

WALFORD OLD SCHOLARS' ASSOCIATION INCORPORATED REVISED CONSTITUTION

NAME

1. The name of the Association is Walford Old Scholars' Association Incorporated ("**The Association**").

DEFINITIONS

Annual General Meeting means the yearly meeting of the members of the Association, as defined by Rules 59 and 60

By-law means any by-law made by the Directors

Chairperson means the person elected to preside over meetings of the Committee and General Meetings of the Association, in accordance with these rules

Committee means the committee of management of the Association

General meeting means a general meeting of members of the Association convened in accordance with these rules

Associate Member has the meaning provided in Rule 4 (b)

Honorary Member is any person awarded honorary membership to the Association in accordance with Rule 8. Honorary Members have full voting rights as per Life Members.

Life Member has the meaning provided in Rule 4 (a)

Member means a member of the Association as provided under Rules 4, 7 and 8

Month shall mean a calendar month

Special Resolution means a special resolution defined in the Act

The Act means the *Associations Incorporation Act 1985*

The Association means Walford Old Scholars Association Incorporated, ABN 62 587 490 771

The Regulations means *Associations Incorporation Regulations 2023*

The School means Walford Anglican School for Girls Incorporated, ABN 14 934 762 147

OBJECTS

2. The objects of the Association are:
 - (a) to promote and maintain unity and fellowship among members of the Association and between members of the Association and the School;
 - (b) to continue the connection and interest of the members of the Association with and in the School;
 - (c) to promote and further all that relates to or may relate to the welfare of the School;
 - (d) to establish, provide, continue and discontinue:

- (i) prizes for competition among students attending the School; and
 - (ii) scholarships, bursaries and exhibitions for the purpose of enabling or assisting the holder to commence or continue an education at the School;
- (e) at the discretion of the Association, to initiate, control, subsidise or provide assistance in any undertaking, proposal or matter relating to the School or to any charity; and
- (f) to do all acts, matters and things conducive to and consistent with any such objects of the Association, which the Association in their discretion thinks fit.

POWERS OF THE ASSOCIATION

3. The Association shall have all the powers conferred by section 25 of the Act to further the objects of the Association.

MEMBERSHIP

4. The following persons shall be eligible for membership of the Association:

(a) Life Members (Old Scholars)

All persons who have attended the School, including Walford House School or Walford Church of England Girls' Grammar School Incorporated, for tuition from Reception onwards, and who have concluded their Year 12 education at the School.

(b) Associate Members (Staff and Student early leavers)

- i) All present or past teachers and staff of the School and all past teachers of Walford House School or of Walford Church of England Girls' Grammar School Incorporated, who have taught or worked for not less than one (1) calendar year.
- ii) Former students who attended the School for a period of not less than one (1) calendar year, but who left prior to completing Year 12, and who wish to remain connected to the School community.

An Associate Member may participate in all social, networking, and community activities of the Association but shall not be eligible to vote at meetings or hold office with the Association.

5. No student shall become a Member of the Association until they have graduated from Year 12 or otherwise concluded their education at the School. A student of the school, who leaves or has left, prior to completing Year 12 may apply for Associate Membership upon leaving or thereafter.
6. No person whom the Committee in its absolute discretion deems an undesirable person shall become a Member of the Association.
7. For the avoidance of doubt, the status of Life Membership of any member of the Association shall not be revoked or altered purely as a result of changes to the Constitution.

HONORARY MEMBERS

8. The Association in General Meeting may resolve that any person may be recognised as an Honorary Member, which may be awarded in recognition of long and especially valuable service to the School or the Association.
9. Honorary Members shall not be liable to pay any subscription but otherwise, their rights and liabilities shall in no way differ from those of Life Members of the Association.

SUBSCRIPTIONS

10. The subscription fees for Life Membership shall be such sum as the Committee shall determine from time to time in the Committee meetings.
11. Subscription fees as collected by the School will be held in trust by the School on behalf of the Association, until the completion of the year that the student finishes year 12, regardless of their continued tuition at the School.

