



RULES
OF
CAULFIELD GRAMMARIANS' ASSOCIATION INC.
Reg No. A0024880Z
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NAME AND STATEMENT OF PURPOSES

- (1) The name of the incorporated association is CAULFIELD GRAMMARIANS' ASSOCIATION INC. (the "Association").
- (2) The purposes of the Association are:
 - (a) to take an active interest in the development of Caulfield Grammar School (the "School");
 - (b) to make positive contributions to the policies, aims and financial independence of the School;
 - (c) to provide a continuing link between the School and past students of both the School and Malvern Memorial Grammar School ("Past Students");
 - (d) to maintain effective communication between the School and Past Students;
 - (e) to foster good fellowship among Past Students by means of cultural and sporting activities;
 - (f) to promote sport and educational activities among Past Students;
 - (g) to organise, manage, control and give financial assistance to clubs, societies and other organisations (whether incorporated or unincorporated) affiliated with the Association;
 - (h) to take an active interest in the education and sociological development of the youth of the School Community;
 - (i) to support and promote generally the interests, policies, aims, objectives and continuation of independent schools in Victoria; and
 - (j) to do or cause to be done all such other acts, matters and things as are considered by the Committee of the Association incidental, or likely to be conducive, to the attainment of the purposes of the Association (or any of them).

**RULES OF
CAULFIELD GRAMMARIANS' ASSOCIATION INC.**

1. DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In these rules, unless the contrary intention appears:

“Act” means the *Associations Incorporation Reform Act 2012* (Victoria), as amended from time to time, and the regulations made thereunder.

“Act Secretary” has the same meaning as given to “secretary” in section 3 of the Act.

“Association” means The Caulfield Grammarians' Association Inc.

“Committee” means the general committee of the Association.

“Council” means the governing body of the School for the time being and from time to time.

“Executive Director” means the person for the time being and from time to time employed by the School on a permanent full time basis to be the chief operating officer of the Association, and who shall also be the Act Secretary.

“Fellow” means a person upon whom Fellowship of the Association is conferred in accordance with clause 3.5.

“Friends” means persons who are not Past Students but who -

- (a) attended a school with which the School has an affiliation and who are living permanently or temporarily in Victoria;
- (b) are members of the Council (and who are not otherwise Past Students);
- (c) become Honorary Members (as described in Rule 3.3) in recognition of services to the Association, the School, the Council or any affiliated club or society in a way which has contributed to Past Students (and who are not otherwise Past Students); or

- (d) are former members of the Teaching Staff, the Non Teaching Staff, the Council or the Association's affiliated clubs and societies and who indicate to the President or the Act Secretary a wish to continue their involvement with and participation in the Association.

“General Meeting” means a meeting of the Associations described in clause 7.1.

“Member” means a person who is a member of the Association within any of the categories of membership described in Section 3 of these Rules, comprising -

- (a) Life Membership;
- (b) Honorary Membership;
- (c) Honorary Life Membership; and
- (d) Fellowship.

“Non Teaching Staff” means all permanent full time and permanent part time employees of the School, including (without limitation) casual or contract staff engaged by the School for a period of at least one year on the administrative and outdoors staff.

“Past Student” means past students of Caulfield Grammar School and Malvern Memorial Grammar School.

“President” means the person, being a member of the Association, elected as President of the Association at each annual general meeting.

“Principal” means the Principal for the time being of the School.

“School” means Caulfield Grammar School.

“Special Meeting” means a meeting of the Association described in clause 7.2.

“Teaching Staff” means all permanent full time and permanent part time members of the School's teaching staff at each campus of the School from time to time, including (without limitation) the Principal, the head of each campus of the School, casual or contract teaching staff engaged by the School for a period of at least one year, and casual teaching staff on exchange from any other school (in Australia or elsewhere) with which the School has an affiliation.

“Voting Member” means a Member of the Association who is a Life Member or Fellow.

1.2 **Interpretations**

Words or expressions contained in these Rules shall be interpreted in accordance with the definitions in clause 1.1 (to the intent that cognate words and expressions shall have a corresponding meaning).

2. **INSIGNIA**

The crest of the Association shall be the design appearing at the head of these Rules, or such other design as the Association may determine from time to time at a General Meeting. The official crest of the Association may only be worn or displayed by Members on a tie, scarf or any other approved emblem.

