

**Rules for the Korovian Club Inc.**

## **RULES FOR THE KOROVIAN CLUB INC.**

- 1 The name of the incorporated association is The Korovian Club Inc. (in these rules called 'The Association').
- 2 The purposes for which the proposed incorporated association is established are:
  - (i) Connection – Build and maintain friendships  
The Korovian Club is a place for alumni to connect, to support one another, and to continue developing lifelong friendships.
  - (ii) Celebration – Celebrate Korovians and their achievements  
The Korovian Club celebrates our community's unique and varied talents, and living according to Korowa's values: courage, respect, integrity and service.
  - (iii) Appreciation – Appreciate Korowa and support its community  
The Korovian Club values the school's history and traditions, and our shared experiences. We support the Korowa community through volunteerism and philanthropy.

## **INTERPRETATION**

- 3(1) In these rules, unless the contrary intention appears:
  - 'Committee' means the Committee of Management of the Association.
  - 'Financial Year' means the year ending on 30 September.
  - 'General Meeting' means a general meeting of members convened in accordance with Rule 12.
  - 'Member' means a member of the Association.
  - 'Ordinary Member of the Committee' means a member of the Committee who is not an officer of the Association under Rule 22.
  - 'The Act' means the *Associations Incorporation Reform Act 2012 (Vic)*.
  - 'The Regulations' means the regulations under the Act.
- 3(2) In these Rules, a reference to the secretary of an Association is a reference where a person holds office under these Rules as secretary of the Association to that person.
- 3(3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the *Acts Interpretations Act 1958 (Vic)* as in force from time to time.
- 3(4) An incorporated association must have the word 'Incorporated' as the last word in its name.

## **MEMBERSHIP**

- 4(1) The Association shall consist of a Patron and Members and Honorary Members.

- 4(2) The Principal of Korowa Anglican Girls' School shall be invited to be Patron of the Association.
- 4(3) Students who have attended Korowa Anglican Girls' School shall upon the Treasurer of the Committee receiving payment of the life membership subscription fee payable under these Rules be eligible for membership of the Association.
- 4(4) A person who is not eligible for membership under sub rule 4(3) but has shown a special interest in the Association, shall, upon a Committee member nominating the person and the Committee approving the nomination, become an Honorary Member of the Association.
- 4(5) Upon a nomination being made pursuant to sub rule 4(4), the Committee shall determine whether to approve or to reject the nomination.
- 4(6) Upon a nomination being made pursuant to sub rule 4(4) and the Committee approving the said nomination, the Secretary shall, with as little delay as possible, notify the nominee, in writing, that she or he is approved for membership of the Association.
- 4(7) The Secretary shall in the case of a nomination being approved, pursuant to sub rule 4(4), enter the nominee's name in the register of members kept by her/him and, upon the name being so entered, the nominee becomes a member of the Association.
- 4(8) A right, privilege or obligation of a person by reason of her/his membership of the Association:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates upon the cessation of her/his membership whether by death or resignation or otherwise.

#### **LIFE MEMBERSHIP SUBSCRIPTION FEE**

- 5(1) The life membership subscription fee shall be determined at the Annual General Meeting and upon the Treasurer of the Committee receiving payment of the life membership subscription fee entitles the member to membership of the Association until death or resignation or otherwise.
- 5(2) Upon the Treasurer of the Committee receiving payment of the life membership subscription fee the member, aged 16 and above, is entitled to vote at any meeting held by the Association.

#### **REGISTER OF MEMBERS**

- 6(1) The Association shall keep and maintain a register of members in which shall be the full name, address, date of entry of the name of each member and, save for the Patron and Honorary members, the year during which the member left Korowa Anglican Girls' School.
- 6(2) The date on which a person ceases to be a member of the Association, whether by death or resignation or otherwise, shall be entered in the register within 14 days after notification of that date.

- 6(3) Information about a person who is no longer a member of the Association, other than the name of the person and the date on which the person ceased to be a member, shall be removed from the register within 14 days after the person ceases to be a member.
- 6(4) The register shall be made available for inspection upon request by a member and in accordance with the Act.