RESIGNATION

12. A Member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Resignation from the Association does not entitle the Member to a refund of any moneys that have previously been paid to the Association, including and without limitation, the subscription fee for life membership.

REGISTER OF MEMBERS

13. A register of members shall be kept and where possible, should include the following details for each Member:
 - (a) the name and address
 - (b) the email address
 - (c) the phone number
 - (d) the date on which the Member was admitted to the Association, including whether they graduated from the school;
 - (e) where possible, the names of any relatives who may have attended the school (where relevant); and
 - (f) the date of and reason(s) for termination of membership (if applicable).
14. The School shall maintain and update the membership register, in compliance with privacy laws and the requirements of the Act. Due to privacy concerns, the school will not directly share or provide the membership register to the Association.
15. The Association may request access to information from the register as required for the purposes of communicating with members or conducting association business. The School will provide the necessary information in a manner that protects the privacy of members and complies with data protection laws. Access will be granted in a controlled manner and only as needed for legitimate activities associated with the Association.

16. Each Member is responsible for ensuring that their contact information in the membership register is accurate and up to date. This includes notifying the Association or School of any changes to their personal details (as referred to in rule 14).
17. The School and Association shall make reasonable efforts to facilitate the process for members to update their details. This may include providing accessible means of communication (which may include but not be limited to: online portals, forms or direct contact) for members to update their information promptly.
18. The Association and School will not be held liable for any issues that may arise from outdated contact information, including missed communications or notifications, if members fail to update their information in a timely manner.

EXPULSION

19. Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
20. 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.
21. The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to 23 below), cease to be a Member 14 days after the Committee has communicated its determination to the Member.
22. It shall be open to a Member to appeal the expulsion at a General Meeting of the Association. 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.
23. In the event of an appeal under Rule 22, 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 in a General Meeting, after the appellant has been heard by the members of the Association (or been provided with an opportunity to be heard), and in such event, membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.
24. The Committee shall not be disqualified from expelling any Member by reason of the fact that they or any of them have personally investigated the matters complained of.

POWERS OF THE COMMITTEE

25. 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 required by the Act or by these rules to be done by the Association in General Meeting.

26. The Committee has authority to manage and control the funds and any other property of the Association.
27. 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.
28. The Committee shall appoint a public officer as required by the Act, who shall be one or more of the office bearers of the Association.

COMMITTEE

29. The office bearers of the Association shall be a President, a Vice President, Secretary and Treasurer.
30. The Committee may appoint a Secretary who is not a member of the Association. This appointment may be for any period and on the terms that the Committee considers appropriate. A Secretary appointed in this way is not required to stand for election at an Annual General Meeting.
31. The Committee shall consist of the office bearers of the Association (other than the Secretary, if the Secretary is not a member of the Association) and at least four (4) but no more than twelve (12) members of the Association, in addition to the Principal of the School (ex officio).
32. In addition to the standard Committee composition, the Committee will have absolute discretion to appoint up to two (2) additional Committee positions that will be preserved for Young Committee Members. For the purposes of this rule, Young Committee Members will be defined as those individuals who have graduated from their highest qualification at the School within the past five (5) years. These positions are subject to the same term, nomination, and rotation provisions as other Committee roles.
33. All Committee Members and Office Bearers must be Life Members of the Association at the time of their nomination and throughout the term of their office, except for a Secretary who has been nominated in accordance with Rule 30.
34. The School is not entitled to nominate any person for election as an Office Bearer of the Association, however, the School may nominate up to two (2) individuals for election to the Committee as Committee Members, provided that those individuals are otherwise eligible under these rules.
35. The Length of a term on the Committee is two (2) years commencing and concluding at the Annual General Meeting.
36. To ensure continuity:
 - (a) approximately half of the Committee member positions shall become vacant each year; and
 - (b) approximately half of the Office Bearer positions shall become vacant each year.

