

# The Pulteney Old Scholars' Association Incorporated

## Rules

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### Update history

1984	Include provision for the POSA Foundation
2 April, 2014	Rule 17 removed
2017	Numerous changes to remove all references to the POSA Foundation, increase the size of the Committee, giving additional rights to anyone given Honorary Life Membership and a general tidy up of minor issues

## **Name**

1. The name of the Association is **THE PULTENEY OLD SCHOLARS' ASSOCIATION INCORPORATED**.

## **Definitions**

2. In these Rules, except where the context is inconsistent, therewith the following words shall have the meanings hereby assigned to them, that is to say:-

<b>Act</b>	shall mean the Associations Incorporation Act 1985
<b>Association</b>	shall mean the Pulteney Old Scholars' Association Incorporated
<b>Committee</b>	shall mean the Committee referred to in Rules 10 and 11 of these Rules
<b>Ex officio</b>	shall mean a person who is a member of the Committee by virtue of their position, i.e. the School Principal
<b>Financial member</b>	shall mean any member who is not in arrears with the payment of any levy payable under these Rules
<b>Financial Year</b>	shall mean the period from the 1st day of July to the 30th day of June in the following year
<b>Member</b>	shall mean a person who is an:- <ul style="list-style-type: none"><li>• Honorary Life Member</li><li>• Honorary Member</li><li>• Old Scholar Junior Member</li><li>• Old Scholar Life Member</li></ul>
<b>Old Scholar Junior Member</b>	shall mean any person who is an Old Scholar who, after leaving the School, will be continuing their full time secondary education elsewhere
<b>Old Scholar</b>	shall mean any person who attended the School for the purpose of tuition at any level and leaves after completing at least one complete school year
<b>School</b>	shall mean the Pulteney Street School Incorporated or the Pulteney Grammar School Incorporated as the case may be
<b>THE PULTENEY FOUNDATION</b>	shall mean a Foundation created by the School to establish a large, self-perpetuating pool of Capital Funds which will provide the School with a strong and permanent financial base, ultimately ensuring its financial independence.

Words indicating the masculine gender shall, where the context permits, be read as including the feminine gender and vice versa.

## **Objects of the Association**

3. The objects of the Association are:-
  - (a) To promote the interests and well-being of the School
  - (b) To encourage the development of a strong bond between Old Scholars and the School
  - (c) To promote unity, companionship and participation among Old Scholars
  - (d) To support, promote, or sponsor the development of any club, activity or event which encourages the social, cultural or sporting involvement of Old Scholars
  - (e) To ensure an effective flow of information to and between Old Scholars
  - (f) To establish, provide, continue or discontinue scholarships and bursaries for the purpose of enabling holders to study at the School
  - (g) To initiate, control, subsidize, maintain or assist any undertaking, proposal or matter belonging to or associated with the School or its Old Scholars as may be thought fit
  - (h) To do all acts, matters and things conducive to such objects or any of them.

## **Membership**

4. Every person who has at any time attended the School for a period of not less than one complete school year (or such lesser period as the Committee shall allow in any particular case) for the purpose of receiving tuition at any level shall be eligible for membership of the Association (Old Scholar Junior Member or Old Scholar Life Member) as from the date of cessation of attendance at the School.

## **Membership Categories**

5. The members of the Association shall consist of:-
- (a) All existing members of the Association, in any category, as at the date of adoption of these Rules
  - (b) All persons admitted as **Old Scholar Junior Members** upon payment of a life membership subscription. Once a person reaches 18 years of age, or they notify the Association that they have completed their full time secondary education, they will automatically become an Old Scholar Life Member
  - (c) All persons admitted as **Old Scholar Life Members** elected as such pursuant to Rule 6(a)
  - (d) All persons admitted as **Honorary Life Members** elected as such pursuant to Rule 6(b)(i)
  - (e) All persons admitted as **Honorary Members** elected as such pursuant to Rule 6(c)
  - (f) Financial Old Scholar Life Members and Honorary Life Members are entitled to:-
    - vote at any general or special general meeting
    - stand for election to the Committee
    - act as chair at a general or special general meeting
    - stand as a proxy for any other member(s) at any general or special general meeting

Other categories of membership do not have any of these rights.