3 **MEMBERSHIP**

3.1 **General**

There shall be four types of membership of the Association:

- Life Membership, as described in Rule 3.2;
- Honorary Membership, as described in Rule 3.3;
- Honorary Life Membership, as described in Rule 3.4; and
- Fellowship, as described in Rule 3.5.

3.2 **Life Membership**

3.2.1 **Eligibility**

Each student leaving the School at any time from the end of year 6 will automatically become a Life Member. Parents or guardians of students leaving the School at the end of year 4 or 5 will be asked by the Executive Director whether they wish the student to become a Life Member of the Association.

3.2.2 Nomination

Nomination of students for Life Membership will be based on lists of leavers at years 6-12 provided by the School from time to time. Life Membership will be conferred by the tabling of each such list at a meeting of the Committee. The Executive Director will also obtain from the School a list of students leaving at the end of year 4 or 5 for the purpose of writing to their parents or guardians. Life Membership will be conferred by the Executive Director tabling a list of those who accept the invitation.

3.2.3 Induction

Year 12 students will be welcomed to the Association at the Year 12 valedictory dinner held for each campus of the School in October (or thereabouts) each year. With students leaving the School at years below Year 12, an effort shall also be made, where possible and practicable, to welcome them to the Association. This will particularly be the case with students leaving at the end of Year 11 and students leaving the Malvern or Wheelers Hill campuses at the end of Year 6.

3.2.4 Insignia

The insignia of Life Membership shall be a tie or scarf and a certificate, or such other item(s) deemed appropriate by the Committee from time to time.

3.3 Honorary Membership

3.3.1 Eligibility

- (a) Teaching Staff and Non Teaching Staff who are engaged as full time or permanent part time casual or contract employees of the School will become eligible for Honorary Membership of the Association if they are employed by the School for a period of at least one year.
- (b) Friends will become eligible for Honorary Membership by a unanimous vote of the Committee.

3.3.2 Nomination

The Executive Director will request in January of each year from the Principal, the President of the Council and the president for the time being of each of the Association's affiliated clubs and societies nominations of candidates eligible for Honorary Membership. A list of all people nominated for Honorary Membership will be tabled at a meeting of the Committee as soon as practicable.

3.3.3 Induction

Teaching Staff, Non Teaching Staff and Friends who become entitled to Honorary Membership shall be presented with the insignia of their membership at functions to be held as early in each calendar year as practicable. For Teaching and Non Teaching Staff this will normally occur in January (or thereabouts) at the whole School staff meeting day.

3.3.4 Insignia

Honorary Members shall be presented with a tie or scarf, or such other item(s) deemed appropriate by the Committee from time to time.

3.4 Honorary Life Membership

3.4.1 Eligibility

Members of the Teaching Staff, Non Teaching Staff and Friends shall be eligible for nomination for Honorary Life Membership on completion of 10 years service to the School, the Association or any of the Association's affiliated clubs or societies.

3.4.2 Nomination

- (a) Nomination of persons for Honorary Life Membership shall be made in writing on a form available from the Executive Director. The Executive Director will request the Principal, the President of the Council and the president for the time being of each of the Association's affiliated clubs and societies to nominate in January (or thereabouts) of each year those Honorary Members who are eligible for Honorary Life Membership.
- (b) Nominations for Honorary Life Membership shall be evaluated by a Membership and Awards Committee convened in accordance with Rule 9.4.

- (c) Honorary Life Membership shall only be conferred on the majority vote of the Committee based on the recommendation of the Membership and Awards Committee.

3.4.3 Induction

Teaching Staff, Non Teaching Staff and Friends eligible for Honorary Life Membership shall be presented with their insignia at the whole School staff meeting day in January (or thereabouts) or at another suitable function.

3.4.4 Insignia

The insignia of Honorary Life Membership shall be a certificate, or any other item(s) deemed appropriate by the Committee from time to time.

