



The Cambridge Society of NSW

ABN 90 499 855 279

Administrator

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RULES OF THE CAMBRIDGE SOCIETY OF NEW SOUTH WALES INCORPORATED (as at 28 May 2009)

PART 1 - NAME

1. The name of the association shall be:

The Cambridge Society of New South Wales Incorporated.

PART 2 - INTERPRETATION

2. (1) In these rules, except in so far as the context or subject-matter otherwise indicates or requires -

"the association" means The Cambridge Society of New South Wales Incorporated;

"Committee" means the committee of management of the association;

"member" means member of the association;

"Secretary" means -

(i) the person holding office under these rules as secretary of the association; or

(ii) where no such person holds that office, the public officer of the association;

"special general meeting" means a general meeting of the association other than an annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1999.

- (2) In these rules -
- (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the Interpretation Act, 1897, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.
- (4) These rules are to be construed as making provision, whether by adoption, modification or exclusion, and whether expressly or by implication, for all of the matters for which the model rules contained in Schedule 1 to the Regulation make provision, and accordingly the model rules are excluded and these rules are to be interpreted so as not to deem the inclusion of any provision of such model rules. In the interpretation of the immediately preceding sentence and for the avoidance of doubt, it is hereby declared that the omission from these rules of provisions the same as or similar or corresponding to provisions contained in such model rules in relation to a matter shall not imply that these rules do not make provision for such matter.

PART 3 - OBJECTS

3. (1) The objects of the association shall be the advancement of the welfare and interests of the members of the Cambridge Society of New South Wales including:
- (a) the encouragement of closer relations between its members by fostering interests which they have in common;
 - (b) the encouragement and maintenance of relations between the University of Cambridge and the association;
 - (c) keeping members of the association informed of events in the University and of any issues which concern its welfare;
 - (d) assisting with the preservation and enhancement of the beauties and the development of the amenities of the University, its buildings and monuments;
 - (e) associating, combining or supporting as may be considered desirable with any organisation having the like or similar objects;
 - (f) to buy, lease, obtain a licence over, or otherwise obtain an interest in any real or personal property necessary, convenient or conducive to the carrying out the objects of the association and to sell or otherwise dispose of such property;
 - (g) to raise, obtain and receive funds or other aid for the purpose of achieving the objects of the association;
 - (h) to apply the capital, income and property of the association towards the objects of the association;

- (i) to hold all lands, moneys, securities and other property, real and personal, belonging to the association;
 - (j) to invest any moneys of the association and to hold such investments;
 - (k) to affiliate with such other bodies as have similar objects;
 - (l) to do all such lawful things as are incidental or conducive to the achievement of the foregoing objects or any of them.
- (2) The income and property of the association whencesoever derived shall be applied solely towards the promotion of the objects of the association as set forth in these rules, and the association shall not be carried on for the object of trading or securing pecuniary gain for its members (within the meaning of section 4 of the Act).

PART 4 - MEMBERSHIP

Membership Qualifications

4. All persons who are graduates of Cambridge University and any other persons who in the absolute opinion of the Committee have had or have a sufficient connection or association with Cambridge University shall be eligible to become members of the association.

Membership Application

5. (1) Application for membership shall be in writing, signed by the applicant, and shall be in the form set out in Appendix 1 to these rules, or such other form as the Committee prescribes from time to time, and shall be accompanied by the membership fee required by rule 6.
- (2) As soon as practicable after the receipt of an application for membership it shall be considered by the Committee who shall determine the admission or rejection of the application.

Membership Categories and Fees

6. The categories of membership and amounts of membership fees shall be set by the Committee and shall be the subject of a report to the Annual General Meeting by the Treasurer.

Cessation of Membership

7. A person shall cease to be a member of the association if the member:
- (a) dies;
 - (b) resigns from membership by notice in writing;

- (c) is, three months after notice of membership fees being due has been sent to the member, still in arrears, but subject to review by the Committee; or
- (d) is expelled from membership by a resolution passed by a three-fourths majority of members voting at a properly constituted general meeting specially called for the purpose, provided that such a member has the right to speak at such general meeting.

Register of Members

- 8. A register of members shall be kept at the principal place of administration of the association, showing each member's name, address and the dates of commencement and cessation of membership.