## **Election of Members of the Association**

6. (a) Any Old Scholar eligible for membership of the Association must be proposed and seconded by two (2) Financial members of the Association for election at a meeting of the Committee and shall be duly elected if voted for by not less than two thirds of the Committee members voting at such meeting. Following the vote, the Association will notify the School as to which individuals were elected and the School will then forward an amount to cover the prevailing membership subscription for all those who were elected.
- (b) (i) The Committee may elect any person, who is not an Old Scholar, to be an **Honorary Life Member** of the Association, provided that such membership shall only be conferred upon persons who have rendered special service to the Association, to the School or to the wider School community
  - (ii) The Committee may elect to award any Old Scholar Life Member a **Distinguished Service Commendation** in recognition of the special service the person has rendered to the Association, to the School or to the wider School community
  - (c) The Committee may elect any incumbent member of the Board of Governors of the School or any incumbent member of the School staff, other than any Old Scholar who is eligible for membership pursuant to Rule 4, to be an **Honorary Member** of the Association for such period as the Committee may determine, with their status to be reviewed annually.

## **Source of Funds**

8. (a) The Committee may from time to time raise levies from Old Scholar Life Members, but not other categories of members, where the amount and manner of payment of any such levy shall be determined by the Committee
- (b) Funds for the Association may also be derived from:-
    - (i) Life membership subscriptions
    - (ii) Donations
    - (iii) Grants
    - (iv) Interest
    - (v) Fund-raising activities and events
    - (vi) Any other sources approved by the Committee.

## **Resignation of Members**

8. Any member may resign their membership at any time by notifying the Secretary of their resignation in writing and thereupon shall forthwith cease to be a member of the Association.

## **Expulsion of Members**

9. (a) Subject to giving a member an opportunity to make a written and/or oral submission, the Committee may resolve to expel a member, in any category, upon a charge of misconduct detrimental to the interests of the Association

- (b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined
- (c) The determination of the Committee shall be communicated to the member within 14 days and in the event of an adverse determination, the member shall, subject to Rules 9(d) and (e), cease to be a member 14 days after the Committee has communicated its determination to the member
- (d) It shall be open to a member to appeal the expulsion to the Association at a general meeting and if the member wishes to appeal, the intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the member
- (e) In the event of an appeal under Rule 9(d), the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association at a general meeting after the appellant has been given the opportunity to address the meeting and in such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld
- (f) Unless the Committee determines otherwise, a member shall have no right to be represented by any other person for the purpose of oral submissions to the Committee or to the members.

### **The Structure and Election of the Committee**

- 10. (a) The Committee shall consist of the President, Vice President and sixteen (16) other members, as well as the incumbent School Principal who shall be a non-voting, ex officio member of the Committee
- (b) Subject to Rules 10(c) and (d), all elected members of the Committee, including those in office at the date of adoption of these Rules, shall hold office for a period of two years from the date of their election, unless any such member shall earlier die, retire or be removed from office in accordance with these Rules. Upon vacating office because of effluxion of time, members of the Committee shall be eligible for re-election. There shall be no limit to the number of times a person can be elected to the Committee.
- (c) The members of the Committee shall be elected as follows:-
  - (i) In all even years - the President, Vice-President and eight (8) other members
  - (ii) In all odd years - eight (8) other members
- (d) All candidates for election to the Committee shall be nominated in writing and such nomination shall be signed by two financial Members of the Association and by the candidate who shall thereon signify willingness to act if elected and all such nominations shall be lodged with the Association not later than two clear days before the date of the election
- (e) If at any time there shall be less than eighteen (18) Members on the Committee, excluding the School Principal, then the difference between the actual number of such Committee members and eighteen (18) shall be regarded as casual vacancies
- (f) In the event of a casual vacancy existing on the Committee, the position may be filled by the Committee which shall appoint a suitable financial member to hold office for the balance of the term of the vacancy being filled, at which time the person would be eligible to seek election under Rule 10(b)

### **Powers and Duties of the Committee**

- 11. (a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Association and are not, by the act or by these Rules, required to be done by the Association at a general meeting. The members of the Committee shall have due regard to their obligations as such under the Act.
- (b) The Committee has the management and control of the funds and other property of the Association
- (c) The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent
- (d) The Committee shall meet whenever it deems necessary, but in any event, at least once every two calendar months, with the Secretary to provide members with a notice of meeting stating the date, time and location, together with an agenda
- (e) A quorum for a meeting of the Committee shall be a majority of the current members of the Committee, excluding the School Principal
- (f) The President or, in the President's absence, the Vice-President or such other member of the Committee, elected by those present at any Committee meeting, shall preside at any meeting of the Committee