3.5 Fellowship

3.5.1 Eligibility

- (a) Fellowship shall be treated as the elite category of membership of the Association and shall be the highest honour the Association can bestow.
- (b) Life Members, Honorary Members and Honorary Life Members may be eligible for nomination for a Fellowship after completion of 25 years of outstanding service to the School or the Association (or such lesser period as the Committee may decide in special circumstances).
- (c) Length of service alone shall be insufficient to merit a Fellowship. Outstanding service must be the primary foundation upon which an award is granted.
- (d) What constitutes outstanding service shall be determined by the Committee from time to time, using the following guidelines (and such other measures as the Committee for the time being may consider relevant and important):
- the nominee will be judged relative to those of similar status.
 - the nominee's contribution is expected to be outstanding relative to his or her peers.

- the nominee's contribution to the Association or the School must be of a nature that has resulted in a positive change to the life of the Association or the School, in terms of:
- upholding and pursuing the Association's objectives; and
- upholding and pursuing the School's vision statement in a way which directly or indirectly benefits the Association.

3.5.2 Nomination

- (a) Candidates for Fellowship must be nominated, and the nomination must be seconded, by a Life Member, Honorary Member or Honorary Life Member in writing on a form available from the Executive Director. The nomination form is to include a statement pertaining to the candidate's outstanding service to the Association or the School.
- (b) Nominations for Fellowship are to be evaluated by the Membership and Awards Committee convened in accordance with Rule 9.4.
- (c) Fellowship shall only be conferred on the unanimous vote of the Committee based on the recommendation of the Membership and Awards Committee.

3.5.3 Induction

Where practicable, candidates for Fellowship will be inducted at the Association's annual reunion dinner.

3.5.4 Insignia

The insignia of Fellowship shall be a tie or brooch and a certificate, or such other item(s) deemed appropriate by the Committee from time to time.

3.6 Termination of Membership and disciplinary action

3.6.1 **(resignation)**: Any Member may resign their membership by sending his or her resignation in writing to the Association's office for the time being and, from the date of receipt of such resignation, that person shall cease to be a Member.

3.6.2 **(suspension and expulsion)**: If any Member has refused to comply with these Rules or has engaged in conduct which the Committee considers prejudicial to the interests of the Association, subject to this clause the Member may be:

- (a) cautioned or suspended, by resolution of the Committee; or
- (b) (if the Committee recommends that the matter be considered at a General or Special Meeting) expelled, by resolution of a majority representing not less than two-thirds of Voting Members present at such Meeting.

A meeting of the Committee shall be specifically summoned to consider questions arising under this sub-clause and notice shall be sent to the Member at least seven days prior to the meeting of the Committee. The notice must:

- (a) state that the Committee intends to take disciplinary action against the member; and
- (b) state the grounds for the proposed disciplinary action; and
- (c) specify the date, place and time of the meeting at which the Committee intends to take the disciplinary action (**disciplinary meeting**); and
- (d) advise the member that he or she may do one or both of the following:
 - a. attend the disciplinary meeting and address the Committee at that meeting;
 - b. give to the Committee at any time before the disciplinary meeting a written statement.

Before reaching a decision, the Committee shall hear any explanation or consider any written statement which such Member may desire to give, together with any evidence in support of such explanation or statement tendered by the Member.

No Member shall be cautioned or suspended unless the resolution to do

is supported by at least two-thirds of the members of the Committee attending such meeting and entitled to vote.

The Committee may elect to refer the matter before a disciplinary meeting to a General or Special Meeting. If the matter is referred to a General or Special Meeting, the notice convening such Meeting shall include any written evidence tendered by the relevant member of the committee. The Member shall be entitled to attend and be heard by the Voting Members before any resolution to expel such Member is put before the Voting Members for decision.

The caution, suspension or expulsion of a member under this clause takes effect immediately the relevant vote is passed.

3.7 Register of Members

The names and addresses of all Members, the class of membership, the date on which the person became a member, the date on which the person ceased to be a member and any other information determined by the Committee from time to time shall be entered in a register kept for that purpose and maintained by the Act Secretary at the Association's office. Any member may, at a reasonable time, inspect the register of members.

4. **PRIVILEGES OF MEMBERSHIP**

4.1 **Entitlements of Life Members**

Subject to clause 4.2, only Members shall have the right to vote at any meeting of the Association and to hold office in the Association. Each member of the Association shall receive:

4.1.1 **(publications)**: all the publications of the Association; and

4.1.2 **(notices)**: all notices of General and Special Meetings of the Association.