PART 5 - THE COMMITTEE

Powers of the Committee

- 9.
 - (1) The control, direction and management of the affairs of the association shall be vested in the Committee.
 - (2) The Committee may exercise all such functions and powers as may be exercised by the association, other than those functions that are required by these rules to be exercised by a general meeting of members of the association.
 - (3) The Committee may delegate any of its powers except the power of delegation.

Constitution of the Committee

- 10.
 - (1) The Committee shall consist of the office bearers and up to ten (10) other members.
 - (2) No member of the Committee shall be appointed to any salaried office of the association or any office of the association paid fees and no remuneration or other benefit in money or money's worth shall be given by the association to any member of the Committee except repayment of out-of-pocket expenses, interest at a rate not exceeding interest at rate for the time being charged by bankers in Sydney for money lent to the association and reasonable and proper rent for premises let to the association.
 - (3) In the event of a vacancy on the Committee, the Committee may appoint a member to fill the vacancy.
 - (4) The Committee may appoint and pay an administrator to undertake administration of the association as long as the fee is disclosed at the Annual General Meeting each year.

Office Bearers

11. (1) The office bearers and other members of the Committee shall be elected by the members each year at the Annual General Meeting.
- (2) The office bearers shall be the President, Vice President, Secretary and Treasurer, and the office bearers and other members of the Committee shall hold office from the time of their election or appointment to the next Annual General Meeting, but may be re-elected.
- (3) In the event of a vacancy in the office of an office bearer, the Committee may appoint one of their number to the vacant position.
- (4) It is the duty of the Secretary to ensure that the minutes referred to in rule 15 and the register of members are kept.
- (5) It is the duty of the Treasurer to ensure that:
 - (a) all money due to the organisation is collected and received and that all payments authorised by the association are made;
 - (b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association; and
 - (c) the reports required by rules 6 and 26 to be made are duly made
 - (d) any financial report or statement required by law is prepared and delivered to members at the Annual General Meeting each year.

Proceedings of the Committee

12. (1) The Committee may meet together for the dispatch of business, adjourn and otherwise appoint and regulate its meeting as it thinks fit.
- (2) Each member of the Committee present and voting at a meeting of the Committee shall have the right to speak on any question and shall have one vote.
- (3) Questions arising at any meeting of the Committee shall be decided by a majority of votes of those present and voting on the question. A determination by the majority of the members of the Committee present and voting shall for all purposes be a determination of the Committee. In case of an equality of votes, the chairperson of the meeting shall have a second or casting vote.
- (4) The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if their number falls below that fixed by these rules as the necessary quorum, the continuing member or members may act for the purpose of increasing the number of members of the Committee from amongst the members of the association, or of summoning a general meeting of the association, but for no other purpose.

- (5) The President may at any time, and the Secretary shall on the request of any two members of the Committee, summon a meeting of the Committee. The Secretary shall ensure that five working days clear notice of such meeting are given.
- (6) At all meetings of the Committee the President or, in the President's absence, the Vice President, shall be the chairperson, but if neither of them are present within fifteen minutes after the time appointed for the holding of the meeting or are not willing to act, the members present shall choose one of their number to be chairperson at that meeting.
- (7) All members of the organisation shall be able to attend all meetings of the Committee and to speak, but not vote, at such meetings, provided that the Committee shall have the right to close the meeting to non-members of the Committee during the discussion of any matter.
- (8) Members of the Committee shall not vote on any question in which they have a pecuniary interest.

Sub-Committees

13. The Committee may form subcommittees as desired from the members of the association. Subcommittees may include members of the association who are not members of the Committee. However, all subcommittees shall include at least one member of the Committee. In addition, the President shall be ex-officio a member of all subcommittees. Non-members of the association may be appointed members of any subcommittee by the Committee, but shall have no voting rights.

Vacation of Office

14. The office of a member of the Committee shall become vacant if the member:
 - (a) dies;
 - (b) resigns from office by notice in writing to the association;
 - (c) is absent for more than six months without leave of the Committee from meetings of the Committee held during that period;
 - (d) ceases to be a member of the association;
 - (e) is removed from office by a resolution passed by a three-fourths majority of members at a properly constituted general meeting specially called for the purpose;
 - (f) holds any office of profit under the association;
 - (g) becomes directly or indirectly interested in any contract or proposed contract with the association;
 - (h) becomes bankrupt or makes any arrangements or composition with creditors;
or
 - (i) becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.