- (g) The Committee may establish Working Parties either as permanent or for a limited time to address a specific issue. All Working Parties will be chaired by a member of the Committee. At the time it is created, the Working Party will be issued a charter which will define its purpose, composition, period of existence, authority and any other matters the Committee believes would be appropriate.
- (h) In the event of any member of the Committee failing to attend three consecutive Committee meetings without tendering a satisfactory explanation, then the Committee may remove such member from office
- (i) In the event of any member of the Committee having been expelled from membership of the Association, then such member shall cease thereupon to hold office on the Committee
- (j) In the event of any member of the Committee being in arrears in respect of any levy payable under these Rules, then such member's office on the Committee shall be suspended until such levy is paid in full
- (k) With regard to all committee meetings, proxies are not permitted either to establish a quorum or in voting on any matter whether by show of hands or a poll
- (l) Voting at all Committee meetings will be on the basis that:-
  - (i) Each member has only one vote
  - (ii) An issue for decision shall be determined by a majority of members as determined by a show of hands
  - (iii) If at least five members demand a poll, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question
  - (iv) In any vote, the presiding Committee member shall have a deliberative as well as a casting vote.

### **Appointment of Trustee of THE PULTENEY FOUNDATION**

- 12. In the event of a notification being received by the Association from the Trustees of THE PULTENEY FOUNDATION requesting the Association to nominate one or more member to become a Trustees of THE PULTENEY FOUNDATION, the Committee shall thereupon as soon as is practicable, nominate one or more Old Scholar Life Members of the Association to such position or positions.

### **Appointment of Governor of School**

- 13. In the event of a notification being received by the Association from the Board of Governors of the School requesting the Association to nominate one or more members of the Association to such Board of Governors, the Committee shall thereupon nominate one or more Old Scholar Life Members of the Association to such position or positions.

### **General Meetings**

- 14. (a) There shall be an annual general meeting of the Association to be held within five months of the end of the financial year for the purpose of electing the members of the Committee and for tabling and considering the annual report and financial statements for the preceding financial year, as well as any other business specified in the notice of meeting. All other general meetings of the Association shall be special general meetings.
- (b) At least fourteen (14) days notice of all general meetings of the Association shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the businesses to be transacted at the meeting.
- (c) A special general meeting of the Association may be convened at any time by the Committee on its own motion in accordance with Rule 14(b). Also, the President shall, on requisition in writing signed by not less than ten financial members setting forth the objects for which such meeting is desired and lodged with the Association, convene a special general meeting to be held within twenty-eight (28) days for the objects that are set forth in such requisition with the Association covering any costs incurred in calling and conducting said meeting. In case the President shall not convene such special general meeting within fourteen (14) days of such requisition being so lodged with the Association, it shall be lawful for the members signing such requisition themselves to convene such meeting in accordance with Rule 14(b) and for that purpose the Committee shall provide all necessary assistance to the requisitioning members, with any reasonable costs incurred to convene the meeting to be borne by the Association.
- (d) It shall not be competent for any general meeting to entertain or transact any business except such as shall have been notified pursuant to Rule 14(b)

- (e) The President or, in the President's absence, the Vice-President, or if the President and the Vice-President are both absent or unable to preside, such other financial member, elected by those present at the meeting shall preside at that meeting
- (f) At all general meetings of the Association ten (10) Members shall form a quorum. In the case of a meeting at which it is proposed to modify the Rules under Rule 27, fifteen (15) Members shall form a quorum. Proxies are counted in establishing the quorum.
- (g) If within 30 minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the person presiding shall reschedule the meeting which will be, as close as practical, on the same day in the following week, at the same time and place. If at such adjourned meeting, a quorum is not present within 30 minutes of the time appointed for the meeting, the members present shall form a quorum.

**Voting at a General Meeting**

- 15. (a) Subject to Rules 15(e) and 16, every member of the Association has only one vote at a general meeting of the Association
- (b) Subject to Rules 15(c) and (d), a question for decision at a general meeting shall be determined by a majority of members who voted in person or by proxy at that meeting
- (c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands
- (d) If a poll is demanded, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question
- (e) In any vote, the presiding member shall have a deliberative as well as a casting vote.

**Proxies at a General Meeting**

- 16. (a) Subject to Rule 5(f), absent Financial Members may vote by proxy at any general meeting provided that all appointments of proxies shall be in writing and shall be lodged with the Association at least twenty four (24) hours before the time of the meeting at which such proxy is to be used
- (b) No member may hold more than 5 proxies other than the presiding member of the general meeting
- (c) The form of proxy shall be as follows, or as near thereto as circumstances permit:-

**"PULTENEY OLD SCHOLARS' ASSOCIATION INCORPORATED"**

I ..... of .....  
 being a member of the Association hereby appoint  
 ..... of .....,  
 or in such appointee's absence the presiding member at the Meeting, as my proxy to vote for me and on my behalf at the ..... general meeting of the Association to be held on ..... and at any adjournment thereof.