37. Where necessary, the Committee may allocate a one-year transitional term to newly elected members to establish or maintain the rotation referred to in Rule 36.
38. Any retiring Committee members or Office Bearer shall be eligible for re-election without formal notification, unless the Secretary is notified to the contrary.
39. No person other than a retiring Office Bearer or Committee member shall be eligible for election as an Office Bearer or Committee member unless:
 - (a) a nomination in writing, signed by two (2) members and the candidate, is delivered to the Secretary no later than sixteen (16) days before the Annual General Meeting; or
 - (b) a verbal nomination is received at the Annual General Meeting to fill any vacancy in any office or Committee member position for which no formal nomination has been received.
40. Notice of all persons seeking election to the Committee shall be provided to Members of the Association with the notice of the Annual General Meeting at which the election will be held.
41. Any office-bearer or Committee member may resign by notice in writing to the Secretary. If the President resigns, the Vice-President shall become the President.
42. If a position on the Committee becomes vacant between elections, the Committee may appoint a Full Member to fill the vacancy as a Casual Committee Member. The Casual Committee Member will serve until the next Annual General Meeting, at which point the position will be filled through the prescribed election process. A Casual Committee Member is eligible for nomination and election at that meeting in the same manner as any other Office Bearer or Committee Member.
43. All or any of the office-bearers and Committee members shall be removable by a resolution carried at a Special General Meeting of the Association duly convened for that purpose. At such a meeting, members present may elect one or more new Office Bearers and Committee members to replace or supplement those members that have been removed.
44. The Committee may continue to act, notwithstanding any vacancy in any office.

DUTIES OF OFFICE BEARERS

45. The President, or, in the absence of the President, the Vice-President, shall preside and be Chairperson at all meetings of the Association and of the Committee. In the absence of both President and Vice-President, one of the members present at the meeting shall be elected Chairperson. The omission to elect a Chairperson shall not invalidate any proceedings at any meeting.
46. The Secretary shall:
 - (a) keep all minutes of meetings;
 - (b) receive and table all correspondence addressed to the Association;

- (c) issue notices of meetings;
 - (d) act as the executive office of the Committee
 - (e) maintain all required books and registers;
 - (f) present the Committee's report at each Annual General Meeting; and
 - (g) perform any other duties incidental to the role.
47. The Secretary shall have the power to delegate any of the above duties, subject to the Committee's approval.
48. The Treasurer shall:
- (a) arrange for the receipt and collection of all monies;
 - (b) arrange for the payment of all accounts on behalf of the Association;
 - (c) deposit all monies received into the Association's bank account(s) promptly;
 - (d) provide an account of all monies received and disbursed at such times and meetings as the Committee directs;
 - (e) present a statement of accounts showing receipts and expenditure since the last meeting, including a reconciliation, at every committee meeting; and
 - (f) produce, at each Annual General Meeting, a balance sheet prepared up to 31 December immediately preceding the meeting, which shall have been independently reviewed.
49. The Treasurer's receipt of any monies shall be sufficient discharge for any payment made to the Association.
50. All withdrawals from the Association's bank account(s) shall be made by cheque, withdrawal form, or electronic funds transfer and must be authorised by any two (2) of the following the President, the Vice-President, Secretary or Treasurer.

PROCEEDINGS OF COMMITTEE

51. The Committee shall meet at least twice each year to conduct business.
52. A meeting may be convened by the Secretary at their discretion or must be convened upon the request of the President or any three (3) Committee Members.
53. The Secretary shall give notice of every Committee meeting to all Committee Members.
54. Committee meetings may be held in person, by telephone, or by other electronic means that allow all members to communicate clearly and simultaneously. A member participating in a meeting by such means is taken to be present at the meeting for all purposes, including for the purposes of forming quorum and voting.
55. Questions arising at any Committee meeting shall be decided by a majority of votes. In the event of a tied vote, the Chairperson shall have a casting vote in addition to their deliberative

vote.