4.2 **Entitlements of Honorary and Honorary Life Members**

Any person who is for the time being an Honorary Member or Honorary Life Member of the Association shall be entitled to enjoy all the privileges of membership, except that an Honorary Member or Honorary Life Member shall not be entitled to vote at meetings of the Association or be eligible to hold office in the Association, unless that person also is a Member in his or her capacity as a Past Student or Fellow.

5. **SUBSCRIPTIONS**

5.1 **Life Members**

The Life Membership subscription shall be determined by the Committee from time to time, after consultation by the President and Executive Director with the Council.

5.2 **Honorary Members**

The Committee may from time to time determine, after consultation by the President and Executive Director with the School, that Honorary Members and Honorary Life Members (or any of them) shall be required to pay a subscription to the Association, and such determination shall specify the amount and manner of its payment. Until so determined, Honorary Members and Honorary Life Members shall not be required to pay a subscription.

6. OFFICE

6.1 Location

The Association's office shall be established within the School and shall be the headquarters of the President, the Act Secretary and other office bearers of the Association.

6.2 Availability of Rules

A copy of these Rules shall be kept at the Association's office at all times and a copy shall be made available, upon request, to any Member.

7. GENERAL AND SPECIAL MEETINGS

7.1 General Meetings

A General Meeting of the Association shall be called when required by the Committee. The Committee shall be required, however, to call a General Meeting to be held no later than the 30th of June in each year, which shall be the Annual General Meeting.

7.2 Special Meetings

A Special Meeting of the Association shall be called:

7.2.1 **(by the Committee)**: when required by not less than six members of the Committee; or

7.2.2 **(requisition of Members)**: upon a written request by at least twenty Voting Members in a form specifying the reason therefore.

A Special Meeting shall be held within one month of the receipt by the Committee of any such written request by Voting Members.

7.3 Method of Convening Meetings

All General Meetings of the Association shall be convened by notice in writing or e-mail specifying the place and time of such meeting and such notice shall be sent through the post or e-mail to each Member, at the address shown in the register of Members, at least seven days prior to the proposed date of such meeting. In the case of a Special Meeting:

- 7.3.1 the notice shall specify fully the nature of the business to be dealt with at such Special Meeting and, if any alteration, amendment or modification of or to the Statement of Purposes or these Rules is proposed, the notice shall specify the proposed alteration, amendment or modification (which shall only be considered by the Special Meeting in the terms of the notice); and
- 7.3.2 such notice shall be sent through the post or e-mail to each Member, at the address shown in the register of Members, at least twenty-one days prior to the proposed date of such meeting.

7.4 **Quorum**

- 7.4.1 **(quorum)**: twenty Voting Members shall be a quorum at any General or Special Meeting of the Association. No item of business shall be transacted at a General or Special Meeting unless a quorum is present while that item is being considered.
- 7.4.2 **(lack of quorum)**: if, within half an hour after the appointed time for commencement of a General Meeting, a quorum is not present, the Meeting shall stand adjourned to the same day, time and place in the next week and, if at the adjourned Meeting, a quorum is still not present within half an hour after the appointed time for commencement of the Meeting, the Voting Members then present (not being less than ten) shall be a quorum. In the case of:
 - (a) a Special Meeting, where a quorum is not present within half an hour after the appointed time for commencement of that Meeting; and
 - (b) a General Meeting, where there are not at least ten Voting Members present within half an hour after the appointed time for commencement of an adjourned Meeting.

the relevant Meeting shall be dissolved.

7.5 **Business at Meetings**

- 7.5.1 **(ordinary business of Annual General Meeting)**: the ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any General or Special Meeting held since then;
 - (b) to adopt the annual report;

- (c) to receive and consider the financial statement submitted by the Association in accordance with sub-section 30(3) of the Act;
- (d) to elect the Association's office bearers; and
- (e) to elect the Association's honorary auditors.

7.5.2 (**special business**): all business that is transacted at a General or Special Meeting and all business that is transacted at the Annual General Meeting (with the exception of the business referred to in sub-clause 7.5.1) shall be deemed to be special business.

7.6 **Voting at Meetings**

A question arising at a General or Special Meeting shall be determined on a show of hands of Voting Members present at such Meeting. A declaration by the chair that a resolution has been carried, been carried unanimously, been carried by a particular majority or been lost, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of that fact. No member shall be entitled to appoint a proxy to attend or vote at any Meeting of the Association.

