

RULES OF THE ASSOCIATED CATHOLIC COLLEGES

AN INCORPORATED ASSOCIATION

1 Name

The name of the incorporated association is the Associated Catholic Colleges Incorporated (in these Rules called "*the Association*").

2 Definitions

(1) In these Rules, unless the contrary intention appears:

"Act" means the *Associations Incorporation Reform Act* 2012;

"college" means a primary and or secondary college of education;

"committee" means the committee of management of the Association;

"financial year" means the year ending on 31 December;

"general meeting" means a general meeting of members convened in accordance with rule 14.

"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 24;

"Principal" means the head of a member college who acts as the representative of the member college on the committee and in respect to any other business of the Association;

"Registrar" means the Registrar of Incorporated Associations;

"Regulations" means regulations under the Act;

"relevant documents" has the same meaning as in the Act.

(2) In these Rules, a reference to the Executive Officer of an Association is a reference to the Secretary of the Association:

3 Purpose

(1) The purposes for which the Association is established are:

- (a) to provide school students with opportunities to participate in inter-college sporting and cultural activities; and
- (b) afford Principals of member colleges opportunities to discuss matters and issues affecting member colleges.

4 Alteration of the rules

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

5 Membership, entry fees and subscription

- (1) A college who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual subscription fee, determined at the Annual General Meeting of the preceding year which may include a base fee and a set amount per enrolled student.
- (2) A college who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
 - (a) the college applies for membership in accordance with sub-rule (3); and
 - (b) the admission as a member is approved by the committee.
- (3) An application of a college for membership of the Association must:
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Executive Officer of the Association at least 7 days prior to the Annual General Meeting.
- (4) As soon as practicable after the receipt of an application, the Executive Officer must refer the application to the committee.
- (5) The committee must determine whether to approve or reject the application.
- (6) If the committee unanimously approves an application for membership, the Executive Officer must, as soon as practicable:
 - (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 28 days after receipt of the invoice detailing the sum payable under these Rules as the first year's annual subscription.
- (7) The Executive Officer must, within 28 days after receipt of the amounts referred to in sub-rule (6), enter the applicant's name in the register of members.
- (8) Subject to sub-rule 5(9), an applicant for membership becomes a member and is entitled to exercise the rights of membership when the college name is entered in the register of members.
- (9) Unless otherwise agreed by the Committee, an applicant for membership whose name is entered in the register of members shall not be entitled to participate in activities organised or facilitated by or on behalf of the Association until the commencement of the Academic year immediately following the date of entry of the member's name in the register of members.
- (10) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (11) A right, privilege, or obligation of a college by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another college or person; and
 - (b) terminates upon the cessation of membership whether by resignation or otherwise.
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6 Register of members

- (1) The Executive Officer must keep and maintain a register of members containing:
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
 - (2) Subject to the Act, the register is available for inspection free of charge by any member upon request.
 - (3) Subject to the Act, a member may make a copy of entries in the register.
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7 Ceasing membership

- (1) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving six month's notice in writing to the Executive Officer of its intention to resign.
 - (2) After the expiry of the period referred to in sub-rule (1):
 - (a) the member ceases to be a member; and
 - (b) the Executive Officer, as soon as practicable, must record in the register of members the date on which the member ceased to be a member.
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8 General rights and obligations of members

- (1) A member of the Association who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) subject to Rule 14(5), to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Association as provided under these Rules; and
 - (f) to inspect the register of members.
- (2) A member of the Association shall make payment in the manner determined by the Association of the annual subscription fee determined in accordance with these Rules.
- (3) The rights of a member (including the right to vote) who has not paid the annual subscription fee by the due date are suspended until the subscription fee is paid.

- (4) Subject to sub-rule 5(9) and unless otherwise agreed by the Committee, each member of the Association shall participate fully in all activities organised or facilitated by or on behalf of the Association as, when and where those activities occur.