Minutes

15. The Committee shall cause minutes to be made of:
- (a) all appointments of members of the Committee and office bearers;
 - (b) the names of members of the Committee present at all meetings of the Committee and at all general meetings; and
 - (c) all proceedings at all meetings of the Committee and at all general meetings.

PART 6 - GENERAL MEETINGS

Annual General Meetings

16. (1) With the exception of the first annual general meeting of the association, the association shall, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The association shall hold its first annual general meeting within the period of 18 months after its incorporation under the Act, and within the period of 2 months after the expiration of the first financial year of the association.
- (3) Sub-rules 16(1) and (2) have effect subject to any extension or permission granted by the Director-General of the Department of Fair Trading under section 26(3) of the Act.
17. (1) The annual general meeting of the association shall, subject to the Act and to rule 16, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
 - (b) to receive from the Committee reports upon the activities of the association during the last preceding financial year;
 - (c) to elect the office bearers and other members of the Committee; and
 - (d) to receive and consider the statement which is required to be submitted to members pursuant to section 26(6) of the Act.
- (3) An annual general meeting shall be specified as such in the notice convening it.

Special General Meetings

18. The Committee may, whenever it thinks fit, convene a special general meeting.
19. The Committee shall convene a special general meeting on the receipt of a written request from two members of the Committee, or from not less than five percent of the members of the association. Such special general meeting shall be held within one month from the date of the receipt of request. Only such business as is specified in the written request for the meeting shall be transacted at the special general meeting, except that minutes of previous special general meetings may be confirmed.

Notice

20.
 - (1) Except where the nature of the business proposed to be dealt with at the meeting requires a special resolution of the association, fourteen days notice of any annual or special general meeting shall be given to all members. Such notice shall specify the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (2) Where the nature of the business proposed to be dealt with at the meeting requires a special resolution of the association, twenty-one days notice of any annual or special general meeting shall be given to all members. Such notice shall specify the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - (3) Whenever a notice of meeting of members is required to be served, the Secretary shall cause a copy of the notice to be –
 - (a) delivered to each member personally, or
 - (b) sent by pre-paid post to each member at the member's address appearing in the register of members, or
 - (c) sent to each member by electronic transmission, including facsimile and e-mail, to an address specified by the member for giving and serving notices.

Quorum

21.
 - (1) At general meetings, a quorum shall consist of ten (10) members.
 - (2) At meetings of the Committee, a quorum shall consist of three (3) members.
 - (3) Should a quorum not be present within half an hour of the time set down for a meeting to commence, the meeting shall be adjourned to the same time and place seven days later or to a place and time within one month of the date of such a meeting, the place and time of the adjourned meeting to be determined by those present. At such adjourned meeting, a quorum shall consist of three members in the case of a general meeting and two members in the case of a meeting of the Committee.
 - (4) In the event of a general meeting or a Committee meeting being adjourned because of lack of a quorum, notice of the adjourned meeting need not be given if it is held at the same venue and same time seven days after the original meeting.

Proceedings at General Meetings

22.
 - (1) At all general meetings, the President or, in the President's absence, the Vice President, shall be the chairperson, but if neither of them are not present within fifteen minutes after

the time appointed for the holding of the meeting or are not willing to act, the members shall choose one of their number to be chairperson at the meeting.

- (2) The chairperson may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place. When a meeting is adjourned for more than thirty days, notice shall be given of the adjourned meeting as in the case of the original meeting. In the case of any other adjournment, it shall not be necessary to give such notice.
- (3) At any general meeting a resolution put to the vote of a meeting shall be decided by a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by the chairperson or by at least three members present in person. The demand for a poll may be withdrawn.
- (4) Each member present and voting at a general meeting shall have the right to speak on any question and shall have one vote and no member shall be entitled to vote by proxy.
- (5) In the case of an equality of votes, whether as a show of hands or a poll, the chairperson shall be entitled to a second or casting vote.

Minutes

23. (1) The minutes of the proceedings of all meetings shall be kept in a suitable book which shall be open for inspection by any member of the association.
- (2) Such minutes shall be signed by the chairperson of the meeting at which the proceedings were held, or at the next succeeding meeting.

Special Resolutions

24. (1) The following decisions may only be made by the association as a special resolution:
 - (i) changing the association's name;
 - (ii) changing these rules;
 - (iii) expulsion of a member; and
 - (iv) voluntarily winding up the association and distributing its property.
- (2) A special resolution shall only be passed by a three-fourths majority of members present at a special general meeting or an annual general meeting.
- (3) At least 21 days written notice shall be given advising all members of the special resolution that is to be moved.