7.7 **Nominations for Election as Office Bearers**

Nominations in writing for the position of any elected office (signed by a proposer and seconder, both being Members of the Association) must be received by the Act Secretary not less than 21 days before the Annual General Meeting. No further nominations may be received after that date. If there is more than one such nomination for any position, notice and a ballot paper specifying such nominations shall be sent through the post or e-mail to each Member, with the notice of the Annual General Meeting. A ballot paper must be signed and completed by a Member and returned to the Act Secretary prior to the proposed date of the Annual General Meeting and shall be taken into account in the election of office bearers, but this clause shall not entitle any Voting Member to more than one vote.

7.8 **Minutes**

All resolutions and proceedings of General and Special Meetings shall be recorded in a minute book kept by the Act Secretary for that purpose and shall be signed by the chair of such meeting or by the chair of the next succeeding meeting. The minutes shall be prima facie evidence of the matters stated therein.

A copy of the minutes of General and Special Meetings shall be made available, upon request, to any Member including financial statements submitted at a General Meeting.

8. OFFICE BEARERS

8.1 Office Bearers

The elected office bearers of the Association shall comprise:

- President;
- Immediate Past President;
- Senior Vice President;
- Vice President;
- Honorary Secretary;
- Honorary Treasurer;
- Younger Past Students Representative; and
- Six general representatives.

In addition to the elected office bearers, the President may nominate up to three members (to be given specific duties) who may, during their year of office, attend (but not vote) at meetings of the Committee.

8.2 Eligibility

Any Voting Member shall be eligible for election as an office bearer of the Association, provided that:

8.2.1 (**President not to serve more than two terms**): no Voting Member may be nominated or elected to the office of President if, at the time of such nomination or election, that person is completing or has just completed his or her second consecutive term as President.

8.2.2 (**person to serve at least one year before becoming President**): no Voting Member may be nominated or elected to the office of President unless he or she has previously been an elected office bearer in the Association for at least one year.

8.2.3 (**past Presidents can return to the office of President after a cooling off period of 10 years**): a Voting Member who has formerly held the office of President can return to the office of President for a further two terms after a period of 10 years since serving as President.

8.3 Election

Subject to clauses 7.7 and 10.8 of these Rules, office bearers of the Association shall be elected at the Annual General Meeting and shall be entitled to attend and vote at all meetings of the Committee.

8.4 Period of Office

8.4.1 (**senior office bearers**): the President, Senior Vice President, Vice President,

Honorary Secretary and Honorary Treasurer shall be elected or nominated respectively each year at the Annual General Meeting and, when elected or nominated, shall hold office until the conclusion of the next ensuing Annual General Meeting.

8.4.2 (**Younger Past Students Representative**): the Younger Past Students Representative (who must be aged 25 years or less at the time of his or her election), when elected or nominated, shall hold office for two years.

8.4.3 (**general representatives**): of the six general representatives, three shall be elected each year for a two-year term, the order of retirement to be determined by the Committee, and at least one of the three general representatives to be elected each year must be aged 35 years or older at the time of his or her election.

8.4.4 (**Immediate Past President**): the Immediate Past President shall be deemed to be elected to the Committee in that capacity at the Annual General Meeting of the Association at which his or her term as President expires and shall hold that office until the election of the next succeeding Immediate Past President.

8.5 **Duties**

The President shall give office bearers of the Association, as soon as possible after the Annual General Meeting, a list of that person's duties indicating their specific responsibilities for the ensuing year and the appropriate spare time allocation required to carry out his or her duties effectively.

8.6 **Honorary Secretary and Act Secretary**

8.6.1 For the avoidance of doubt, the Act Secretary and Honorary Secretary are separate and distinct offices. The Act Secretary is an appointed office occupied by the person who is the Executive Director from time to time. The Honorary Secretary is an office elected in accordance with these Rules.

8.6.2 The Act Secretary is responsible for performing all of the duties of the "secretary" within the meaning of the Act. The Honorary Secretary has the rights and duties which attach to that position as set out in these Rules.

8.6.3 The office of the Act Secretary becomes vacant if the person for the time being appointed to that office ceases to be employed by the School as the Executive Director for any reason.

8.6.4 If the office of the Act Secretary becomes vacant, the Committee must within 14 days after the vacancy arises appoint a person (who may be the Honorary Secretary) to fill the office of Act Secretary until a person is appointed by the School to the position of Executive Director.

