Committee Meeting open at the appointed time and the following order of business must be observed:

(a) Reading of Minutes
(b) Confirmation or otherwise of Minutes
(c) Business Arising Out of Minutes
(d) Correspondence
(e) Reports of Treasurer
(f) Accounts
(g) Reports of Sub-Committees
(h) Notice of Motion
(i) General Business.

24(7) As required under section 42 of the Act, a Committee Member having any direct or indirect pecuniary interest or material personal interest in any matter (including any contract or proposed contract) in the contemplation of the Committee, except if that pecuniary or personal interest exists only by virtue of the fact that the Committee Member is a member of a class of persons for whose benefit the Association is established), must:

(a) as soon as he becomes aware of that interest, disclose the nature and extent of his interest to the Committee; and

(b) not take part in any deliberations or decision of the Committee with respect to that contract.

24(8) Sub-rule 24(7)(a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Committee Member is an employee of the Association.

24(9) The Secretary must cause every disclosure made under Sub-rule 24(7)(a) by a Committee Member to be recorded in the minutes of the Committee meeting at which it is made.

24(10) The presence of a Member at a Committee Meeting need not be by attendance in person but may be by that Member and each other Member at the Committee Meeting being simultaneously in contact by telephone or other means of instantaneous communication, provided that the Committee considers it reasonably necessary for such instantaneous communication facilities to be provided in the circumstances.

24(11) A Member who participates in a Committee Meeting as allowed under Rule 24(10) is taken to be present at the Committee Meeting and, if the Member votes at the Committee Meeting, the Member is taken to have voted in person.

General Meetings

25(1) The Committee:

(a) may at any time convene a Special General Meeting;

(b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 6 months after the end of the Financial Year or such longer period as may in a particular case be allowed by the Commissioner exercising powers under the Act; and

(c) must, within 30 days of:

(i) receiving a request in writing to do so from not less than 10 Members, convene a Special General Meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under Sub-rule 18(5), convene a General Meeting to deal with the appeal to which that notice relates.

(d) must, after receiving a notice under Sub-rule 10(3), convene a General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Committee's rejection of his application and the Association at that meeting must confirm or set aside the decision of the Committee.

25(2) The Members making a request referred to in Sub-rule 25(1)(c)(i) must:

(a) state in that request the purpose for which the Special General Meeting concerned is required; and

(b) sign that request.

25(3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:

(a) in Sub-rule 25(1)(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or

(b) in Sub-rule 25(1)(c)(ii), the Member who gave the notice concerned may himself convene a Special General Meeting as if he were the Committee.

25(4) When a Special General Meeting is convened under Sub-rule 25(3)(a) or (b), the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

25(5) Subject to Sub-rule 25(7), the Secretary must give to all Members in the State not less than 14 days notice of a Special General Meeting and that notice must specify:

(a) when and where the General Meeting concerned is to be held; and

(b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

25(6) Subject to Sub-rule 25(7), the Secretary must give to all Members in the State not less than 14 days notice of an Annual General Meeting and that notice must specify:

(a) when and where the Annual General Meeting is to be held; and

(b) the particulars and order in which business is to be transacted, which must be as follows:

(i) Reading of Minutes
(ii) Confirmation or otherwise of minutes
(iii) Business Arising Out of Minutes
(iv) Report of Treasurer
(v) Report of President

(vi) Election of Office Bearers
(vii) Appointment of Auditor
(viii) Appointment of Endowment Association representative
(ix) Notice of Motion
(x) General Business.

25(7) A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members in the State not less than 14 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in Sub-rules 25(5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

25(8) The Secretary must give a notice under Sub-rule 25(5), (6) or (7) by:

(a) serving it on a Member personally;

(b) sending it by post, facsimile or electronic mail to a Member at the address of the Member appearing in the Register of Members kept and maintained under Rule 11; or

(c) advertisement in "The West Australian" newspaper or "The Haleian" newsletter in any special case deemed suitable by the Committee.

25(9) The Association must submit to Members at each Annual General Meeting a duly audited annual report and financial statements, including a balance sheet and statement of receipts and expenditure showing the financial position of the Association at the end of the immediately preceding financial year.

25(10) The presence of a Member at a Special General Meeting or Annual General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication, provided that the Committee considers it reasonably necessary for such instantaneous communication facilities to be provided in the circumstances.

25(11) A Member who participates in a Special General Meeting or Annual General Meeting as allowed under Rule 25(10) is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

Proceedings at General Meetings

26(1) The President must preside as Chairperson at every General Meeting or in the event of his absence or if he is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Vice-President must preside as Chairperson. If the Vice-President is not present within 15 minutes of the time appointed for the holding of the meeting or declines to act, the Members present must elect one of their number to be the Chairperson.

26(2) The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

26(3) There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

26(4) When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 25 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

26(5) At a General Meeting:

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Sub-rule 26(7); and

(b) a Special Resolution put to the vote will be decided in accordance with section 51 of the Act as defined in Rule 2, and, if a poll is demanded, in accordance with Sub-rules 26(7) and (9).

26(6) A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Sub-rule 26(7).

26(7) At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person and, if so demanded, must be taken in such manner as the Chairperson directs.

26(8) If a poll is demanded and taken under Sub-rule 26(7) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

26(9) A poll demanded under Sub-rule 26(7) must be taken immediately on that demand being made.

Minutes of Meetings of the Association

27(1) The Secretary must cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee meeting, as the case requires, in the Minute Book.