PART 7 - DISCIPLINE OF MEMBERS

25. (1) If, in the opinion of the Committee, after affording such member an opportunity of offering the Committee an explanation of his or her conduct either verbally or in writing as the Committee may decide, the behaviour of a member is detrimental to the best interests of the association, the Committee may suspend all membership rights of such member for a period of one month.
- (2) If a decision is made to suspend a member, the Secretary shall call a special general meeting to consider the expulsion of such member. That special general meeting shall be held within one month of the decision of the Committee to suspend the member. The member under suspension shall be allowed to speak at that special general meeting and to offer an explanation of his or her conduct. A resolution to expel a member from the association shall not be effective unless passed by a three- fourths majority of members voting at that special general meeting.
- (3) The Committee may take any other disciplining action against a member it sees fit. If that member requests a special general meeting to appeal against such action, the Committee shall cause such special general meeting to be held within one month of that member's request. There shall be proposed at that special general meeting a resolution that the decision of the Committee to discipline the member be confirmed. That member shall be allowed to speak at the special general meeting and to offer an explanation of his or her conduct. The resolution to confirm the decision of the Committee may be passed only by simple majority of those members voting at the meeting.

PART 8 - FINANCES

26. (1) The funds of the association shall be derived from membership fees, donations and such other sources as the Committee determines.
- (2) All moneys received by the association shall be deposited intact at the earliest possible date to the credit of the association's bank account. Receipts for money received shall be issued promptly.
- (3) All accounts over \$50.00 shall be paid by cheque and all cheques shall be signed by any two of the signatories who shall be appointed from time to time by the Committee.
- (4) The Treasurer shall present a financial report to every Committee meeting.
- (5) All accounts shall be presented to a Committee meeting for the approval or endorsement of their payment and details of all such approvals and endorsements shall be entered in the minute book.

PART 9 - MISCELLANEOUS

Insurance

27. The association shall effect and maintain such insurance as is required by the Act, and any other such insurance as may be required by law or considered necessary by the Committee.

Liability of Members

28. Members shall have no liability to contribute to the payment of debts and liabilities of the association or to the costs of the winding up of the association except to the amount of any unpaid membership.

Public Officer

29. (1) The Committee shall appoint a Public Officer for the association.
- (2) The duties of the Public Officer shall be those required of a Public Officer under the Act.
- (3) The position of a Public Officer shall become vacant if the Public Officer:
- (a) dies;
 - (b) resigns from office by notice in writing to the association;
 - (c) is removed from office by a decision of the Committee or of a general meeting;
 - (d) becomes bankrupt or financially insolvent;
 - (e) becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (f) ceases to be a resident of New South Wales.
- (4) In the event of a vacancy in the position of Public Officer, the Committee shall appoint a new Public Officer within fourteen days.

Books

30. (1) Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control records, books and other documents relating to the association.
- (2) The records, books and other documents of the association shall be open to inspection, free of charge, by any member at any reasonable hour.
- (3) The records, books and other documents of the association may be kept in electronic format.

Common Seal

31. The Common Seal of the association shall be kept by the Public Officer and shall only be affixed to a document with the approval of the Committee, and in the presence of two members of the Committee who shall sign the document.

Surplus Property

32. (1) At the first general meeting of the Association, the Association shall pass a special resolution nominating an association in which it is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- (2) The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2)(a)-(c) of the Act.

Financial Year

33. The financial year shall conclude on the 31st day of December of each calendar year.

APPENDIX 1

(Rule 5(1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

THE CAMBRIDGE SOCIETY OF NEW SOUTH WALES INCORPORATED
(incorporated under the Associations Incorporation Act, 1984)

I,.....
(full title and name of applicant)

of.....
(address)

Telephone no.: Work.....Home.....Mobile.....

Facsimile no.: Work.....Home.....

e-mail address:.....

hereby apply to become a member of the above named incorporated association.

(Complete either paragraph (a) or (b)).

(a) I am a graduate of Cambridge University having graduated in(year) with the degree of

(b) Details of my past/present association or connection with Cambridge University are as follows:

.....

In the event of my admission as a member, I agree to be bound by the rules of the association for the time being in force, and the association may serve any required notices on me by delivery or posting to the address or sending to the facsimile number or e-mail address noted in the above application.

.....
Signature of applicant

Date