8.7 **Representatives of School**

The persons elected as co-captains of the School, or nominees from the School Committee should any of whom be unable to undertake this role, shall be deemed to be elected to the Committee at each Annual General Meeting with effect from the 1st day of January next following the Annual General Meeting.

8.8 **Declaring an Elected Office Vacant**

Any elected office of the Association becomes vacant if the person for the time being elected to that office:

8.8.1 resigns his or her office by notice in writing addressed to the Committee and given to the Act Secretary;

8.8.2 is removed from office by special resolution of the Association;

8.8.3 dies, becomes insolvent under administration or becomes a represented person within the meaning of the *Guardianship and Administration Act 1986 (Vic)*; or

the office otherwise becomes vacant in accordance with the Act.

9. **COMMITTEES**

9.1 **General Committee**

9.1.1 **(members)**: all elected office bearers of the Association shall be members of the Committee and entitled to vote at meetings of the Committee. The Act Secretary for the time being shall be an ex officio member of the Committee but shall not have any voting rights. The Principal (or the Principal's representative) and any past President of the Association who is not an elected member of the Committee shall have the right to attend (but not vote) at meetings of the Committee.

9.1.2 **(convening of meetings)**: the Committee shall meet at intervals of not longer than four calendar months. A meeting shall be called whenever required by the President or by a requisition in writing, specifying the object of the Meeting, signed by at least five members of the Committee. Notice of any meeting of the Committee shall be given in writing to members of the Committee and the Principal not less than seven days before the date fixed for such meeting.

9.1.3 **(quorum)**: five members of the Committee shall constitute a quorum.

9.1.4 **(chair)**: the chair at Meetings of the Committee shall be the President or, in his or her absence, the Senior Vice President or Vice President but, if none of the above shall be present, then the members of the Committee present shall

appoint one of their number as chair for that meeting.

9.1.5 (**minutes**): the resolutions and proceedings of the Committee shall be recorded in a minute book kept by the Act Secretary for that purpose and a copy of the minutes shall be sent to all members of the Committee. Minutes of Committee meetings shall not be available to Members unless the Committee resolves otherwise.

9.1.6 (**absences**): any member of the Committee absenting themselves without leave from three consecutive meetings of the Committee shall, if the Committee so determines, cease to be a member of the Committee.

9.2 **Sub-Committees**

The President may appoint convenors of standing or special sub-committees as he or she sees fit and the President shall be an ex officio member of each such sub-committee. Such convenors shall report to the President on the plans and progress achieved by their sub-committee.

9.4 **Membership and Awards Committee**

There shall be a standing sub-committee called the “Membership and Awards Committee”. It shall consist of the President, the Immediate Past President, the Executive Director, and at least two other members of the Committee. It shall evaluate all nominations for Honorary Life Membership, Fellowship or CGA Award and make recommendations regarding the conferring of these awards to the Committee. If the person nominated for an award is a member of the teaching or non-teaching staff, the Principal shall be informed of the nomination prior to it being considered by the Membership and Awards Committee and the Principal shall have the right to make a submission to the Committee regarding the nominated person’s service to the School community. Similarly, if the person nominated is a member of the School Council, the President for the time being of the Council shall be informed of the nomination prior to it being considered by the Membership and Awards Committee and the School Council President of the Council shall have the right to make a submission to the Committee regarding the nominated person’s service to the School community. In the case of the “Caulfield Grammarian of the Year” award, the President of the Association must seek the approval of the Principal and the President of the School Council before the award is conferred.

10. **POWERS OF COMMITTEES**

10.1 **Control and Management**

The Committee shall control, manage and carry into effect the objects and purposes of the Association in such manner (not being inconsistent with these Rules) as the Committee thinks fit.

10.3 **Defect in Appointment**

No act or proceeding of the Committee or any sub-committee shall be invalidated or ineffective by reason of any defect in the appointment or qualification subsequently discovered of any person taking part in such act or proceeding and a meeting of the Committee or any sub-committee at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under these Rules vested in or exercisable by the Committee or sub-committee notwithstanding any vacancy in its body.

10.4 **By-laws and Regulations**

The Committee may make such by-laws and/or regulations (not being inconsistent with these Rules) as it thinks fit.