27(2) The Chairperson must ensure that the minutes taken of a General Meeting or Committee Meeting under Sub-rule 27(1) are checked and signed as correct by the Chairperson of the General Meeting or Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Committee meeting, as the case requires.

27(3) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:

(a) the General Meeting or Committee Meeting to which they relate (in this Rule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting Rights of Members at General Meetings

28(1) At any General Meeting, each Member may vote in person. On a show of hands,

every Member present in person has one vote. On a poll, every Member present in person is entitled to cast one vote on his own behalf.

28(2) In the case of an equality of votes at a General Meeting, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.

Privileges

29. All Members are entitled to wear the Old Haleians' tie and badge and to receive all notices of meetings issued by the Association. It is at the discretion of the Committee to whom notices of social functions are sent and how social functions are publicised. Nothing herein contained prevents any Member from attending any social functions of the Association upon payment of the necessary admission fee.

Tie, Crest and Coat of Arms

30(1) The colours of the Association's tie are Oxford dark blue and Cambridge light blue.

30(2) The crest and coat of arms of the Association is the School's crest and coat of arms with the motto "Floreat Schola Perthiensis".

Amendments to the Rules

31(1) The Rules may be amended only at the Annual General Meeting or a Special General Meeting called for that purpose and notice of any motion to amend the Rules must be given to the Secretary in writing one month prior to said meeting.

31(2) If the said meeting is the Annual General Meeting, the Secretary must give notice of the amendments intended to be moved to all Members resident in the State.

31(3) If the said meeting is a Special General Meeting, the Secretary must give notice of the amendments intended to be moved in accordance with Rule 25.

31(4) A motion to amend the Rules, or any part of that motion, is of no effect unless passed by a Special Resolution.

31(5) Within one month of the passing of the Special Resolution, the Secretary must notify the Department with responsibility for administering the Act of the amendment to the Rules.

Licensing of Affiliated Associations

32. The Committee may grant a licence to an association (in this Rule called the "Affiliated Association") incorporated outside of the State to be an affiliated association of this Association for the purpose of encouraging fraternisation between Old Boys in that region and organising its own social gatherings if:

(a) The Committee is satisfied with the rules of the Affiliated Association; and

(b) The Affiliated Association enters into a written licence agreement with the Association containing such terms and conditions as the Committee determines but which must provide that:

(i) the licence can be withdrawn by the Association at its discretion at any time; and

(ii) the Affiliated Association is to be responsible for its own finances and is not authorised to incur any liability on behalf of the Association.

Board of Governors

33(1) Whenever a vacancy occurs in the office of a Governor of the School appointed by the Association pursuant to the Hale School Act 1876 (WA)(as amended), the vacancy must with all convenient dispatch be filled by a selection committee (in this Rule called the "selection committee") consisting of the remaining members of the Board appointed by the Association and four members of the Association appointed by the Committee for that purpose.

33(2) The Chairman of the selection committee shall be appointed by the Committee.

33(3) If the selection committee is unable by a majority vote to agree upon an appointment to fill the vacancy, the President or his nominee must be invited to join the selection committee as a member thereof.

33(4) The Chairman of the selection committee must forthwith inform the Secretary in writing of the name of the person appointed by it to fill the vacancy and the Secretary must thereupon notify the Chairman of Governors in writing of the appointment.

33(5) No person may be appointed a Governor unless he is a financial member of the Association ~~and has attained the age of thirty years~~. The Committee may at any time terminate the appointment of, or remove, any Governor appointed by the Association provided that:

(a) a Committee Meeting is held, of which not less than fourteen days notice setting out the purpose of the Committee Meeting and the resolution proposal to be put, has been given to each Committee Member; and

(b) at the Committee Meeting specified in sub-clause (a), it is resolved by a majority of not less than seventy five percent of the Committee Members present, to terminate or remove the appointment of the Governor.

Non Profit

34. The Funds must be applied solely towards the promotion of the Objects and no portion of the Funds may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members provided that nothing contained in this Rule may prevent the payment in good faith of:

(a) reasonable and proper remuneration to any officers or servants of the Association or to any Member 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 Rule by the Committee on money borrowed from any Member; or

(c) reasonable and proper rent for premises demised or let by any Member.

Dissolution

35. If upon the winding up or dissolution of the Association there remains, after

satisfaction of all debts and liabilities, any property whatsoever, the same must not be paid to or distributed amongst Members or former Members but must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association must be determined by resolution of the Members.

Liability of Members

36(1) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges or expenses of its winding up is limited to the amount of subscription fees, if any, unpaid by the Member in respect of his membership of the Association. An Honorary Life Member or Ex-officio Member has no liability to make such a contribution.

36(2) Upon the name of a Member being entered in the Register, that Member shall be deemed to have paid his membership subscription fee.

Indemnity

37. Every Committee Member or member of any sub-committee constituted under Rule 22, and any Officer, servant or agent of the Association shall be indemnified out of the funds of the Association from and against any expense or liability that may be incurred in prosecuting, defending or intervening in any action or suit in respect of the performance of his duties pursuant to these Rules, except where the action or suit arises out of any act of illegality, deceit, neglect, default or breach of trust by the Committee Member.

Dated the 29th day of June 2020 at the Annual General Meeting of the Association.

Note: The Association is incorporated under the Associations Incorporation Act 2015 (WA) and must comply with the requirements of that Act. These Rules must be read together with the Associations Incorporation Act 2015.