56. A quorum for a meeting of the committee shall be the lesser of five (5) members or one half of the total elected Committee members plus one (1).

57. A Committee member with a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act and must not vote on that contract. The member must also disclose the nature and extent of their interest at the next Annual General Meeting.

DISQUALIFICATION OF COMMITTEE MEMBERS

58. The office of a Committee member shall become vacant if a Committee member is:

- (a) disqualified from being a Committee member by the Act
- (b) expelled as a Member under these rules
- (c) permanently incapacitated by ill health; or
- (d) absent without apology from more than four meetings in a financial year.

ANNUAL GENERAL MEETINGS

59. The Committee shall call an Annual General Meeting in accordance with the Act and within thirty (30) days of the Old Scholars' Week in each year.

60. The order of the business at the meeting shall be:

- (a) confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since;
- (b) election of Committee Members and Office Bearers;
- (c) presentation and consideration of the Committee's report on the activities of the Association;
- (d) presentation and consideration of the financial accounts and the independent reviewer's report; and
- (e) any other business requiring consideration by the Association in a General Meeting.

SPECIAL GENERAL MEETING

61. A Special General Meeting may be convened at any time by:

- (a) the President;
- (b) resolution of the Committee; or
- (c) a written requisition signed by at least five percent (5%) of the total number of members of the Association.

62. Any requisition for a Special General Meeting must:

- (a) state the purpose of the meeting; and

(b) be signed by the required number of members, which may be delivered to the Secretary via hard copy or electronic means.

63. Upon receipt of a valid requisition under Rule 611(c), the Committee must convene the Special General Meeting within one (1) month for the purpose specified in the requisition.
64. If the Committee fails to convene the meeting within one (1) month, the requisitionists, or at least fifty percent (50%) of their number, may convene the meeting themselves. The meeting must be convened in as close a manner as practicable to that prescribed for meetings convened by the Committee.
65. For the purpose of Rule 63, the Committee must facilitate (via the Secretary or the School) communications to be sent to Members of the Association that are entitled to receive the notice of meetings. Nothing in this rule shall breach Rule 15.

NOTICE OF GENERAL MEETINGS

66. Where a General Meeting is to be called, at least fourteen (14) days' notice shall be given to Members. The notice shall include the date, time and location of the meetings as well as details of the nature and order of the business to be transacted.
67. If a Special Resolution is to be proposed at a meeting, at least twenty-one (21) days' notice must be given, and the notice must specify the intention to propose the resolution and set out its terms.
68. Notice may be given to Members of the Association by:
- (a) personal delivery; or
 - (b) sending by email; or
 - (c) posting it to the address recorded in the register of Members.
69. In circumstances where a notice is sent by post, it shall be deemed to have been delivered within three (3) days in metropolitan Adelaide or within five (5) days in regional South Australia, or interstate, or fourteen (14) days for overseas post.
70. Where a notice is sent by email, it shall be deemed to have been delivered to Members on the date that the notice was emailed.

71. The accidental omission to give any such notice to any Members of the Association shall not invalidate any resolution passed at any such meeting.

PROCEDURES AT GENERAL MEETINGS

72. The quorum for an Annual General Meeting and General Meeting shall be ten (10) Life Members present in person, by proxy, by telephone or by electronic means.
73. The quorum for any Special General Meeting convened under Rule 61 shall be fifteen (15) Life Members of the Association, whether present in person, by proxy, by telephone or by other electronic means.