10.5 **Control of Branches, Affiliates, Etc.**

All branches and affiliated clubs, societies or organisations of Past Students shall be controlled by the committee in such manner as it may think fit.

10.6 **Financial Assistance**

The Committee may give financial assistance, upon such terms and conditions as it may think fit, to any branch, affiliated club, society or organisation of Past Students.

10.7 **Control of Members**

The Committee shall have the power to caution or suspend Members in the manner set out in sub-clause 3.6.2 of these Rules.

10.8 **Casual vacancies**

If, for any reason whatsoever, any elected office of the Association is declared vacant, then the Committee may elect any Voting Member to that office and such Member shall continue in that office until the next Annual General Meeting.

11. **FINANCIAL RECORDS, ETC.**

11.1 **Association's Funds**

The funds of the Association shall be derived from subscriptions, donations and such other sources as the Committee determines.

11.2 **Control of Association's Funds**

The control and disposal of all money of or belonging to the Association shall be vested in the Committee and the Honorary Treasurer shall be responsible for;

11.2.1 (**collections and payments**): collecting and receiving all money due to the Association and making all payments authorised by the Committee; and

11.2.2 (**books of account**): keeping correct books of account and books showing the financial affairs of the Association, with full details of all receipts and expenditures connected with activities of the Association.

11.3 **Inspection by Members**

The accounts and books referred to in sub-clause 11.2.2 shall be available for inspection by Members.

11.4 **Custody of and access to records**

The Act Secretary shall keep in his or her custody or under his or her control all records, securities and other relevant documents of the Association. Subject to the Act, a member may access, and make copies of, the records, securities and other relevant documents of the Association.

11.5 **Cheques, etc**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Committee, including the Act Secretary.

11.6 **Financial Year of Association**

The financial year of the Association ends on 31st December each year.

12. **PUBLICATIONS**

12.1 **“Labora”**

The Association shall publish “Labora” jointly with the School. The Executive Director shall be responsible for the production and submission of material for inclusion in the Association’s section of “Labora”.

12.2 **Distribution**

“Labora” (and any other publication of the Association) shall be distributed without charge to all Members, insofar as the postal regulations permit.

13. **BRANCHES**

13.1 **Formation**

Branches of the Association may be formed by such Members at such times and places as the Committee may approve.

13.2 **Rules of the Branch**

The members or committee of any branch may make rules for the conduct and management of the domestic affairs of that branch and, from time to time, add to, alter or repeal any such rules, provided that:

13.2.1 no such rule, addition, alteration or repeal shall be inconsistent with, or shall purport to affect or repeal anything contained in, these Rules; and

13.2.2 no such rules, or any addition, alteration or repeal to or of such rules, shall be of any force or effect unless it has been approved by the Committee.

14. **AFFILIATED CLUBS AND SOCIETIES**

14.1 **Affiliation**

14.1.1 (**restricted membership**): subject to sub-clauses 14.1.2 and 14.1.3, any club, society or organisation whose membership is restricted to persons who are eligible to be Members of the Association (hereinafter called “eligible persons”) may, if the Committee sees fit, be affiliated with the Association by resolution of the Committee to that effect.

14.1.2 (**unrestricted membership**): subject to sub-clause 14.1.3, any club, society or organisation whose membership is not so restricted (hereinafter called “unrestricted club”) may, if the Committee sees fit, be affiliated with the Association by resolution of the Committee to that effect.

14.1.3 (**admission rules of an unrestricted club**): an unrestricted club shall not be affiliated with the Association by resolution of the Committee unless the president or other chief office bearer for the time being of that unrestricted club informs the President for the time being of the Association in writing that the unrestricted club is prepared to observe the following procedures in respect of the admission of persons who are not eligible persons as members of the unrestricted club:

- (a) the unrestricted club shall submit to the Committee such information as may be required by the Committee concerning any person not being an eligible person (hereinafter called the “**applicant**”) who seeks membership of the unrestricted club, together with a request that the Committee approves of the applicant as a prospective member of the unrestricted club;
- (b) the Committee shall consider that information provided by the unrestricted club as expeditiously as circumstances permit and shall inform the unrestricted club in writing as soon as possible thereafter whether it approves of the applicant; and
- (c) an approval of an applicant by the Committee shall be for a period not exceeding twelve months from the date of the approval.