DATED .....

SIGNED .....

**Secretary**

- 17. (a) A Secretary shall be appointed by the Committee to undertake all secretarial tasks for the Committee
- (b) The Secretary need not be a member of the Committee or of the Association
- (c) The Secretary's remuneration shall be such amount (if any) as the Committee may determine from time to time.

**Public Officer**

- 18. (a) A Public Officer shall be appointed by the Committee to undertake all duties of a Public Officer under the Act on behalf of the Association



- (b) The Public Officer must be a member of the Association, be a resident of South Australia, but need not be a member of the Committee
- (c) The Public Officer's remuneration shall be such amount (if any) as the Committee may determine from time to time.

### **Treasurer**

- 19. (a) A Treasurer shall be appointed by the Committee and shall receive all subscriptions, levies and other moneys on behalf of the Association
- (b) The Treasurer must be a member of the Committee
- (c) The Treasurer's remuneration shall be such amount (if any) as the Committee may determine from time to time.

### **Bank Account**

- 20. (a) The Committee may open and maintain such bank account or accounts as it deems fit
- (b) The Committee shall authorize such members of the Committee as it sees fit to be signatories of such bank accounts and all payments shall be made under order of the Committee by cheque or electronic bank transfer, authorised by any two of such persons duly authorized by the Committee
- (c) All moneys received by the Treasurer shall be paid into the appropriate banking account of the Association to be kept at such bank as may be determined by the Committee from time to time.

### **Auditors**

- 21. (a) One or more auditors, who need not be members of the Association, shall be appointed at each annual general meeting and any vacancy may be filled by the Committee
- (b) The auditors shall have power to call at any time for the production of all books, deeds, papers, accounts and documents relating to the affairs of the Association and shall report on the financial statements to be presented at the annual general meeting of the Association.

### **Affiliation**

- 22. (a) The Association may affiliate with any other Association or Society having similar objects and purposes as the Association and upon such terms and conditions, if any, as may be agreed
- (b) The Association shall not be affiliated with any other Association or Society unless at a general meeting of the members of the Association, not less than two-thirds of the Financial Members of the Association, present in person or by proxy at such meeting, shall resolve to do so via a poll
- (c) No such poll shall be taken except after sixty (60) days notice to Members of the intention to take such poll.

### **Dissolution and Distribution of Assets**

- 23. (a) The Association shall not be dissolved unless at a general meeting of the members of the Association, not less than two-thirds of the Financial Members of the Association, present in person or by proxy at such meeting, shall resolve to do so via a poll
- (b) No such poll shall be taken except after sixty (60) days notice to Members of the intention to take such poll
- (c) In the event that the Association is dissolved, the net assets after satisfaction of all debts and other liabilities of the Association shall be transferred to the School.

### **Property Not Assignable**

- 24. No person shall by reason of membership of the Association, have any right or interest by operation of law or otherwise in any of the property of the Association.

### **Seal of the Association**

- 25. (a) The Seal of the Association, an imprint of which appears in the margin of these Rules, shall be under the control of the Committee and shall not be affixed to any document except by resolution of the Association in general meeting or of the Committee and in the presence of at least two Seal holders who shall both counter-sign any document to which the seal may be affixed
- (b) The Seal holders of the Association shall be the President, Vice President, Secretary, Public Officer and Treasurer of the Association
- (c) The Committee may appoint and remove additional Seal holders from among its members from time to time.

## **Notices and Communications with Members**

26. (a) Any notice or other document to be given or delivered to the Association shall be sent to the School, addressed to "The Pulteney Old Scholars' Association Incorporated" and shall be deemed to have been received by the Association seven (7) days after posting by ordinary pre-paid postage anywhere in Australia or four (4) days after hand delivery to the School administration office
- (b) Any communication to a specific member shall be:-
- By handing the notice to the member personally, or
  - To their last known address (postal or electronic)
- (c) Any general communication to the membership shall be:-
- To their last known address (postal or electronic)
  - Via the School's website
  - Via mass media outlets in Adelaide, and/or
  - Electronic social media facilities.

## **Alteration of Rules**

27. These Rules shall form the basis of the Association and shall not be modified (repealed, altered or new Rules added) save by the authority of a special resolution put to the members at a meeting of the Association where at least twenty one (21) days notice shall have been given and that the resolution, in which details of the proposed modifications are provided, is passed by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or by proxy at that meeting.