### **RESIGNATION AND EXPULSION OF MEMBER**

- 7(1) A member of the Association who has paid the life membership subscription fee, or an Honorary Member, resign from the Association by first giving one (1) month's notice in writing to the Secretary of her/his intention to resign, and upon the expiration of that period of notice, the member shall cease to be a member.
- 7(2) Upon the expiration of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- 8(1) Subject to these rules, the Committee may by resolution expel a member from the Association if the Committee is of the opinion that the member:
- (i) has refused or neglected to comply with these rules; or
  - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- 8(2) A resolution of the Committee under sub-clause (1):
- (a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
  - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- 8(3) Where the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Committee and the grounds on which it is based;
  - (b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the member that she/he may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that she/he wishes to appeal to the Association in general meeting against the resolution.

- 8(4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee:
- (a) shall give to the member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- 8(5) Where the Secretary receives a notice under sub-clause (3), she/he shall notify the Committee and the Committee shall convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 8(6) At a general meeting of the Association convened under sub-clause (5):
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the member shall be given an opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8(7) If at the general meeting:
- (a) three quarters of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.

### **ANNUAL GENERAL MEETING**

- 9(1) The Association shall in each calendar year convene an annual general meeting of its members.
- 9(2) The annual general meeting shall be held on such a day that the Committee determines, within five (5) months of the end of the financial year.
- 9(3) The annual general meeting shall be specified as such in the notice convening it.
- 9(4) 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 meeting held since that meeting;
  - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
  - (c) to elect officers of the Association and the ordinary members of the Committee; and
- 9(5) The annual general meeting may transact special business of which notice is given in accordance with these rules.
- 9(6) The annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- 9(7) A member not physically present at an annual general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the

members present at the meeting to clearly and simultaneously communicate with each other.

- 9(8) A member participating in a general meeting as permitted under subrule (7) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **SPECIAL GENERAL MEETING**

- 10 All general meetings other than the annual general meeting shall be called special general meetings.
- 11(1) The Committee may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- 11(2) The Committee shall, on the requisition in writing of members representing not less than 10 members, convene a special general meeting of the Association.
- 11(3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- 11(4) If the Committee does not cause a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a special general meeting to be held, may convene a special general meeting to be held not later than three (3) months after that date.
- 11(5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.
- 11(6) A member not physically present at a special general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- 11(7) A member participating in a special general meeting as permitted under subrule (6) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **NOTICE OF MEETING**

- 12(1) The Secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at her/his address appearing in the register of members, a notice by pre-paid post or electronic mail (email) stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

- 12(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 12(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

### **PROCEEDINGS AT MEETINGS**

- 13(1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- 13(2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13(3) Five (5) members personally present (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 13(4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of member shall be dissolved and in any other case shall stand adjourned to an appointed day in the next month at the same time (unless another place is specified by the Chair at the time of the adjournment or by written notice to member given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting shall be dissolved.
- 14(1) The President, or in her/his absence, the Vice President, shall preside as Chair at each general meeting of the Association.
- 14(2) If the President and the Vice President are absent from or carried by a particular majority or lost, the general meeting, the members present shall elect one (1) of their number to preside as Chair at the meeting.
- 15(1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15(2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- 15(3) Except as provided in sub-clauses (1) and (2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 16 A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact,

without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

- 17(1) Upon any question arising at a general meeting of the Association, a member has one (1) vote only.
- 17(2) All votes shall be given personally or by proxy.
- 17(3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
- 18 Only members are entitled to vote at any general meeting.
- 19(1) Each member shall be entitled to appoint another member as her/his proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 19(2) The notice appointing the proxy shall be in the form set out in Appendix 1.

### **COMMITTEE OF MANAGEMENT**

- 20(1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22.
- 20(2) The Committee:
  - (a) shall control and manage the business and affairs of the Association;
  - (b) may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 21(1) The officers of the Association shall be:
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary; and
  - (d) Treasurer.
- 21(2) The provisions of Rule 24 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).
- 21(3) Each officer of the Association shall hold office until the annual general meeting next after the date of her/his election but is eligible for re-election.
- 21(4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of her/his appointment.

- 22(1) The Committee shall consist of:
- (a) the officers of the Association; and
  - (b) no less than five (5) ordinary members – who shall be elected at the annual general meeting of the Association in each year.
- 22(2) Each ordinary member of the Committee shall, subject to these rules, hold office until the annual general meeting next after the date of her/his election, but is eligible for re-election.
- 22(3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of her/his appointment.