14.2

Authority to Use Name

No club, society or organisation shall use (whether wholly or in part) the name “**Caulfield Grammarians**” or any similar name or do any act or make any representation which may imply connection with the Association unless express authority in writing in that behalf has been given by the Committee.

15. CGA AWARDS

15.1 Service Awards

15.1.1 Eligibility

A Service Award can be awarded to Life Members, Honorary Members and Honorary Life Members for outstanding service to the Association, the School or any of the Association's affiliated clubs and societies. Length of service alone shall not be a basis for eligibility but rather achievement and contribution through continued service or office shall be regarded as important criteria.

15.1.2 Nomination

- (a) Nomination of a person for a Service Award shall be made in writing on a form available from the Executive Director. The nomination form must include a statement pertaining to the candidate's service to the Association, the School or an affiliated club or society.
- (b) Nominations for a Service Award shall be evaluated by the Membership and Awards Committee convened in accordance with Rule 9.4.
- (c) A Service Award shall only be conferred on the majority vote of the Committee based on the recommendation of the Membership and Awards Committee.

15.1.3 Presentation

Where practicable, Service Awards shall be presented at the Association's annual reunion dinner.

15.1.4 Insignia

Service Awards shall take the form of a framed certificate, or such other item(s) as deemed appropriate by the Committee from time to time.

15.2 **Caulfield Grammarian of the Year**

15.2.1 **Eligibility**

The “Caulfield Grammarian of the Year” Award may from time to time be awarded to a Life Member to recognise outstanding voluntary service to the broader community, or high achievement in a field of work, public office or sport.

15.2.2 **Nomination**

- (a) Nomination of a person for the Caulfield Grammarian of the Year Award shall be made in writing on a form available from the Executive Director. The nomination form must include a statement outlining the candidate’s contribution to the community, or achievement in a chosen field of work, public office or sport, and the nomination must be seconded.
- (b) Nominations for the Caulfield Grammarian of the Year Award shall be evaluated by the Membership and Awards Committee convened in accordance with Rule 9.4.
- (c) The Caulfield Grammarian of the Year Award shall only be conferred on the majority vote of the Committee based on the recommendation of the Membership and Awards Committee.

15.2.3 **Presentation**

Where practicable, the Caulfield Grammarian of the Year Award shall be presented at the Association’s annual reunion dinner.

15.2.4 **Insignia**

A Caulfield Grammarian of the Year Award shall take the form of a framed certificate, or such other item(s) as deemed appropriate by the Committee from time to time.”

16. **ALTERATION TO PURPOSES AND RULES**

16.1 **Amendments to Statement of Purposes**

The Statement of Purposes of the Association may only be altered, amended or modified by a resolution passed by a majority of not less than three-quarters of the Voting members present at a Special Meeting called for that purpose.

16.2 **Amendments to Rules**

These Rules may be altered, amended or modified from time to time by a resolution passed by a majority of not less than three-quarters of the Voting Members present at a Special meeting called for that purpose.

17. **GRIEVANCE PROCEDURE**

17.1 **Application**

17.1.1 The grievance procedure set out in this clause applies to disputes under these Rules between:

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

17.1.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

17.2 **Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

17.3 **Appointment of mediator**

17.3.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 17.2, the parties must within 10 days:

- (a) notify the Committee of the dispute; and
- (b) agree to or request the appointment of a mediator; and
- (c) attempt in good faith to settle the dispute by mediation.

17.3.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or

- (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
 - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

17.3.3 A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

17.4 **Mediation process**

17.4.1 The mediator to the dispute, in conducting the mediation, must:

- (a) give each party 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 throughout the mediation process.

17.4.2 The mediator must not determine the dispute.

17.5 **Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18. **COMMON SEAL**

18.1 **Use of Seal**

The common seal of the Association shall not be affixed to any instrument except by the authority of the Committee. The affixing of the common seal shall be attested by the signature of any two members of the Committee, including the Act Secretary.

18.2 **Custody of Seal**

The common seal shall be kept in the custody of the Act Secretary.

19. **WINDING UP**

Any profit or surplus which may accrue to the Association shall not be

available to Members by way of distribution. If the Association is wound up, any surplus resulting from a realisation of assets shall be paid to the School to be used or disposed of by the School as it deems fit.