74. If within 30 minutes of the time appointed for a General Meeting a quorum is not present:
- (a) In the case of a meeting convened under Rule 611(c) (ie. by requisition) the meeting shall lapse.
 - (b) In the case of any other meeting, the meeting shall be adjourned to the same day in the following week at the same time and place. At the adjourned meeting, the members then present shall constitute a quorum.
75. If the Chairperson is not present within five (5) minutes of the appointed start time or is unwilling to act, the members present may elect a Committee member or one of their own number to chair the meeting.
76. The Chairperson's declaration of the result of any election or motion shall be final and conclusive evidence of the outcome.
77. Any accidental failure to comply with election procedures or other irregularities in the conduct of the meeting shall not invalidate the election results or any other resolutions passed at the meeting, as long as the meeting satisfies the requirements for a quorum under Rules 72 and 73.

VOTING AT GENERAL MEETINGS

78. Each Life Member of the Association has one vote at a General Meeting.
79. A question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members voting in person or by proxy.
80. Voting for the election of Office Bearers and Committee Members shall be by ballot (where necessary).
81. Unless a poll is demanded by at least five Life Members present, or called for by the Chairperson a question for decision at a General Meeting must be determined by a show of hands.
82. In the event of a tied vote, the Chairperson shall have a casting vote in addition to their deliberative vote.
83. Members not present at a General Meeting may appoint a proxy to vote on any issue, subject to Rules 89-91.
84. Members participating in a meeting by telephone or other electronic means that allow for clear and simultaneous communication shall be deemed present and may vote as if attending in person.

POLL AT GENERAL MEETINGS

85. If a poll is required, it must be conducted in a manner specified by the Chairperson and the result of the poll, once declared by the Chairperson, will be taken as the resolution of the meeting on that question of business.

86. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

SPECIAL AND ORDINARY RESOLUTIONS

87. A special resolution is as defined in the Act.
88. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

PROXIES

89. A Life Member may appoint, in writing, another Life Member of the Association to act as their proxy to attend and vote at any General Meeting.
90. A Life Member who may attend the General Meeting via telephone, or electronic means but who intends to vote using a proxy vote, is required to lodge with the Secretary or the School all proxy appointments prior to the commencement of the meeting.
91. A Life Member may carry a maximum of five (5) proxy votes at any General Meeting in addition to their own vote, for a total of no more than six (6) votes.

MINUTES

92. Proper minutes of all proceedings of General Meetings of the Association and meetings of the Committee shall be recorded within one (1) month of the relevant meeting and kept in a secure and accessible format, whether physical or electronic, maintained on behalf of the Committee for that purpose.
93. Minutes must be confirmed by the members of the Association or the Committee (as relevant) at the next appropriate meeting.
94. Confirmed minutes must be endorsed by the Chairperson of the meeting at which the proceedings took place, or by the Chairperson of the next meeting at which the minutes are confirmed. Endorsement may be provided by physical or electronic signature, or by another method approved by the Committee.
95. Where minutes are recorded and endorsed in accordance with Rule 4, they shall be accepted, unless proven otherwise, as evidence that the meeting was properly convened and held, that all proceedings took place as recorded and that all appointments made at the meeting are valid.

FINANCIAL REPORTING

96. The Association's financial year shall commence on 1 January and end on 31 December each year.
97. The Association shall keep and retain accounting records sufficient to correctly record and explain its financial transactions and financial position, in accordance with the Act.

98. Prior to the Annual General Meeting, the accounts shall be reviewed by an independent Committee Member, who is not an Office Bearer of the Committee. This reviewer may, at their discretion, recommend an independent external review. Any costs associated with such a review shall be borne by the Association.
99. The purpose of the review is to confirm that transactions have been properly recorded, no fraudulent or improper transactions have occurred, and, as far as practicable, that the accounts have been managed in accordance with the rules of the Association.
100. The independent reviewer shall provide a written statement to be presented at the Annual General Meeting, confirming that the accounts have been reviewed and detailing any discrepancies, issues identified, or confirming that no issues were found.
101. The Office Bearers shall address and respond to any issues identified in the review at the Annual General Meeting.
102. Nothing in these rules shall require the Association to conduct a formal audit unless the Association meets the criteria of a Prescribed Association under the Act, in which case the Association shall comply with all relevant audit requirements.