### **ELECTION OF OFFICERS AND VACANCY**

- 23(1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee:
- (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - (b) shall be delivered to the Secretary of the Association not less than two (2) days before the date fixed for the holding of the annual general meeting.
- 23(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- 23(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 23(4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 23(5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.
- 23(6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 24 For the purposes of these rules, the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member:
- (a) ceases to be a member of the Association;
  - (b) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or
  - (c) resigns he/her office by notice in writing given to the Secretary.

## **PROCEEDINGS OF COMMITTEE**

- 25(1) The Committee shall meet at least six (6) times in each year at such place and such times as the Committee may determine.
- 25(2) Special meetings of the Committee may be convened by the President or by any other member of the Committee.
- 25(3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of business to be transacted and no other business shall be transacted at such a meeting.
- 25(4) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 25(5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of an appointed day in the following month unless the meeting was a special meeting in which case it lapses.
- 25(6) At the meeting of the Committee:
  - (a) The President or in her/his absence, the Vice President shall preside; or
  - (b) If the President and the Vice-President are absent, such one of the remaining members of the Committee as may be chosen by the members present shall preside.
- 25(7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 25(8) Each member at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 25(9) Written notice of each committee meeting shall be served on each member of the Committee by delivering it to her/him at a reasonable time before the meeting or by sending it by pre-paid post addressed to her/him at her/his usual or last known place of abode or via electronic mail (email) at least two business days before the date of the meeting.
- 25(10) Subject to sub-clause (4), the Committee may act notwithstanding any vacancy on the Committee.

## **SECRETARY**

- 26 The Secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each committee meeting in books, in electronic or paper form, provided for that purpose together with a record of the names of persons present at committee meetings.

## **TREASURER**

- 27(1) The Treasurer of the Association:
- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - (b) shall keep correct accounts and books, in electronic or paper form, showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 27(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.
- 27(3) An Honorary Auditor shall be appointed at the Annual General meeting for the period of one (1) year, but is eligible for re-election.

## **REMOVAL OF MEMBER OF COMMITTEE**

- 28(1) The Association in general meeting may by resolution remove any member of the Committee before the expiration of her/his term of office and appoint another member in her/his stead to hold office until the expiration of the term of the first-mentioned member.
- 28(2) Where the member to whom a proposed resolution referred to sub-clause (1) makes representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if they are not to be sent, the member may require that they be read out at the meeting.

## **GRIEVANCE PROCEDURES**

- 29(1) The grievance procedure set out in these Rules 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.
- 29(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.
- 29(3) 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.
- 29(4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29(3), 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.

- 29(5) 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.
- 29(6) 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.
- 29(7) 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.
- 29(8) The mediator must not determine the dispute.
- 29(9) 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.

### **CHEQUES AND ELECTRONIC TRANSFER OF FUNDS**

- 30(1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the following members of the Committee:
- (i) President;
  - (ii) Secretary;
  - (iii) Treasurer.
- 30(2) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

### **SEAL**

- 31(1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- 31(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Secretary of the Association.

## **ALTERATION OF RULES AND STATEMENT OF PURPOSE**

- 32 These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.

## **NOTICES**

- 33(1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at her/his address or electronic mail (email) shown in the Register of Members.
- 33(2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **WINDING UP OR CANCELLATION**

- 34 In the event of winding up or cancellation of the incorporation of the Association, the assets of the Association shall be transferred to the Council of Korowa Anglican Girls' School or such other Anglican school as shall be approved by a special resolution at a special general meeting convened for that purpose.

## **CUSTODY OF RECORDS**

- 35 Except as otherwise provided in these Rules, the Secretary or the Treasurer shall keep in their custody or under their control all books, documents and securities of the Association.

## **FUNDS**

- 36(1) The funds of the Association shall be derived from the life membership subscription fees, donations and such other sources as the Committee determines.
- 36(2) The funds of the Association not immediately required shall be invested at the discretion of the Committee.

**APPENDIX 1**

**FORM OF APPOINTMENT OF PROXY**

I.....

of.....

being a member of .....

(Name of Incorporated Association)

hereby appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may) to be held on the .....

of .....20.....and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution

(insert details)

Signed.....

The .....day of.....20.....