9 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution:
- (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association.
- (2) A resolution of the committee under sub-rule (1) does not take effect unless:
- (a) at a meeting held in accordance with sub-rule (3), the committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule; and
 - (c) each of the members of the committee confirming the resolution under sub-rule (2)(a) and 2(b) are not be biased against, or in favour of, the member concerned.
- (3) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule (4).
- (4) For the purposes of giving notice in accordance with sub-rule (3), the Executive Officer must, as soon as practicable, cause to be given to the member a written notice:
- (a) setting out the resolution of the committee and the grounds on which it is based; and
 - (b) stating that the Principal of the member (or other representative) may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that it may do one or both of the following:
 - (i) have its Principal (or other representative) attend that meeting;
 - (ii) give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the committee confirms the resolution, it may, not later than 48 hours after that meeting, give the Executive Officer a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
- (5) At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (1), the committee must:

- (a) give the Principal of the member (or other representative) an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
 - (6) If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Executive Officer a notice to the effect that it wishes to appeal to the Association in general meeting against the resolution.
 - (7) If the Executive Officer receives a notice under sub-rule (6), he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Executive Officer received the notice.
 - (8) At a general meeting of the Association convened under sub-rule (7):
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the Principal of the member (or other representative) must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
 - (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
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10 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (a) a member and another member; or
 - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or

- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
 - (5) A member of the Association can be a mediator.
 - (6) The mediator cannot be a member who is a party to the dispute, have a personal interest in the dispute or be biased in favour of or against any party.
 - (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
 - (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
 - (9) The mediator must not determine the dispute.
 - (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
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11 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Subject to sub-rule (1), the committee may determine the date, time and place of the annual general meeting of the Association.
- (3) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to elect officers of the Association and the ordinary members of the committee; and
 - (c) to receive and consider:
 - i. the annual report of the Committee on the activities of the Association during the preceding financial year; and
 - ii. the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.
 - (d) to confirm or vary the amount of the annual subscription and the manner in which the annual subscription fee shall be paid.
- (5) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the committee must convene a special general meeting before the expiration of that period.
- (5) The committee must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must:
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Executive Officer.
- (7) If the committee does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Executive Officer, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

14 Notice of general meetings

- (1) The Executive Officer of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating:
 - (a) the place, date and time of the meeting; and
 - (b) the nature of the business to be conducted at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.

- (2) Notice may be sent:
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
 - (3) Notice must include a copy of the relevant Notice appointing a proxy set out under Rule 21.
 - (4) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
 - (5) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Executive Officer of that business, who must include that business in the notice calling the next general meeting.
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15 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
 - (2) Five Principals of the members personally present (being from members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
 - (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present:
 - (i) in the case of a meeting convened upon the request of members, the meeting must be dissolved; and
 - (ii) in any other case, the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
 - (4) 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 members personally present (being not less than 3) shall be a quorum.
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16 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
 - (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.
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17 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of Principals present at the meeting, adjourn the meeting from time to time and place to place.

- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
 - (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 14.
 - (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
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18 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
 - (2) All votes must be given personally by the Principal or by proxy.
 - (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
 - (4) A member is not entitled to vote at a general meeting unless:
 - (a) all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.; and
 - (b) the member's membership rights are not suspended for any reason.
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19 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
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20 Manner of determining whether resolution carried

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
- (b) 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.

21 Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice received by the Executive Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
 - (2) Unless otherwise agreed by the Principal Executive, the notice appointing the proxy must be:
 - (a) for a meeting of the Association convened under rule 9(7) in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.
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22 Use of technology – General Meetings

- (1) A member not physically present at a 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.
 - (2) A member participating in a general meeting as permitted under sub-rule (1) is taken to be personally present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
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23 Committee of Management

- (1) The affairs of the Association shall be managed by the committee of management.
 - (2) The committee:
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, 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.
 - (3) The committee shall consist of:
 - (a) the officers of the Association; and
 - (b) all Principals who are not officers of the Association.
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24 Office holders

- (1) The officers of the Association shall be:

- (a) a President;
 - (b) a Vice-President;
 - (c) a Chair of the Sporting Activities Committee; and
 - (d) the Executive Officer (non voting),
- (collectively the "*Principal Executive*")
- (2) The provisions of rule 26, 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 referred to in sub-rule (1).
 - (3) Save for an appointment made under sub-rule (4), each officer of the Association shall hold office until the annual general meeting next after the date of his or her election.
 - (4) In the event the Executive Officer is not a member of the Association, the Executive Officer shall hold office until otherwise removed by the Association.
 - (5) In the event of a casual vacancy in any office referred to in sub-rule (1), the committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
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25 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election.
 - (2) 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 appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.
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26 Election of officers and ordinary committee members

- (1) The Principal Executive is rotated annually as determined by the committee (generally, for example, a Principal will be appointed Chair of the Sporting Activities Committee in the first year, Vice-President in the second year, President in the third year and an ordinary committee member in the fourth year).
- (2) An on-going roster of the appointments of the Principal Executive is determined and may be reviewed and amended by the committee from time to time. The initial on-going roster of appointments is contained in Appendix 4.
- (3) The Principal Executive is responsible for preparation of committee meeting agendas and the management of any relevant business of the Association requiring the deliberation of the committee.
- (4) The ordinary members of the committee are the Principals who do not form the Principal Executive.

27 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member:

- (a) is removed by way of special resolution in accordance with these Rules; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (d) resigns from office by notice in writing given to the Executive Officer; or
- (e) otherwise ceases to be a committee member by operation of section 78 of the Act.

28 Meetings of the committee

- (1) The committee must meet at least 2 times in each year at such place and such times as the committee may determine.
- (2) Special meetings of the committee may be convened by the President or by any 4 members of the committee.

29 Notice of committee meetings

- (1) Written notice of each committee meeting must be given to each member of the committee at least 2 business days before the date of the meeting.
- (2) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

30 Quorum for committee meetings

- (1) Any 5 members of the committee constitute a quorum for the conduct of the business of a meeting of the committee.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting, the meeting lapses;
 - (ii) in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The committee may act notwithstanding any vacancy on the committee.

31 Presiding at committee meetings

At meetings of the committee:

- (a) the President or, in the President's absence, the Vice-President presides; or
 - (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.
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32 Voting at committee meetings

- (1) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
 - (2) Each member present at a meeting of the committee, or at a meeting 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.
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33 Use of technology – Committee Meetings

- (1) A committee member not physically present at a committee meeting may be permitted to participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
 - (2) A committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
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34 Removal of committee member

- (1) A general meeting of the Association may:
 - (a) by special resolution remove a committee member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
 - (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Executive Officer or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
 - (3) The Executive Officer or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.
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35 Executive Officer

- (1) The Executive Officer of the Association must perform any duty or function required under the Act to be performed by the Secretary of an incorporated association.

- (2) The Executive Officer of the Association must:
 - (a) maintain the register of members in accordance with Rule 6; and
 - (b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (c) perform any other duty or function imposed on the Secretary by these Rules.
 - (3) The Executive Officer must give to the Registrar notice of his or her appointment as Secretary of the Association within 14 days after the appointment.
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36 Minutes of meetings

The Executive Officer of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings.

37 Funds

- (4) The Executive Officer of the Association must:
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
 - (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two member Principals of the committee.
 - (6) The funds of the Association shall be derived from annual subscriptions, reimbursement costs from member Colleges, sponsorship, donations and such other sources as the committee determines.
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38 Seal

- (1) The common seal of the Association must be kept in the custody of the Executive Officer.
 - (2) The common seal must not be affixed to any instrument except by the authority of the committee and the affixing of the common seal must be attested by the signatures either of two members of the committee or, of one member of the committee and of the public officer of the Association.
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39 Notice to members

Except for the requirement in rule 14, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- (a) delivering the notice to the member personally; or

- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
 - (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.
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40 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be gifted to the Catholic Archbishop of Melbourne for whatever purpose he may determine.

41 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Executive Officer must keep in his or her custody or under his or her control all books, documents, securities and other relevant records of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association, including but not limited to minutes of General Meetings, minutes of Special Meetings, and minutes of Committee Meetings must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.