FUNDS

103. The funds and property of the Association shall be vested in the Association. No person, by reason of being a member of the Association, shall have any transmissible or assignable interest in any property of funds of the Association, whether by operation of law or otherwise.
104. The funds of the Association may be invested in such manner as the Committee determines, consistent with the objects and rules of the Association.
105. The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.
106. The School may, with the agreement of the Committee, hold funds on behalf of the Association in a designated account. The Committee shall maintain full oversight of any such funds, and the School must provide regular and transparent financial reporting on the balance and transactions of this holding account. The Committee may determine and review a maximum amount to be retained in this account at any time.

LEGAL PROCEEDINGS

107. The Committee may institute legal proceedings for the purpose of protecting the interests or enforcing the rights of the Association and may defend any legal proceedings for the purpose of protecting the interests or enforcing the rights of the Association.
108. The Association may defend any legal proceedings commenced against:
 - (a) the Committee; or

(b) the members of the Committee; or

(c) any of them,

in respect of anything done or failed to be done, in pursuance of or purported pursuance of these rules.

109. The members of the Committee shall have a right to be indemnified by the School or out of the funds of the Association against all judgments, penalties and costs made, imposed or sustained in consequence of such legal proceedings.

BRANCHES

110. The Association may promote or approve the formation of branches of the Association within the state of South Australia, or elsewhere.

111. Branches shall have such powers, such officers and such local rules as the Association may see fit to make, confer, appoint or approve.

112. The Association may associate itself with any other associations or societies having the same or like objects and purposes as the Association and upon such terms and conditions (if any) as may be agreed subject to approval by the Committee or a General Meeting.

RULES

113. These rules form the constitution of the Association and govern its operations.

114. These rules may be added to, repealed, or amended by resolution at an Annual General Meeting or at a General Meeting, provided that:

(a) The resolution is carried by a majority of at least two-thirds of the members present in person, by proxy, or participating via telephone or other electronic means; and

(b) At least fourteen (14) days written notice of the proposed resolution has been given by the Secretary to all Life Members of the Association.

115. Any alteration to the rules must be lodged for registration with Consumer and Business Services (or subsequent equivalent) as required under the Act. The Committee may delegate this task to the School or an appropriate representative.

116. Once registered, these rules are binding on the Association and all its Members, as if each Member had signed and agreed to be bound by them.

BY-LAWS

117. The Committee shall have power to make, amend and repeal by-laws or rules not inconsistent with these Rules in relation to any matter not otherwise provided for.

118. In the event of any doubt or difficulty arising as to the interpretation of any Rule, the Committee shall have the authority to make a determination. If such doubt or difficulty arises during a meeting, the Chairperson of that meeting may determine the meaning, subject to Rule 119. Any such determination shall be final and binding on members unless

varied under Rule 119.

119. Any by-law or determination about the meaning of a rule made by the Committee or the Chairperson can be changed or cancelled by a resolution passed at a General Meeting of the Association.

WINDING-UP

120. This Association may be wound up by a resolution passed at a Special General Meeting called specifically for that purpose. Notice of the Special General Meeting and the proposed resolution must be given to every member of the Association, including Life, Associate and Honorary Life members, at least one (1) month before the meeting.
121. Voting by proxy is permitted, subject to Rules 89-91. The resolution to wind up the Association must be passed by at least three-quarters of voting Members present in person, via proxy, by telephone or via other electronic means.
122. If, after the winding up of the Association, there are any 'surplus assets' as defined in the Act, those assets must be distributed to one or more organisations with similar purposes, but the rules of that entity must prohibit the distribution of income and property to its members.
123. The organisation(s) that are determined to receive the surplus assets will be decided by resolution of the Members at or before the time of winding up.